

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

#### RESTFUL MANOR, INC.

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **31st** day of **December** **1953**, a properly authenticated copy of its articles of incorporation, and on the **31st** day of **December** **1953**, a designation of **David Doane** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **31st** day of **December**, A.D. **1953**.

Secretary of State.

United States of America

State of Washington

DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I,

Victor A. Meyers

Secretary of State of the

State of Washington, and custodian of the Seal of said State, do hereby

certify that the corporate records of this office show RESTFUL MANOR, INC.,

a Washington corporation, was incorporated on March 20, 1959, and is an

existing corporation in good standing with all annual license fees paid to

July 1, 1964; and I further certify that RESTFUL MANOR, INC. is duly

authorized to transact business in the State of Washington as of the date

of this Certificate.

In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the State of  
Washington. Done at the Capitol, at Olympia,  
this 24th day of December A.D. 1963

Victor A. Meyers  
Secretary of State

By Jean C. Dunker  
Assistant Secretary of State  
(Mrs.) Jean C. Dunker,

United States of America

State of Washington

DEPARTMENT



OF STATE

*To all to whom these presents shall come*

*I,*

**Victor A. Meyers**

*Secretary of State of the*

*State of Washington, and custodian of the Seal of said State, do hereby*

*certify* that the annexed is a true and correct copy of the Articles of Incorporation of RESTFUL MANOR, INC., as received and filed in this office on March 20, 1959; and I further certify that RESTFUL MANOR, INC. is in good standing with all annual license fees paid to July 1, 1964.

*In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the State of  
Washington. Done at the Capitol, at Olympia,  
this 24th day of December A.D. 1963*

*Victor A. Meyers*

Secretary of State

By *Jean C. Dunker*

Assistant Secretary of State

(Mrs.) Jean C. Dunker,

Shurred  
B.C.



AND FIXED

That the purpose of this corporation shall be and continue as perpetual unless or otherwise terminated.

ARTICLE II.

That the duration of this corporation shall be and continue as perpetual unless or otherwise terminated.

ARTICLE III.

That the amount of paid in capital with which this corporation shall begin business is the sum of Five Hundred and no/100 Dollars, (\$500.00).

ARTICLE IV.

That the purposes and objects for which this corporation is formed are the following:

1. In furtherance of and not in limitation of the general powers conferred by the Laws of the State of Washington and of the objects and purposes herein stated, it is expressly stated that the corporation shall also have the following powers:

- (a) To own land, construct buildings thereon, and to operate the same under lease, or for and on behalf of the corporation, or for investment, or for sale. To purchase real estate and to construct, operate and manage a rest home for aged and infirm people.
- (b) To conduct the business of dealers, distributors, services in and of and as general merchandise brokers, wholesale and retail, dealing in, including but not limited to the manufacturing, processing, assembling, sale and distribution in quantities in wholesale and retail, both in package and in bulk, of general merchandise, and as importers and exporters thereof, such as petroleum products, motor vehicles, parts, accessories, also and last to contracts, land - improved and unimproved, food products, beverages, alcoholic beverages, alcohol, liquors, beer, wine, and allied products and equipment, in whole or in part; to act as dealer, manufacturers, processors, agents, representatives, and distributors, importers and exporters, or surplus commodities, in package and bulk, including supplies and equipment, and of toys and amusement contrivances.

(c) To act as manufacturers, agents, representatives, and distributors of general merchandise of all types and descriptions, including supplies and equipment, in whole or in part, as well as buying, selling, or renting, as owner, agent, factors, distributors, of all types of vending machinery, equipment, or manufacturing machinery, tools, parts, equipment, goods, wares and merchandise appurtenant thereto.

(d) In connection with and in furtherance of the objects and purposes hereinbefore set out, to act as agents, representatives and brokers, of individuals, partnerships, associations or corporations, and as such to develop and extend their business in all kinds of transactions within the objects and conducive to the welfare and business of the corporation; and, to purchase, lease, or otherwise acquire, hold, sell, transfer use, exercise and enjoy in its own name or in the name of any person, firm, association, or corporation, all or any of the property, franchises, goodwill, rights, powers and privileges, held or enjoyed by any person, firm, association, or corporation, and to undertake the liabilities of any such firm, or corporation, person, or association, in connection therewith.

(e) To purchase, own, lease, rent, or take in exchange or otherwise acquire, lands, or interests therein, together with any buildings or structure that may be on the said lands, or any of them, and to sell, lease, own, rent, acquire, hold, use, or otherwise dispose of in whole or in part any of the lands or any of the buildings or structures that are now on, or that may hereafter be erected or created thereon, and to take such security therefor as may be deemed necessary or desirable to the interest of the corporation.

2. In furtherance of and not in limitation of the general powers conferred by the State of Washington Laws and of the objects and purposes hereinbefore stated, it is expressly provided that the corporation shall also have the following powers:

(a) To contract in the name of and for the corporation for the services of the corporation, its agents, servants and employees, to accomplish the objects and purposes of the corporation and to extend and develop the business and welfare of the corporation.

(b) To borrow or raise money for the business of the corporation and any and all of the purposes and objects of the corporation upon such terms as the Board of Directors may determine and the law permit.

(c) To conduct business outside the State of Washington, as well as in the State of Washington, and in other states, District of Columbia, territories and colonies of the United States of America, and in foreign countries; and to have one or more offices out of the state as well as in the state, and to hold, purchase, own, use, mortgage, sell, transfer, assign, and convey, real personal and mixed property outside of the State of Washington as well as within the said State of Washington.

3. In aid of the foregoing, and in connection with the same and in furtherance of the objects and purposes of the corporation, or in the use, management, improvement, or disposition of its property, and in addition to all other powers enumerated herein, hereinbefore, or hereinafter, and in addition to all other powers conferred by law, the corporation shall have the power to:

(k) To enter contracts for any purpose without limit to time, or as to amount, and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose with any firm, person, association, company or corporation.

(l) To make advances upon consignment of merchandise and commodities and equipment, and to hypothecate such merchandise and commodities and equipment as security and to conduct any and all of the commercial and financial transactions pertinent to any of the objects and purposes and business of the corporation herein provided for.

(m) To advertise and adopt any means whatsoever which the Board of Directors may deem appropriate for making known the name, business, services, merchandise, or products of the corporation, and to enhance the reputation and further the interests of the corporation in any lawful manner.

(n) To own, acquire, purchase, rent, lease, or operate, direct, manage, or factor, or otherwise, any plant, factory, store, laboratory, or other necessary and proper appurtenant facilities or equipment for experimental purposes, or for sale, or storage, or warehousing, or production, or processing, or any and all kinds of general merchandise, such as food products, beverages, alcoholic beverages, alcohol, liquors, beer, wine, and allied products and equipment, as well as toys and amusement contrivances, in whole or in part; and all types and kinds of machinery, tools, equipment, materials, appliances, parts, in whole or in part, wholesale and retail, bulk and in package, used or sold or distributed or in anywise connected with the business or in the furtherance of the welfare and in accomplishing the objects and purposes of the corporation insofar as the same may be permitted by law.

(o) To purchase, sell, hold, cancel, re-issue, sell and transfer its own shares, bonds or other evidences of indebtedness, insofar as the same may be permitted by law.

(p) To pay the expenses, preliminary and incidental to the formation, establishment, registration and operation of this corporation.

#### ARTICLE V.

That the location and post office address of the registered office of this corporation shall be at 326 West Meeker Street, Kent, Washington, or such other location or locations to which the office may be moved. At any time the office is moved within the State of Washington, registered mail of notification shall be given to the Secretary of State, Olympia, Washington.

#### ARTICLE VI.

The authorized capital of this corporation shall be Fifty Thousand and no/100 Dollars (\$50,000.00), consisting of 5000 shares of common stock of the par value of Ten and no/100 Dollars (\$10.00) per share. Owners of the common stock of this corporation shall have the sole voting rights, and the owner of each share of common stock shall have one (1) vote for each share owned. The shares may be issued by the corporation from time to time in consideration for labor, service, money or property, as may be fixed by the Board of Directors.

# ARTICLE VII.

The directors of this corporation shall be not less than three (3) nor more than five (5), and the names of the first directors who shall manage the affairs of this corporation until April 1, 1960, or until their successors shall have been duly elected and qualified, are as follows:

Arthur Donald Watkins, 15450 53rd Ave. S., Seattle, Wash.

Jerome B. Jacobs, 13215 Marine View Drive S.W., Seattle, Wash.

Robert E. Hatchliffe, 326 West Becker St., Kent, Wash.

# ARTICLE VIII.

The name and post office address of each of the incorporators and the number of shares subscribed by each are as follows:

|                                                                |                  |
|----------------------------------------------------------------|------------------|
| Arthur Donald Watkins, 15450 53rd Ave. S., Seattle, Wash.      | <u>100</u><br>24 |
| Jerome B. Jacobs, 13215 Marine View Drive S.W., Seattle, Wash. | 24               |
| Robert E. Hatchliffe, 326 West Becker St., Kent, Wash.         | 2                |

# ARTICLE IX.

The authority to make By-Laws for this corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the shareholders to change or amend them.

WITNESSED AND AT, we, the said incorporators, have hereunto set our hands and seals this 1st day of March, 1959.

*Arthur Donald Watkins*  
Arthur Donald Watkins  
*Jerome B. Jacobs*  
Jerome B. Jacobs  
*Robert E. Hatchliffe*  
Robert E. Hatchliffe

STATE OF WASHINGTON )  
COUNTY OF KING )

I, \_\_\_\_\_, a duly sworn and qualified officer of the State of Washington, do hereby certify that the foregoing is a true and correct copy of the original of the above entitled document, as the same appears from the records of the Secretary of State of the State of Washington.

*Charles E. ...*  
Charles E. ...  
Secretary of State

NOTICE OF CHANGE OF ADDRESS OF  
REGISTERED OFFICE

\* Filing Fee \$6.00

At a meeting of the Board of Directors of the  
RESTFUL MANOR, INC., held  
(Name of Corporation)

On August 31, 19 61,

at which all members were present, it was duly  
resolved to change the address of the registered  
office of this corporation to 3610 Empire Way South,  
Seattle, Washington

Alfred Donald Walton  
President

Alfred Walton  
Secretary

Subscribed and sworn to before me this 31st day of  
August 1961.

(SEAL)

Notary Public, in and for the  
State of Washington residing  
at 1012 R. ...

January 2, 1964

Honorable Arnold Williams  
Secretary of State  
State of Idaho  
Boise, Idaho

Dear Mr. Williams:

This letter will serve to inform you that Restful Manor Convalescent Home, Inc., a Washington corporation duly authorized to transact and conduct business within the State of Idaho, by these presents does give its consent to the use of the name Restful Manor, Inc., in Idaho, by Restful Manor, Inc., a Washington corporation.

This authorization is given in order to qualify Restful Manor, Inc., a Washington corporation, to transact and conduct business within the State of Idaho as a foreign corporation.

Yours very truly,

RESTFUL MANOR CONVALESCENT HOME, INC.

*Florence R. Watkins*

By: Florence R. Watkins  
Vice President