

FILED/EFFECTIVE

ARTICLES OF INCORPORATION OF

01 OCT 12 AM 10: 8 **COMPASSIONATE COMMUNITY CARE, INC.**

STATE OF IDAHO
The undersigned, acting as the incorporators of a nonprofit corporation,

Compassionate Community Care, Inc., organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, adopts the following Articles of Incorporation:

ARTICLE I.

Name. The name of the corporation is **Compassionate Community Care, Inc.**

ARTICLE II.

Purposes for the creation and operation of this corporation are:

Educational Organization: The primary purpose of the corporation is to develop an organization that will develop a curriculum and retain a faculty to provide formal instruction to professionals that work in and care for individuals receiving personal care services and in-home healthcare services while maintaining their independence and dignity by living in their own apartment, dwelling, or home as opposed to other forms of institutional care facilities like assisted living facilities and skilled nursing homes. The educational organization will not discriminate as to race, color, nationality, religion, or ethnic origin; however, the organization will participate in the practices and principles consistent with its Christian ministry. The educational organization may have a campus or training facility; however, the majority of the training will be brought to the students in the form of seminars, workshops, and continuing education classes at central locations across the state. The corporation shall provide this ongoing education to promote the highest possible level of professional healthcare and service to the infirm and elderly.

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Church: The Corporation is a lay ministry of dedicated men and women in service to God and their fellow man. The corporation is not aligned or affiliated with any other church or religious organization but will, in the spirit of Christian brotherhood, cooperate with all religious organizations to promote the organization's beliefs in the preservation of hope and dignity of all men and women as they reach their latter year and are in need of more and continued personal care and healthcare services.

Medical Research: The Corporation will promote the corporation's research into the problems and solutions associated with the proper care and treatment of these individuals and their related health care needs. The corporation will develop strategies to help reduce the utilization of Medicare and Medicaid assistance for the ever-increasing geriatric population in this country. Further, the corporation will work with municipal, state, and federal government agencies to develop systems that will meet both the needs of various governmental agencies while at the same time helping to reduce the overall costs of properly caring for America's indigent geriatrics. The sharing of this information and strategies with both private industry and not-for-profit geriatric providers will help reduce the cost of providing services for charity patient's health care needs. The corporation will have a formal medical and research-training program. The information and experience obtained through these programs will be used in the corporation's primary purpose of professional training and education to other health care providers and their respective institutions.

Other: Corporation has a further purpose, to promote any and all other activities which are consistent with the provision of health care services, and the maintenance of

America's indigent geriatrics as generally found in a Christian ministry, and consistent with the other lawful purposes of the Idaho Nonprofit Corporation Act.

The corporate purpose shall be within the meaning of, and limited by, United States Internal Revenue code Section 501 (c) (3) and amendments thereto. This corporation shall have the power to purchase, lease, hold, sell, develop, mortgage, convey or otherwise acquire or dispose of real or personal property necessary or incidental to the carrying on the work that the Corporation is formed to accomplish, including the right to accept donations of money, property, whether real or personal, or any other things of value. This corporation shall have the power to acquire by gift, or purchase, all property necessary for the purposes of this Corporation and for the proper conduct of its undertaking, to borrow money and to do any and all lawful things useful or necessary to carry out the aforesaid purposes. There shall be no pecuniary gain or profit and there shall be no capital stock.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of the United States.

ARTICLE III.

Duration. The period of duration of this Corporation is perpetual.

ARTICLE IV.

This corporation is NOT FOR PROFIT.

ARTICLE V.

Registered Office and Registered Agent. The physical address of the Corporation's initial registered office in the State of Idaho is 151 N. 3rd Ave, Suite 310 Pocatello, Idaho 83201 with the mailing address of P.O. Box 5681, Pocatello, Idaho 83202, County of Bannock, and State of Idaho. The name of the Corporation's initial registered agent at such address is Laura Lee McCarty.

ARTICLE VI.

No part of the net earnings or the assets of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 II hereof. No substantial part of the activities of the corporation shall be for 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 provisions of the Articles, the corporation shall not carry on any other activities not permitted to be carried-on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII.

The corporation shall not have any members.

ARTICLE VIII.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation. There shall be five (5) persons constituting the initial Board of Directors for said Corporation, whose names and addresses are as follows:

John B. McNabb
6377 North Rapid Creek Road
Inkom, Idaho 83245

Bill B. McNabb
8401 W. Buckskin Road
Pocatello, Idaho 83204

D. Warren Adamson
11779 N. Moonbeam Lane
Pocatello, Idaho 83202

Greg Romriell
114 South 17th
Pocatello Idaho 83201-3301

B. Roy Prescott
135 North 800 East
Jerome, Idaho 83338

The initial members of the Corporation's Board of Directors set forth under this Article have been selected by the under-signed incorporators and shall hold office until their successors are elected and duly qualified, procedure for which will be established in corporate by-laws for the Corporation.

ARTICLE IX.

Incorporators. The names and addresses of the individuals constituting the incorporators of the Corporation are as follows:

Crae Berrett
601 Brent
Pocatello, Idaho 83201

D. Warren Adamson
11779 N. Moonbeam Lane
Pocatello, Idaho 83202

Laura Lee McCarty
1202 Swisher Road
Pocatello, Idaho 83204

ARTICLE X.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

In furtherance of the adoption of these Articles of Incorporation, a meeting was held on October 11, 2001, at which all initial members of the Board of Directors of the Corporation as well as the Incorporators were in attendance, thus constituting a quorum

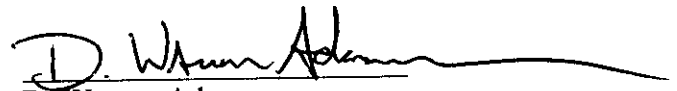
ARTICLES OF INCORPORATION
COMPASSIONATE COMMUNITY
CARE, INC.

of the Incorporators of the Corporation. The proposed Articles of Incorporation received the unanimous vote of the Incorporators at said meeting for approval of said Articles of Incorporation. The undersigned certify and verify that procedures for adoption of the Articles of Incorporation have been lawful and proper and in compliance with the requirements of the Idaho Nonprofit Corporation Act.

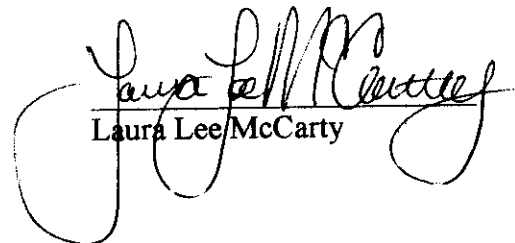
IN WITNESS WHEREOF, we have hereunto set out hands and seal this 11th
Day of October 2001.

INCORPORATORS

**COMPASSIONATE
COMMUNITY CARE, INC.**


D. Warren Adamson


Crae Berrett

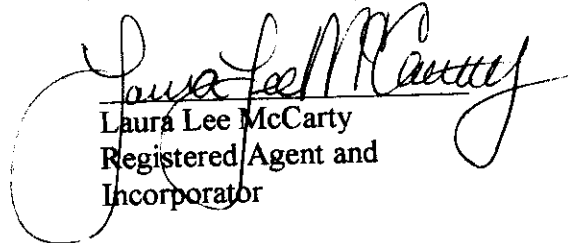

Laura Lee/McCarty

VERIFICATION

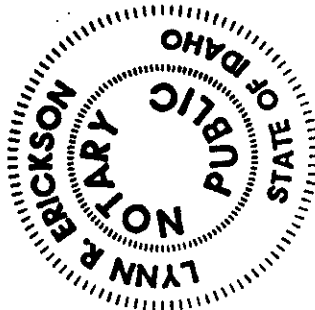
STATE OF IDAHO)
) ss
COUNTY OF BANNOCK)


The undersigned, pursuant to Idaho Code Section 30-3-17 and 30-3-27 hereby makes this verification in addition to the verification set forth above that the Corporation, **Compassionate Community Care, Inc.**, has adopted and approved these Articles of Incorporation pursuant to statutory authority and in compliance with the provisions of the Idaho Nonprofit Corporation Act.

DATED this 11th day of October 2001


Laura Lee McCarty
Registered Agent and
Incorporator

SUBSCRIBED AND SWORN to before me this 11th day of October 2001.




Notary Public
Residing at: Poratello, ID
My Commission Expires: 10/2/6

STATE OF IDAHO
COUNTY OF BANNOCK

)
) ss
)

I, Lynn Erickson, a notary public, do hereby certify that on this 11th day of October, 2001, personally appeared before me Laura Lee McCarty, who, being by me first duly sworn, declared that she is the Resident Agent and Incorporator of **COMPASSIONATE COMMUNITY CARE, INC.**, that she signed the foregoing document as Resident Agent and Incorporator of the Corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the date last above written.



Lynn R. Erickson

Notary Public

Residing at: *Pocatello, ID*

My Commission Expires: *10/2/6*