

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

THE IDAHO RESIDENTIAL CARE ASSOCIATION, 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 IDAHO RESIDENTIAL CARE ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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: April 1, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

ARTICLES OF INCORPORATION  
OF

RECEIVED  
SEC. OF STATE  
92 APR 1 AM 8 38  
THE IDAHO RESIDENTIAL CARE ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, CORAL HOLLEY, RANDY PEHRSON, SYLVIA MOORE,  
SHARON DIENES and PAUL MAY, have this date associated  
ourselves for the purposes of forming a non-profit corporation  
under the provisions of Idaho Code § 30-301, et seq., and do  
certify that:

I

The name of the corporation shall be THE IDAHO  
RESIDENTIAL CARE ASSOCIATION, INC.

II

The corporation shall have perpetual existence.

III

The purpose for which this corporation is formed are:

- (a) This corporation is not formed in contemplation of  
receiving gain and/or profit to the members thereof;
- (b) To encourage, stimulate, extend and promote the  
business of providing care for the aged and disabled in  
residential care facilities within the State of Idaho;
- (c) To promote the providing of high quality care for  
the aged and disabled in residential care facilities; to  
protect the human rights and assure the personal dignity  
of all residents of residential care facilities; and to

improve the condition of the business of providing residential care generally;

(d) To conduct any investigations, studies and researches as may be necessary to gather, assemble and compile factual data, statistics and other information pertaining to the care provided for the aged and disabled in residential care facilities and to the operation of such facilities; to foster the exchange of such information; and to publish and disseminate such information by all lawful means to its members and other interested parties;

(e) To conduct and sponsor educational programs of all types relating to the care provided for the aged and disabled in residential care facilities and to the operation of such facilities;

(f) To do all other things necessary to carry out any of the foregoing purposes.

#### IV

The registered office of the corporation shall be 525 16th Avenue East, Jerome, Idaho, 83338. The registered agent of the corporation at such address shall be CORAL L. HOLLEY.

#### V

The corporation shall not authorize capital stock. The corporation shall have one class of members, qualified and admitted into membership in the corporation in accordance with

its By-Laws. Each member shall have one (1) vote at membership meetings.

#### VI

The members of the corporation shall never be or become liable for the payment of any of the debts or liabilities of the corporation, and the private property of the members shall not be subject to or liable for the payment of the corporation's debts to any extent whatsoever.

#### VII

The names and addresses of the incorporators of the corporation, who shall serve as the board of directors until the initial meeting of the incorporators are:

Mr. Coral Holley	525 16th Avenue East Jerome, Idaho 83338
Mr. Randy Pehrson	Box 238 Mackay, Idaho 83251
Ms. Sylvia Moore	4243 N. Cloverdale Road Boise, Idaho 83704
Ms. Sharon Dienes	P. O. Box 1016 Boise, Idaho 83701
Mr. Paul May	Route #4, Box 110 Rupert, Idaho 83350

#### VIII

The management and governing powers of the corporation shall be vested in a board of directors of Five (5) directors; the powers, qualifications and terms of office of which shall be determined in accordance with the By-Laws of the corporation.

## IX

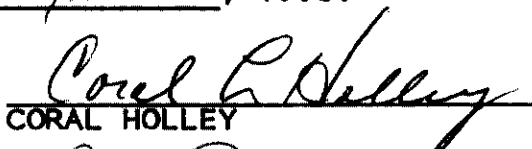
(a) Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a

corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SIGNED this 28 day of Feb, 1992.

  
CORAL HOLLEY

  
RANDY PEHRSON

Sylvia Moore  
SYLVIA MOORE

Sharon Dienes  
SHARON DIENES

Paul H. May  
PAUL MAY

STATE OF IDAHO )  
County of Jerome ) ss.

On this 4 day of March, 1992, before me, the undersigned, a Notary Public in and for said County and State, personally appeared CORAL HOLLEY, known to me to be the person whose name is subscribed to the within and foregoing Instrument, and who acknowledged to me that he executed the same.

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

[Signature]  
NOTARY PUBLIC for Idaho  
Residing at Jerome, Idaho  
Commission Expires: 3-6-97

STATE OF IDAHO )  
County of Jerome ) ss.

On this 28 day of Feb, 1992, before me, the undersigned, a Notary Public in and for said County and State, personally appeared RANDY PEHRSON, known to me to be the person whose name is subscribed to the within and foregoing Instrument, and who acknowledged to me that he executed the same.

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

[Signature]  
NOTARY PUBLIC for Idaho  
Residing at Jerome, Idaho  
Commission Expires: 3-6-97

STATE OF IDAHO                    )  
  ) ss.  
County of Ada                    )

On this 6 day of March, 1992, before me,  
the undersigned, a Notary Public in and for said County and  
State, personally appeared SYLVIA MOORE, known to me to be the  
person whose name is subscribed to the within and foregoing  
instrument, and who acknowledged to me that she executed the  
same.

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

Deborah Randall  
NOTARY PUBLIC for Idaho  
Residing at Basel, Idaho  
Commission Expires: 11/17/92

STATE OF IDAHO                    )  
  ) ss.  
County of Ada                    )

On this 6 day of March, 1992, before me,  
the undersigned, a Notary Public in and for said County and  
State, personally appeared SHARON DIENES, known to me to be the  
person whose name is subscribed to the within and foregoing  
instrument, and who acknowledged to me that she executed the  
same.

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

Deborah Randall  
NOTARY PUBLIC for Idaho  
Residing at Basel, Idaho  
Commission Expires: 11/17/92



STATE OF IDAHO

County of Jerome

)  
) ss.  
)

On this 5 day of March, 1992, before me, the undersigned, a Notary Public in and for said County and State, personally appeared PAUL MAY, known to me to be the person whose name is subscribed to the within and foregoing Instrument, and who acknowledged to me that he executed the same.

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

  
\_\_\_\_\_  
NOTARY PUBLIC for Idaho

Residing at Jerome, Idaho

Commission Expires: 3-6-97