

FILED

ARTICLES OF INCORPORATION

OF

ODD FELLOWS AND REBEKAH HOME OF IDAHO, INC.

We, the undersigned, desiring to form a non-profit corporation under the statutes of the State of Idaho, do hereby make, subscribe and acknowledge as follows:

ARTICLE ONE

NAME

The name of the corporation is ODD FELLOWS AND REBEKAH HOME OF IDAHO, INC.

ARTICLE TWO

PURPOSE

The corporation is organized for the purpose of providing assisted living to the elderly and the disabled on a non-profit basis.

ARTICLE THREE

NON-PROFIT PURPOSE

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any 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. The corporation is formed exclusively for purposes which are not

for profit, and not for pecuniary benefit or financial gain. No part of the corporate assets, net income or profits shall be distributable to, or inure to the benefit of its officers, directors or members, except to the extent permitted for a non-profit corporation under the nonprofit corporation laws of the State of Idaho and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR

DURATION

The period of the duration of this corporation is perpetual.

ARTICLE FIVE

PROHIBITED ACTIVITIES

No substantial 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 or in opposition to any candidate for public office.

ARTICLE SIX

MEMBERS

There shall be no members. THE GRAND LODGE OF THE INDEPENDENT ORDER OF ODD FELLOWS OF THE STATE OF IDAHO, and THE REBEKAH ASSEMBLY, INDEPENDENT ORDER OF ODD FELLOWS OF IDAHO, INC. shall share equally the authority to elect the directors of the corporation.

ARTICLE SEVEN

REGISTERED OFFICE

AND AGENT

The address of the corporation's registered office is 720 North 16th Avenue, Caldwell, Idaho 83605. The initial registered agent at such address is Carolyn J. Hancock.

ARTICLE EIGHT

DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is six. The names and addresses of the persons who are to serve as the initial directors are:

Lester Wallace	Post Office Box 14 Middleton, Idaho 83644
Glenn Osborn	Post Office Box 256 Wilder, Idaho 83676
Marvin Thomas	Post Office Box 835 Ashton, Idaho 83420
Carolyn J. Hancock	204 South 14th Ave Caldwell, Idaho 83605
Naomi Ralls	809 South D Street Rupert, Idaho 83350
Lillian Martin	1115 Highland # 90 Clarkston, Washington 99403

ARTICLE NINE

DISTRIBUTION ON DISSOLUTION OR LIQUIDATION

The assets of this corporation are irrevocably and permanently dedicated to charitable purposes. Upon the dissolution of the corporation, its assets shall be distributed only for exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code or to a non-profit fund, foundation or corporation, which has established its tax-exempt status under Section 501(c) of the

Internal Revenue Code.

ARTICLE TEN

AMENDMENTS

These Articles of Incorporation may be amended from time to time in any manner lawful under the Non-profit Corporation Act of the State of Idaho.

ARTICLE ELEVEN

INCORPORATORS

The name and street address of each incorporator is:

Lester Wallace	Post Office Box 14 Middleton, Idaho 83644
Carolyn J. Hancock	204 South 14th Ave Caldwell, Idaho 83605
Glenn Osborn	Post Office Box 256 Wilder, Idaho 83676

IN WITNESS WHEREOF, We have hereunto set our hands this
15th day of May, 1998.

Lester A. Wallace
Lester Wallace

Lester Wallace

Carolyn J. Hancock
Carolyn J. Hancock

Carolyn J. Hancock

Glenn Osborn
Glenn Osborn

Glenn Osborn

STATE OF IDAHO)
County of Canyon) :ss

On this 11th day of May, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared LESTER WALLACE, known or identified 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.

Notary Public for Idaho
Residing at Caldwell
My Commission Expires: 4/1/00

(Seal)

STATE OF IDAHO)
:ss
County of Canyon)

On this 11th day of May, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared CAROLYN HANCOCK, known or identified to me, to be the person whose name is subscribed to the within instrument and acknowledged to me that she 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.



Notary Public for Idaho
Residing at Caldwell
My Commission Expires: 4/1/00

(Seal)

STATE OF IDAHO)
:ss
County of Canyon)

On this 11th day of May, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared GLENN OSBORN, known or identified 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.



Notary Public for Idaho
Residing at Caldwell
My Commission Expires: 4/1/00

(Seal)