



CERTIFICATE OF AUTHORITY  
OF

EMERALD CARE CENTERS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of EMERALD CARE CENTERS, INC.

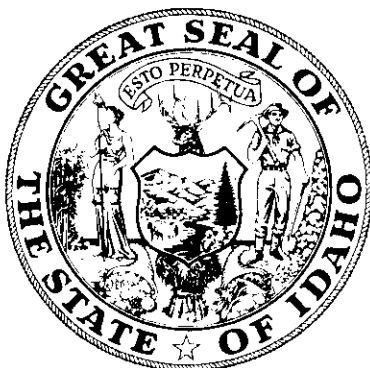
\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to EMERALD CARE CENTERS, INC.

to transact business in this State under the name EMERALD CARE CENTERS, INC.

\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated **March 1, 1983.**



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is EMERALD CARE CENTERS, INC.
2. \*The name which it shall use in Idaho is EMERALD CARE CENTERS, INC.
3. It is incorporated under the laws of Washington
4. The date of its incorporation is February 24, 1983 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 625 Okanogan, P.O. Box 2045, Wenatchee, WA 98801
6. The street address of its proposed registered office in Idaho is 808 North Curtis Road  
Boise, Idaho, and the name of its proposed registered agent in Idaho at that address is Gerald Cawdery
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To own, operate and manage convalescent and retirement facilities
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>GERALD CAWDERY</u>	<u>President &amp; Director</u>	<u>816 Beacon Road, Wenatchee, WA 98801</u>
<u>DANNY CAMPBELL</u>	<u>Vice President &amp; Director</u>	<u>525 C Street, Ste. 620 San Diego, CA 92101</u>
<u>CARL W. CAMPBELL</u>	<u>Secretary/Treasurer &amp; Director</u>	<u>625 Okanogan, Wenatchee, WA 98801</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
7,500	common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated February 28<sup>th</sup>, 19 83.

EMERALD CARE CENTERS, INC.

A Washington corporation

By

Gerald Cawdery  
GERALD CAWDERY

Its President

and

Carl W. Campbell  
CARL W. CAMPBELL

Its Secretary

STATE OF Washington )  
COUNTY OF Yakima ) ss:

I, Leslie A. Pearson, a notary public, do hereby certify that on this 28<sup>th</sup> day of February, 19 83, personally appeared before me GERALD CAWDERY, who being by me first duly sworn, declared that he is the President of EMERALD CARE CENTERS, INC.

CARL W. CAMPBELL who being by me first duly sworn declared that he is the Secretary of Emerald Care Centers, Inc. that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Leslie A. Pearson

Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

# MEMO



STATE OF WASHINGTON  
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION  
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,  
AS TO ITS PREPARATION BY THE OFFICE OF  
THE SECRETARY OF STATE, APPEARS ON THE  
BACK OF THE STATE PAGE.

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SECRETARY OF  
STATE

FILED

FEB 24 1983

SECRETARY OF STATE  
STATE OF WASHINGTON

ARTICLES OF INCORPORATION  
OF  
EMERALD CARE CENTERS, INC.

The undersigned natural person of legal age, acting as incorporator under the provisions of the Washington Business Corporation Act adopts the following Articles of Incorporation:

ARTICLE I  
Corporate Name

The name of the corporation is EMERALD CARE CENTERS, INC.

ARTICLE II  
Duration

The duration of the corporation shall be perpetual.

ARTICLE III  
Purposes

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

1. To own, operate and manage convalescent and retirement facilities and all other related activities.
2. To engage in any and all other businesses, in which a corporation formed under the laws of the State of Washington may lawfully engage.
3. To acquire by purchase, lease, or otherwise, real and personal property and appurtenances for any lawful purpose and to hold, use, deal with, improve, develop, operate, manage, trade in and otherwise handle real and personal property of all types and kinds.
4. To issue its own securities and to invest, trade in and otherwise deal with and in securities of all other kinds.
5. To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares as authorized by law.

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SECRETARY OF STATE

6. To do each and every thing necessary, convenient or advisable for the accomplishment of any of the purposes and objects of this corporation, and to exercise any and all of the powers mentioned in these Articles, as well as any powers now or hereafter expressly or impliedly conferred by the laws of the State of Washington.

ARTICLE IV  
Registered Office and Registered Agent

The location of the registered office of the corporation shall be: 811 Summitview Avenue, Suite 4, Yakima, WA 98902 and its registered agent shall be: ROBERT J. REYNOLDS.

ARTICLE V  
Authorized Capital Stock

The authorized capital of this corporation shall be \$50,000 consisting of 50,000 shares of common stock of the par value of \$1.00 per share.

ARTICLE VI  
Limitation on Commencement of Business

This corporation shall not commence business until consideration of the value of at least \$500.00 has been received for issuance of shares.

ARTICLE VII  
Directors

The number, qualifications, terms of office, manner of election, time and place of meeting and the powers and duties of the directors shall be prescribed by the By-Laws of this corporation. The names and post office addresses of the initial directors who shall manage the affairs of the corporation and serve as directors until the first annual meeting of the shareholders of the corporation and until the successor directors shall have been elected and qualified according to the provisions of the By-Laws are as follows:

DANNY CAMPBELL  
525 C Street, Suite 620  
San Diego, CA 92101

GERALD CAWDERY  
816 Beacon Road  
Wenatchee, WA 98801

CARL W. CAMPBELL  
625 Okanogan  
Wenatchee, WA 98801

ARTICLE VIII  
Conflicts of Interest

The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and shareholders, and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of any such adverse interest or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided, that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

ARTICLE IX  
Ratification

Any contract, transaction or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such purposes shall, insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the corporation.

ARTICLE X  
Indemnification of Directors and Officers

Each director or officer now or hereafter serving the corporation, and their respective heirs, executors and

administrators, shall be indemnified by the corporation against all expenses (including reasonable attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by, in connection with or resulting from any action, suit or proceeding, whether or not by or in the right of the corporation and whether civil or criminal, in which he is or may be made a party by reason of his being or having been such director or officer or by reason of any action alleged to have been taken or admitted by him as such director or officer, whether or not he is a director or officer at the time of incurring such expenses, judgments, fines and paying such amounts; provided, such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and (with respect to any criminal action or proceeding) he had no reasonable cause to believe his conduct was unlawful; provided further, (in the case of actions or suits by or in the right of the corporation to procure a judgment in its favor) such indemnity shall be made in respect of any claim, issue or matter as to which such director or officer shall have been adjudged liable for negligence or misconduct in the performance of his duty to the corporation only when and to the extent permitted by law; provided further, that in all cases it has been determined specifically by the corporation in the manner provided by law that indemnity is proper in that specific case.

#### ARTICLE XI By-Laws

The power to adopt, amend and repeal By-Laws for the corporation is expressly vested in the Board of Directors of the corporation, subject to the power of the shareholders of the corporation to amend or repeal any such By-Laws.

#### ARTICLE XII Amendments

These Articles of Incorporation may be amended or repealed in any manner now or hereafter prescribed or permitted by statute of the State of Washington. All rights of shareholders of the corporation are granted subject to this right to amend or repeal these Articles.

#### ARTICLE XIII Denial of Pre-Emptive Rights

No shareholder shall have any pre-emptive right to acquire any unissued stock of the corporation merely by reason of his being a shareholder.



ARTICLE XIV  
Incorporator

The name and post office address of the incorporator of this corporation is as follows:

ROBERT J. REYNOLDS  
811 Summitview Avenue, Suite 4  
Yakima, WA 98902

IN WITNESS WHEREOF, I have hereunto set my hand  
this 23rd day of February, 1983.

Robert J. Reynolds  
ROBERT J. REYNOLDS, Incorporator

STATE OF WASHINGTON    )  
                                  ) ss.  
COUNTY OF YAKIMA     )

ON THIS DAY personally appeared before me ROBERT J. REYNOLDS, to me known to be the individual described in and who executed the within and foregoing instrument and acknowledged that he signed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 23rd day of February, 1983.

Vicky L. Glor  
NOTARY PUBLIC in and for said  
state, residing at Cheney, WA



SECRETARY OF STATE

Olympia, Washington 98504

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, ROBERT J. REYNOLDS, hereby consent to serve as  
registered agent, in the state of Washington, for the following corporation:  
EMERALD CARE CENTERS, INC.

I understand that as agent for the corporation, it will be my responsibility to  
accept Service of Process in the name of the corporation; to forward all mail and  
license renewals to the appropriate officer(s) of the corporation; and to  
immediately notify the Office of the Secretary of State of my resignation or of  
any changes in the address of the registered office of the corporation for which  
I am agent.

February 23, 1983

(Date)

Robert J. Reynolds

(Signature)

ROBERT J. REYNOLDS

(Type or print name of agent)

811 Summitview Avenue, Ste. 4

(Street address of registered office)

Yakima, WA 98902

(City, state and zip code)