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CLERK OF STATE  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
UPPER COUNTRY ELDERCARE COALITION, INCORPORATED  
(A Nonprofit Corporation)**

Pursuant to the provisions of the Articles of Incorporation and Bylaws of Upper Country Eldercare Coalition, Incorporated, an Idaho Nonprofit Corporation, and pursuant to the Idaho Nonprofit Corporation Act, the qualified voting members of the corporation duly noticed, approved and adopted the following Amended and Restated Articles of Incorporation and all of the amendments therein contained, to wit:

**ARTICLE I**

**Name**

The name of this corporation shall be changed to "UPPER COUNTRY ELDERCARE COALITION, INC."

**ARTICLE II**

**Purpose**

The specific and primary purposes for which this corporation is formed shall be to meet the medical, health and wellness needs of the residents of Washington County, Idaho and Adams County, Idaho; including by providing an assisted living care facility for the elderly and handicapped, and/or other related facilities located within Washington County and Adams County. In so providing for such needs, the corporation may work in cooperation with any hospital districts, taxing districts, County or other counties in the State of Idaho, the City of Cambridge or other cities in the State of Idaho, and/or the State of Idaho, or any of its subdivisions, to accomplish its purpose.

**ARTICLE III**

**Powers**

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Idaho law and Section 501c3 of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from the federal income tax under Section 501c3 of the Internal Revenue Code.

**ARTICLE IV**

**Membership**

The corporation shall have members and membership shall be open to any person or entity interested in the purposes of the corporation, regardless of age, race, sex, religion, nationality, language, or disability, and to any group, organization or business firm. Each active member, as described in Section 4 of Article VI, shall be entitled to one (1) vote.

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## **ARTICLE V**

### **Management**

The affairs of the corporation shall be managed by a Board of Directors to be elected as provided in the Bylaws, but in no case shall the number of Directors be less than three (3) and no more than (7), and always an odd number. The Directors shall elect such officers and appoint such agents as the business of the Coalition shall require and allow them suitable compensation; they shall exercise the usual powers of corporate bodies. The initial Directors of the corporation were all of those persons whose names appear in the original Articles of Incorporation, filed with the Department of State, State of Idaho, September 1, 1994.

## **ARTICLE VI**

### **Insurance and Indemnification**

The Board may obtain insurance and/or agree to indemnify directors and officers for acts or omissions within the scope of their corporate authority, except for liability for receipt of a financial benefit to which he/she is not entitled, an intentional infliction of harm on the corporation, its members, or the public, an intentional violation of a prohibited transaction as specified by law or in these Articles of Incorporation or Bylaws, and an intentional violation of any criminal law.

## **ARTICLE VII**

### **Restriction**

A. No part of the net earnings 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. The directors shall appoint such agents as the business of the corporation shall require.

B. No part of the activities of the corporation shall be 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.

## **ARTICLE VIII**

### **Acceptance of Gifts**

The Board of Directors may accept on behalf of the corporation any gift, grant, bequest or devise for any authorized purpose of the corporation. The Board may acquire and hold personal and real property.

## ARTICLE IX

### Amendments

All provisions of these Articles of Incorporation shall be subject to amendment consistent with the provisions of Idaho state law and Section 501c3 of the Internal Revenue Code of 1986 as amended, by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting, providing that due notice of the amendment is given at least ten (10) days before the meeting at which it will be considered. No amendment shall be made which would disqualify the corporation for non-profit status pursuant to 501c3 et. seq. Internal Revenue Code of 1986, as amended, including all regulations and other provisions relating thereto.

## ARTICLE X

### Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501c3 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the State of Idaho in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as the court shall determine, which are organized and operated exclusively for charitable, educational, religious or scientific purposes.

## ARTICLE XI

### Registered Agent and Office

The registered agent and office of the corporation shall be 2272 Valley Road, Midvale, ID. 83645, and the registered agent shall be Maxine Fox at the address set out above. The registered agent and office on the corporation shall from time to time change, as designated by the board.

## ARTICLE XII

### Duration

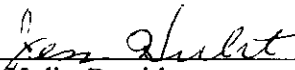
The duration of this corporation shall be perpetual.

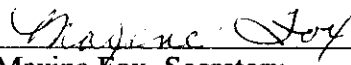
CERTIFICATION OF AMENDMENTS TO ARTICLES  
OF INCORPORATION OF  
UPPER COUNTRY ELDERCARE COALITION, INC.

The undersigned duly elected, qualified and acting president and secretary of Upper Country Eldercare Coalition, Inc., a nonprofit, non-stock Idaho corporation, hereby certify that, at a special meeting of the members of the Coalition duly noticed, and pursuant to Article XVIII of the Articles of Incorporation, at which a majority of the qualified voting members of the Coalition and a quorum was present in person, the attached Amended and Restated Articles of Incorporation, and all amendments therein contained, were duly adopted and approved by an affirmative vote of all such members in person. Said attached Amended and Restated Articles of Incorporation amend Articles I through XII of said Articles.

Dated this 8 day of July, 2002

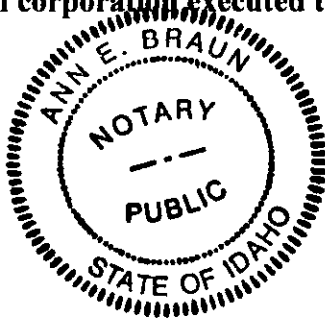
Signed:

  
\_\_\_\_\_  
Jess Hulit, President

  
\_\_\_\_\_  
Maxine Fox, Secretary

STATE OF IDAHO )  
 ) ss.  
County of Washington )

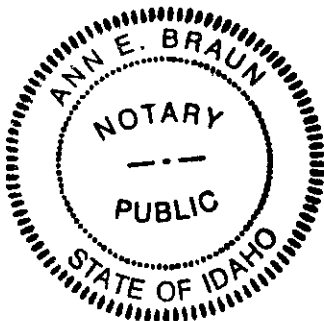
On this 8TH day of July, 2002, before me a notary public in and for said state, personally appeared JESS HULIT known or identified to me to be the President of the UPPER COUNTRY ELDER CARE COALITION, INC., the corporation that executed the within document or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.



Ann E Braun  
Notary Public for Idaho  
Residing in New Plymouth, ID  
My commission expires 7-8-05

STATE OF IDAHO )  
 ) ss.  
County of Washington )

On this 8TH day of July, 2002, before me a notary public in and for said state, personally appeared MAXINE FOX known or identified to me to be the Secretary of the UPPER COUNTRY ELDER CARE COALITION, INC., the corporation that executed the within document or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.



Ann E Braun  
Notary Public for Idaho  
Residing in New Plymouth, ID  
My commission expires 7-8-05