

Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

GOLDEN AGE NURSING HOME, INC.

was filed in the office of the Secretary of State on the **Twenty-second** day of **October,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **125** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Grangeville** in the County of **Idaho.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **22nd** day of **October**, A.D., 19 **63.**

Secretary of State.

ARTICLES OF INCORPORATION
OF

GOLDEN AGE NURSING HOME, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned LLOYD DAVIS, DOCTOR WILLIAM C. MORRISON, AL WAGNER, Jr., AND GEORGE R. GERRARD, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following articles of incorporation:

I.

The name of this corporation shall be GOLDEN AGE NURSING HOME, INC.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The location of the registered office of this corporation shall be Grangeville, County of Idaho, State of Idaho, and the address of the registered office of this corporation shall be Grangeville, Idaho.

IV.

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

To engage in the acquiring by purchase, exchange, construction or other means, and thereafter in owning, maintaining, operating, and carrying on an institution, nursing home, boarding home, or other establishment suitable for the reception, care, and treatment of elderly, aged, and other persons.

To own, operate, maintain, and do all other acts necessary for the operation of a medical and professional clinic, either in

1 conjunction with the above or without.

2 To purchase, build, construct, maintain, and operate a hospital
3 for the sick, ill, those suffering from chronic or incurable diseases,
4 or the infirmities of old age, and to all other acts incidental to
5 the maintenance and operation of a hospital.

6 To enter into, make and perform and carry out contracts of every
7 sort and kind with any person, firm, association or corporation
8 municipality, body politic, country, territory, district, state and
9 government.

10 To institute, enter into, carry on, assist, promote or partici-
11 pate in financial, commercial, mercantile, industrial and other
12 businesses, works, enterprises, undertakings and operating.

13 To purchase, hold, sell, assign, transfer, mortgage, pledge or
14 otherwise dispose of shares of the capital stock of, or any bonds,
15 securities or evidence of indebtedness created by, any other corpora-
16 tion or corporations organized under the laws of this State or any
17 other state, country, nation or government, and while the owner
18 thereof, to exercise all the rights, powers, and privileges of
19 ownership.

20 To apply for, secure, acquire by assignment, transfer, purchase
21 or otherwise, and to exercise, carry out and enjoy any charter, license
22 power, authority, franchise, concession, rights or privileges, which
23 any government or authority or any corporation or other public body
24 may be empowered to grant; and to pay for, aid in and contribute
25 toward carrying the same into effect, and to appropriate any of the
26 corporation's shares of stock, bonds and assets to defray the
27 necessary costs, charges and expenses thereof.

28 To acquire, and pay for in cash, stock or bonds of this corpor-
29 ation or otherwise, the good will, rights, assets and property and to
30 undertake or assume the whole or any part of the obligations or
31 liabilities of any person, firm, association or corporation.

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1 To draw, make, accept, endorse, discount, execute and issue
2 promissory notes, bills of exchange, and other negotiable or trans-
3 ferrable instruments.

4 In the purchase or acquisition of property business, rights, or
5 franchises, or for additional working capital, or for any other
6 object in or about its business or affairs, and without limit as to
7 amount, to incur debts, and to raise, borrow, and secure the payment
8 of money in any lawful manner, including the issue and sale or other
9 disposition of bonds, debentures, obligations, negotiable and trans-
10 ferrable instruments and evidences of indebtedness of all kinds,
11 whether secured by mortgage, pledge, deed of trust or otherwise.

12 To carry on any other business, which may seem to the corporation
13 capable of being conveniently carried on in connection with its
14 business or calculated directly or indirectly to enhance the value
15 of or render profitable any of the corporation's property or rights.

16 The said corporation may perform any part of its business outside
17 the State of Idaho, in the other states, in the District of Columbia,
18 territories or possessions, or dependencies of the United States.

19 To do each and everything necessary, suitable, useful or
20 advisable for the accomplishment of any one or more of said objects,
21 of which shall, at any time, appear to be conducive to or expedient
22 for the benefit of said corporation in connection therewith.

23 To do each and all things set forth herein to the same extent
24 and as fully as natural persons might do or could do in the State of
25 Idaho, and in any other state, country or place.

26 To purchase, hold, sell and transfer the shares of its own
27 capital stock; provided it shall not use its funds of property for
28 the purchase of its own shares of capital when such use would cause
29 any impairment of its capital; and provided further that shares of
30 its own capital stock belonging to it shall not be voted upon
31 directly or indirectly.
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1 To have one or more offices, to carry on all or any of its
2 operations and business and without restriction or limit as to
3 amount, to purchase, or otherwise acquire, to hold, own, to mortgage,
4 sell, convey or otherwise dispose of real and personal property of
5 every class and description in any of the States, Districts, Territor-
6 ies, dependencies, possessions or colonies of the United States.

7 The foregoing clauses shall be construed as objects, purposes
8 and powers; and it is hereby expressly provided that any enumeration
9 of specific powers shall not be held to limit or restrict in any
10 manner the powers of this corporation.

11 In general, to carry on any other business in connection with
12 the foregoing, and to have and exercise all the powers conferred by
13 the laws of Idaho upon corporations.

14 V.

15 In furtherance, and not in limitation of the powers conferred
16 by statute, the board of directors as expressly authorized:

17 To make and alter by-laws of this corporation, to fix the amount
18 to be reserved as working capital over and above its capital stock
19 paid in, and to authorize and cause to be executed mortgages and
20 liens upon the real and personal property of this corporation.

21 If the by-laws so provide, to designate two or more of its
22 members to constitute an executive committee, which committee shall
23 for the time being, as provided in said resolution or in the by-laws
24 of this corporation, and have power to authorize the seal of this
25 corporation to be affixed to all papers which may require it.

26 Pursuant to the affirmative vote of the holders of at least a
27 majority of the stock issued and outstanding, having voting power,
28 given at a stockholders' meeting duly called for that purpose, or
29 when authorized by the written consent of at least a majority of the
30 holders of the voting stock issued and outstanding, the board of
31 directors shall have power and authority at any meeting to sell,
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1 lease or exchange all of the property and assets of this corporation
2 including its good will and its corporate franchises, upon such terms
3 and conditions as its board of directors seems expedient and for the
4 best interest of the corporation.

5 This corporation may in its by-laws confer powers upon its
6 directors in addition to the foregoing, and in addition to the
7 powers and authorities expressly conferred upon them by statute.

8 VI.

9 The capital stock of this corporation shall be FIVE HUNDRED
10 THOUSAND DOLLARS (\$500,000.00), divided into FIVE THOUSAND (5,000)
11 shares of stock of the par value of ONE HUNDRED DOLLARS (\$100.00)
12 each. No distinction shall exist between the shares of this corpor-
13 ation and all such shares shall have the same rights in the corpor-
14 ation.

15 VII.

16 All or any portion of the capital stock may be issued for cash
17 or in payment for real or personal property, services, or any other
18 right or thing of value, for the uses and purposes of the corporation,
19 and when so issued shall become and be fully paid, the same as though
20 paid for in cash at par; and the directors shall be the sole judges
21 of the value of any property, right, or thing acquired in exchange
22 for capital stock.

23 VIII.

24 From time to time the capital stock may be increased according
25 to law, and may be issued in such amounts and proportions as shall
26 be determined by the board of directors, and as may be permitted by
27 law.

28 IX

29 The private property of the stockholders shall not be subject
30 to the payment of corporate debts to any extent whatsoever.
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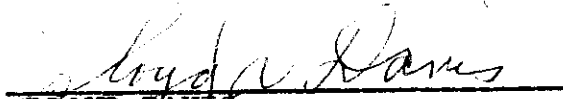
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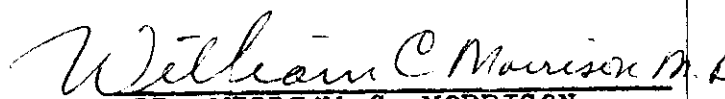
The name and postoffice address of each of the incorporators and a statement of the number of shares subscribed for by each, is as follows:

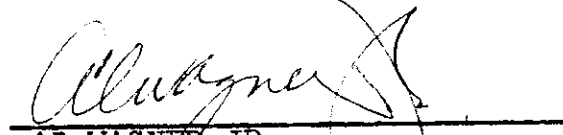
NAME	ADDRESS	NO. OF SHARES	AMOUNT
LLOYD DAVIS	Grangeville, Idaho	1	\$100.00
DR. WILLIAM C. MORRISON	Grangeville, Id.	1	100.00
AL WAGNER, JR.	Grangeville, Idaho	1	100.00
GEORGE R. GERRARD	Grangeville, Idaho	1	100.00

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

WE THE UNDERSIGNED, being each one of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectfully agree to take the number of shares of stock hereinbefore set opposite our names and accordingly have hereunto set our hands and seals this 18th day of October, 1963.


LLOYD DAVIS


DR. WILLIAM C. MORRISON


AL WAGNER, JR.


GEORGE R. GERRARD

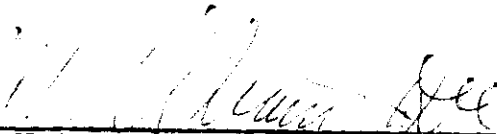
WILLIAM J. DEE
ATTORNEY AT LAW
GRANGEVILLE, IDAHO

1 STATE OF IDAHO)
2 County of Idaho) ss.

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4 On this 18th day of October, 1963, before me, the undersigned
5 Notary Public in and for the said County and State, personally
6 appeared LLOYD DAVIS, DR. WILLIAM C. MORRISON, AL WAGNER JR., AND
7 GEORGE R. GERRARD, known to me to be the persons who executed the
8 within and foregoing Articles of Incorporation of GOLDEN AGE NURSING
9 HOME, INC., and severally acknowledged to me that they executed the
10 same in triplicate.

11 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
12 official seal the day and year in this certificate first above
13 written.

14 (SEAL)


Notary Public in and for
the State of Idaho;
Residing at Grangeville,
therein.