

# State of Idaho

## Department of State

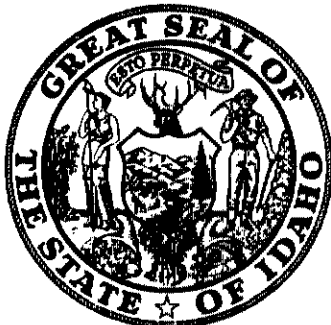
### CERTIFICATE OF INCORPORATION OF

QUALITY NURSE CARE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 6, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

ARTICLES OF INCORPORATION

of

QUALITY NURSE CARE, INC.

SEC. OF STATE

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SEC. OF STATE  
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I, the undersigned, acting as incorporator of a corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is QUALITY NURSE CARE, INC.

SECOND

The location of the registered office of the corporation in the State of Idaho is 4811 St. Anthony Lane, Post Falls, Idaho 83854.

THIRD

The name of the registered agent of the corporation is MARGARET CULTICE, the registered office of the corporation is 4811 St. Anthony Lane, Post Falls, Idaho 83854.

FOURTH

The period of its duration is perpetual.

FIFTH

The purpose or purposes for which the corporation is organized is health care related activities and the transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IDaho SECRETARY OF STATE

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SIXTH

The aggregate number of shares which the corporation shall have authority to issue is SEVEN THOUSAND (7,000) shares with par value of ONE AND NO/100 (\$1.00) DOLLAR per share.

SEVENTH

Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of the stockholders holding a majority of the stock at any special meeting called for that purpose.

EIGHTH

The number of directors constituting the initial Board of Directors of the corporation shall be not less than one (1) nor more than five (5), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

MARGARET CULTICE  
4811 ST. ANTHONY LANE  
POST FALLS, ID 83854

NINTH

The name and address of the Incorporator is:

MARGARET CULTICE  
4811 ST. ANTHONY LANE  
POST FALLS, ID 83854

TENTH

The following shareholder subscribes to the following shares:

MARGARET CULTICE                      7,000 shares

ELEVENTH

The personal liability of each director is eliminated provided that this provision shall not limit the liability of a director for those acts identified in Idaho Code 30-1-54 (2) (a) (b) (c) and (d) as said provisions are presently enacted or hereafter modified.

DATED this 30 day of June, 1993.

Incorporator:

Margaret Cultice  
MARGARET CULTICE

VERIFICATION

STATE OF IDAHO )

County of Kootenai )

I, Norman L. Davis, a Notary Public, do hereby certify that on this 30 day of June, 1993, personally appeared before me MARGARET CULTICE who, being by me first duly sworn, declared that she is the Incorporator of QUALITY NURSE CARE, INC., that she signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.

Norman L. Davis  
Notary Public in and for the  
State of Idaho  
Residing at: Cosmos Blvd  
My Commission Expires: 9/6/98