



CERTIFICATE OF INCORPORATION
OF

THE SUNNY RIDGE FOUNDATION, 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 _____

THE SUNNY RIDGE FOUNDATION, 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 14, 19 80.



SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION

OF

SECRETARY OF
STATE

THE SUNNY RIDGE FOUNDATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned do hereby associate themselves together for the purpose of forming a corporation under Title 30, Chapter 03, Idaho Code, and hereby certify:

I.

The name of this corporation shall be THE SUNNY RIDGE FOUNDATION, INC.. The corporation shall commence business with the filing of these Articles.

II.

The purposes for which this corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To provide for retired persons, on a non-profit basis, housing and related facilities and services specially designed to meet the physical, social, and psychological needs of the aged, and contribute to their health, security, happiness, and usefulness in longer living.

(b) To operate, maintain, and improve a retirement housing project and related facilities and services for persons of retirement age.

(c) To acquire by gift or purchase, hold, convey, assign, mortgage, or lease any property, real or personal, necessary or incidental to the management of related facilities and services for persons of retirement age.

(d) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure loans by mortgage, deed of trust, pledge, or other lien.

(e) To apply for, obtain, and contract with any Federal agency for a direct loan or loans or other financial aid in the form of mortgage insurance or otherwise for the provision of retirement housing and related facilities and services for retired families and persons.

(f) To engage in any kind of activity, and to enter into, perform, and carry out contracts of any kind, necessary or in connection with, or incidental to, the accomplishment of any one or more of the non-profit purposes of this corporation.

III.

The period of existence and duration of the life of this corporation shall be perpetual.

IV.

The location and post office address of the registered office of this corporation in the State of Idaho shall be 2609 Sunnybrook Drive, Nampa, Idaho 83651.

The resident agent of this corporation is Dorwin Smith, 2609 Sunnybrook Drive, Nampa, Idaho 83651.

V.

The names and post office addresses of each of the incorporators of this corporation, each of whom is a full age citizen of the United States and each of whom has subscribed for a membership certificate therein, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Dorwin Smith	2609 Sunnybrook Drive Nampa, Idaho 83651
Walter E. Wilhite	1100 N. Meridian #30 Newberg, Oregon 97132
Cecil Binford	Greenleaf, Idaho 83626

*Witness Dorwin Smith
J. E. Smith*

VI.

The affairs of this corporation shall be managed by a board of directors, consisting of not less than five directors,

elected by the members of the corporation, in the manner provided by the By-Laws. The qualifications of the directors, together with their terms of office, manner of election, removal, change of number, filling of vacancies and of newly created directorships, powers, duties, and liabilities shall, except as otherwise provided in these Articles or by the laws of the State of Idaho, be as prescribed by the By-Laws.

The directors shall elect the regular officers of the corporation in the manner provided in the By-Laws. The directors and officers shall serve without compensation.

VII.

Provisions for membership in the corporation shall be governed by the By-Laws. The members shall be subject to such dues and assessments as may be provided by the By-Laws.

VIII.

By-Laws of the corporation shall be adopted by the directors and may be amended only as provided therein, provided that such By-Laws and amendments thereto shall not conflict with the provisions of these Articles of Incorporation or of the Regulatory Agreement.

IX.

The Articles of Incorporation, except Articles VIII and XI hereof, may be amended by a vote of two thirds (2/3) of the directors of the corporation at any annual meeting, or at a special meeting called for that purpose.

X.

The rights and interests of all members shall be equal and no member can have or acquire a greater interest thereon than any other member. The corporation shall not issue any capital stock.

XI.

No part of the net earnings of this corporation shall be distributed to, or inure to the benefit of, any member, director,

or officer of this corporation, contributor or private individual. In the event of dissolution, winding up, or other liquidation of the assets of this corporation, its assets shall be distributed to non-profit and charitable corporations or institutions as may be designated by the directors to be used for purposes similar to those of this corporation.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho as aforementioned, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 10TH day of OCTOBER, 1980.


Dorwin Smith


Walter E. Wilhite


Cecil Binford

STATE OF IDAHO)
 : ss.
County of ADA)

On this 10TH day of OCTOBER, 1980, before me,
the undersigned, a Notary Public in and for said State, personally
appeared DORWIN SMITH, known to me to be the person whose name
is subscribed 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.

John W. Ham
Notary Public for Idaho
Residing at Boni, Idaho

STATE OF IDAHO)
 : ss.
County of ADA)

On this 10TH day of OCTOBER, 1980, before me,
the undersigned, a Notary Public in and for said State, personally
appeared WALTER E. WILHITE, known to me to be the person whose name
is subscribed 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.

John W. Ham
Notary Public for Idaho
Residing at Boni, Idaho

STATE OF IDAHO)
 : ss.
County of ADA)

On this 10TH day of OCTOBER, 1980, before me,
the undersigned, a Notary Public in and for said State, personally
appeared CECIL BINFORD, known to me to be the person whose name
is subscribed to the within instrument, and acknowledged to me
that he executed the same.

INWITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate
first above written.

John W. Ham
Notary Public for Idaho
Residing at Boni, Idaho