



CERTIFICATE OF INCORPORATION
OF

HOSPICE OF IDAHO FALLS, 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 _____

HOSPICE OF IDAHO FALLS, 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 October 20, 1982.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
FOR THE HOSPICE OF
IDAHO FALLS, INC.

THE UNDERSIGNED, acting as incorporators under the State of Idaho Non-Profit Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is the Hospice of Idaho Falls, Inc..

ARTICLE II
CORPORATE FORM

This corporation is a non-profit corporation.

ARTICLE III
TERM

The duration of the corporation shall be perpetual.

ARTICLE IV
Purposes and Powers

The purposes and powers of the corporation are as follows:

1. To engage in and promote charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. Such purposes include but are not limited to:

A. To promote the principals of the Hospice concept and the program of care for the terminally ill and their families, among the general public and professionals.

B. To act as a clearing house serving the professionals involved in and committed to providing services within the principal Hospice Program of Care.

C. To support and care for persons in the last phases of incurable disease so that they might live as fully and comfortably as possible recognizing that dying is a normal process, whether

or not resulting from disease.

D. Through education, make the community sensitive to the needs and appropriate care of the patients and their families in order that said patients and families may be free to attain the degree of mental and spiritual preparation for death that is satisfactory to them.

E. To consider all aspects of the lives of the patients and their families and blend the professional and non-professional services in valid areas to create therapeutic care. To provide respect for the personal philosophic, moral or religious belief systems which are important to the patients and their families and to meet those needs.

It is specifically set forth that the operation of this corporation is non-specific and non-political.

2. To solicit gifts and charitable bequests from all sources including but not limited to: governmental grants, if applicable, gifts, contributions, bequests, or devises; to sell and convert such property, either real or personal into cash, or to hold the same and to use the funds derived herein from whatever source for any of the purposes for which this corporation is formed.

3. To set forth the number of directors and officers and their powers, in order to perform those acts necessary for a corporation, as more particularly governed by the corporation's by-laws.

4. For the transaction of any and all lawful business of which the corporation may be incorporated under the Idaho

Non-Profit Corporation Act.

ARTICLE V
MEMBERSHIP

The authorized number and qualifications of members of this corporation, the different classes of membership, if any, and the property voting and other rights and coverages of the members shall be set forth in the by-laws; provided, however, that the members of this corporation shall have no liability for dues or assessments.

ARTICLE VI
REGISTERED AGENT

The location and address of the initial registered offices of the corporation is P. O. Box 1157, 552 North Capital Avenue, Idaho Falls, Idaho 83402, and the name of it's initial registered agent at such address is Thomas C. Whyte.

ARTICLE VII
INCORPORATORS

The name and address of each incorporator and initial member is:

Anne S. Voilleque
1425 East 16th St.
Idaho Falls, Idaho 83401

Elizabeth E. Madson
Route 7, Box 98
Idaho Falls, Idaho 83401

O. Daniel Smith, M.D.
1050 Memorial Drive
Idaho Falls, Idaho 83402

H. Grant Reed, M.D.
1080 Skyline Drive
Idaho Falls, Idaho 83402

Reverend Thomas Stutelberg
615 North Water
Idaho Falls, Idaho 83402

Margaret Ann Knecht
225 South Lloyd Circle
Idaho Falls, Idaho 83402

Daniel W. Knight
3445 Molen Street
Idaho Falls, Idaho 83401

Marc Phillipp-Huizenga
273 Seventh Street
Idaho Falls, Idaho 83401

Kent Burgess
840 East Elva Street
Idaho Falls, Idaho 83401

Thomas C. Whyte
194 East 25th Street
Idaho Falls, Idaho 83401

ARTICLE VIII
BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of no fewer than five (5) and no more than twenty-five (25) members. The number of directors constituting the initial Board of Directors shall be ten (10) and the names and addresses of the persons who are to serve as directors until the first election of directors, or until their successors are elected and shall qualify, are:

Anne S. Voilleque
1425 East 16th St.
Idaho Falls, Idaho 83401

Elizabeth E. Madson
Route 7, Box 98
Idaho Falls, Idaho 83401

O. Daniel Smith, M.D.
1050 Memorial Drive
Idaho Falls, Idaho 83402

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Thomas C. Whyte
194 East 25th Street
Idaho Falls, Idaho 83401

ARTICLE IX
LIMITATION ON ACTIVITIES AND EXPENDITURES

This corporation is not organized nor shall it be operated for pecuniary gain or profit and it does not contemplate the distribution of gains, profits, or dividends to it's members and is organized solely for non-profit purposes. All of the properties and assets of this corporation shall be and are irrevocably dedicated to the hereinabove charitable, scientific and educational purposes.

ARTICLE X
DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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 this corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational or scientific purposes, and which 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 current Internal Revenue Code applicable at that time, as the Board of Directors shall determine; provided however, and subject to the above limitations, if any of such assets have been acquired under a Federal Grant or a contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official or agency responsible under the law for the providing of such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of by the District Court 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 such Court shall determine, which are organized and operated exclusively for such purposes.


ARTICLE XI
BY-LAWS

Provision for the regulation of the internal affairs of this corporation, except as provided in these Articles, shall be determined and fixed by the By-Laws as adopted by the Board of Directors.

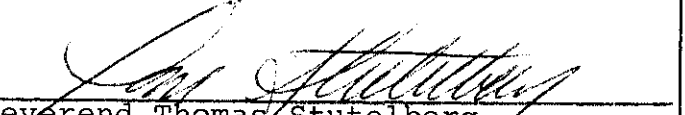
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18th day of October, 1982.


Anne S. Voilleque



Elizabeth E. Madson

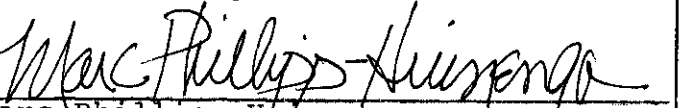

O. Daniel Smith, M.D.


H. Grant Reed, M.D.


Reverend Thomas Stutelberg


Margaret Ann Knecht


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Kent Burgess

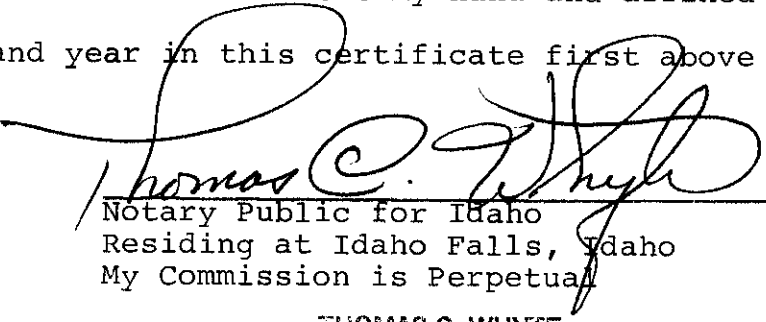

Thomas C. Whyte

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 18th day of October, 1982, before me the undersigned,
a Notary Public in and for the said State personally appeared,
Anne S. Voilleque, Elizabeth E. Madson, O. Daniel Smith, M.D.,
H. Grant Reed, M.D., Reverend Thomas Stutelberg, Margaret Ann Knecht,
Daniel W. Knight, Marc Phillipp Huizenga, and Kent Burgess, known
to me to 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)


Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission is Perpetual

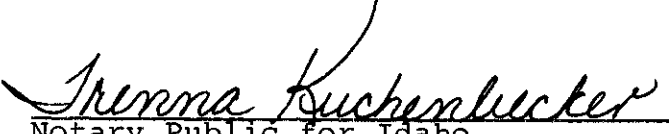
THOMAS C. WHYTE
Notary Public
Idaho Falls, Idaho
My Comm. Exps. 1-16-85

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 18th day of October, 1982, before me the undersigned,
a Notary Public in and for the said State personally appeared,
Thomas C. Whyte, known to me to be the person whose name is sub-
scribed to the within instrument and acknowledged to me that he
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)


Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission is Perpetual

TRENNA KUCHENBECKER
Notary Public
Idaho Falls, Idaho
My Commission is Perpetual