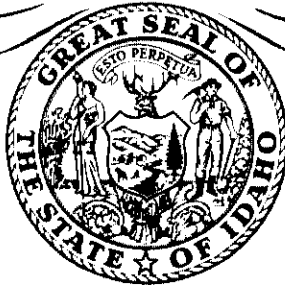


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

PETE T. CENARRUSA

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

BOISE COUNCIL ON AGING, INCORPORATED

was filed in the office of the Secretary of State on the twenty-fifth day of June A. D. One Thousand Nine Hundred Seventy and to be is duly recorded on ~~Film No.~~ microfilm 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 and Sections 30-1001 to 30-1005, inclusive, 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 Boise, Idaho in the County of Ada and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 25th day of June, A.D., 1970.

Secretary of State.

ARTICLES OF INCORPORATION
of
BOISE COUNCIL ON AGING, INCORPORATED

Article I

The name of this corporation shall be BOISE COUNCIL ON AGING, INCORPORATED.

Article II

The purposes for which this corporation is formed are as follows:

(a) The primary purposes of this corporation are to assist older persons in the community, both men and women, by providing them with avenues of contact in order that they might obtain, jobs, recreational and other facilities; to assist them in obtaining suitable housing and if necessary to actively participate in providing such housing; to enlist the interest of corporations, local, state and federal governmental agencies, groups and individuals in assisting and aiding it in its aims and projects; and to act generally in all ways to improve the environment and recreational facilities available to older persons; to organize groups to carry on and enjoy both recreational and work projects; and in general to assist in every way in providing for older citizens a place in the community and to give them a part in the community and its plans and objectives and activities.

(b) The general purposes of this corporation shall be to have and to exercise all rights and powers conferred on non-profit corporations under the laws of the State of Idaho, and including but not limited to the power to contract, buy, sell, lease, convey, mortgage or otherwise receive or dispose of real or personal property, PROVIDED HOWEVER, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

Article III

This corporation is organized in accordance with the laws of the State of Idaho pertaining to non-profit corporations.

Article IV

This corporation shall be non stock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

Article V

The principal office of this corporation for conducting its business is and shall be located in Ada County, State of Idaho.

Article VI

The duration of the corporation shall be unlimited and perpetual.

Article VII

The affairs of this Corporation shall be governed by a Board of Directors consisting of not less than five members and not more than fifteen members. These shall be elected by the members of this Corporation and they shall be members. The general officers of the Corporation shall be a president, vice-president, secretary and treasurer, and the offices of secretary and treasurer may be combined. The president and vice-president shall be members of the Board of Directors.

Article VIII

Any person may become a member of this corporation. The By-Laws shall determine the requirements of membership. No member may acquire a greater interest in this corporation than any other member.

Article IX

The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have a general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability for any cause whatever, of the latter.

The principal duties of the secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto, and to sign such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records and documents belonging to the corporation, or in any wise pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep and account for all moneys, credits and property, of any kind and nature, of the corporation, which shall come into his hands, and to keep an accurate account of all moneys received and disbursed, and proper vouchers for moneys disbursed, and to render such accounts, statements and inventories of moneys received and disbursed, and of money and property on hand, and generally of all matters pertaining to his office as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation.

Article X

The property of this corporation is irrevocably dedicated to charitable or religious purposes, and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable or religious purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

Article XI

These Articles of Incorporation may be amended after approval by the Board of Directors by a 2/3 majority of the voting members of the corporation who are present at a special meeting called for this purpose or at a regular meeting upon notice to each member of at least ten days prior to such regular meeting or special meeting of the intention to consider such amendment.

Article XII

The Board of Directors of this Corporation shall be elected by a majority vote of the members at any meeting called for the purpose of electing one or more members of such Board of Directors.

Article XIII

This corporation is organized under Chapter 10, Idaho Code, entitled Nonprofit Cooperative Associations.

Article XIV

The names and residences of the persons forming this corporation are:

Jon N. Wyman, 1448 W. Bannock, P.O. Box 698, Boise, Idaho

Doris A. Kelly, 1412 Columbus, Boise, Idaho

H. Fred Garrett, 816 Marshall St., Boise, Idaho

The Rev. George L. King, 1524 Longmont, Boise, Idaho

Brit Nedry, 2200 N. 22nd, Boise, Idaho

Lawrence A. Wood, 1618 N. 21st, Boise, Idaho

Charles F. Whipple, 2511 El Rancho, Boise, Idaho.

IN WITNESS WHEREOF, the undersigned incorporators have executed these ARTICLES of Incorporation on this 24 day of June, 1970.

Charles F. Whipple
2511 El Rancho, Boise, Idaho

Britt Nedry
2200 N. 22nd, Boise, Idaho

Laurence A. Wood
1618 N. 21st, Boise, Idaho

Doris G. Kelly
1412 Columbus, Boise, Idaho

George L. King
24 Longmont, Boise, Idaho

H. Fred Garrett
816 Marshall St., Boise, Idaho

Jon N. Wyman
125 Bacon Drive, Boise, Idaho

STATE OF IDAHO }
County of Ada } ss.

On this 24 day of June, 1970, before me a Notary Public in and for said State, personally appeared JON N. WYMAN, H. FRED GARRETT, THE REV. GEORGE L. KING, BRIT NEDRY, LAURENCE A. WOOD, and CHARLES F. WHIPPLE known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

(seal)

James F. Bennett
Notary Public for Idaho
Residing at Boise, Idaho