



CERTIFICATE OF INCORPORATION
OF

CARSON NURSING HOME, INC.

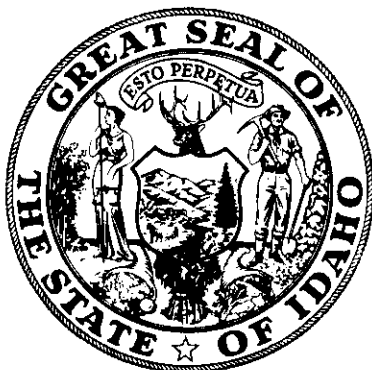
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

CARSON NURSING HOME, INC.

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 May 18, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF THE STATE
CARSON NURSING HOME, INC.

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, a resident of the United States of America, of legal age, do this day voluntarily for the purpose of forming a corporation under the laws of the State of Idaho, and pursuant thereto, certify as follows:

ARTICLE I

NAME

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

ARTICLE II

PURPOSE

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

(A) To conduct and carry on the business of a nursing home, contracting with governmental agencies in connection therewith and complying with governmental regulations, providing facilities for lodging and/or nursing care, and providing such medical services as deemed necessary.

(B) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property, to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises on or to real or personal property.

(C) To incur debts for any lawful purpose and to raise, borrow and secure the payment of money in any lawful manner, including, but not limited to bonds, debentures, and/or any other negotiable or nonnegotiable instrument, all of which may be secured or unsecured.

(D) To sue and be sued, appear and complain and defend in any court of law and equity or before any board, commission or tribunal.

(E) To employ persons and appoint such officers as the business of the corporation may require; and, in connection therewith, create, carry out, abolish, revise, amend, and/or alter pension plans, profit sharing plans, medical plans, insurance plans, and recreational plans and/or facilities at the corporation's expense and/or upon such other terms and conditions as may be determined by the Board of Directors.

(F) To acquire and carry on all or any part of the business or property of any corporation engaged in a business similar to that authorized to be conducted by this corporation, and to undertake in connection therewith, any liability of any person, firm, association or corporation described as aforesaid.

(G) To enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.

(H) To do all things necessary, essential, convenient or proper for the accomplishment of any and all of the aforementioned purposes or the attainment of any and all of the objects above mentioned or incident to the powers herein named, or which shall at any time appear to be conducive or expedient or beneficial to this corporation, and to such end to have any and all powers conferred upon corporations organized under the general laws of the State of Idaho.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as Route 2 Box 69, Rigby, Idaho, 83442. The name of the registered agent is ALVA C. CARSON, at that address.

ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

CAPITAL

The amount of the total authorized capital stock of this corporation is Fifty Thousand Dollars (\$50,000.00), which shall be evidenced by shares having a par value of One Hundred Dollars (\$100.00). This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

ARTICLE VI

NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

ARTICLE VII

AMENDMENT

The Director may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholder of all issued and outstanding shares. In the event of an amendment by the shareholder, said By-Laws so amended cannot thereafter be repealed or amended by the Director.

ARTICLE VIII

CAPITAL STOCK

The amount of capital stock actually subscribed by the person whose residence is hereinafter set forth appear opposite the name of said person as follows, to wit:

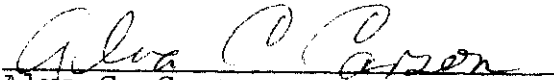
<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT OF STOCK SUBSCRIBED</u>
Alva C. Carson	Route 2 Box 69 Rigby, Idaho 83442	One (1) Share

ARTICLE IX

The initial Board of Directors shall be the following:

<u>NAME</u>	<u>ADDRESS</u>
Alva C. Carson	Route 2 Box 69 Rigby, Idaho 83442

IN WITNESS WHEREOF, I have hereunto set my hand and seal
in duplicate originals this 12 day of May, 1981.

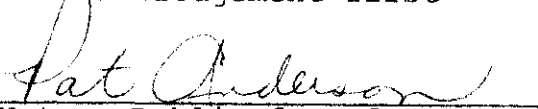

Alva C. Carson

State of Idaho)
 ss
County of Jefferson)

On this 12 day of May, 1981, before me, the undersigned, a Notary Public in and for said state, personally appeared Alva C. Carson, known to me to be the person whose name is subscribed to the foregoing, 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 acknowledgement first above written.

(seal)


Notary Public for Idaho
Residing at Rigby, Idaho
Non-expiring Commission