

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 MANCE, 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

1963 , a properly authenticated copy of its articles of incorporation, and on the

day of December 1963, a designation of David Donne

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 ,

in

A.D. 153

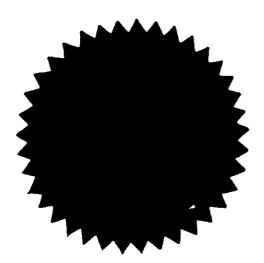
Secretary of State.

United States of America State of Machineton



TO ALL TO WHOM THESE PRESENTS SHALL COME Victor A. Meyers

Secretary of State of the State of Washington, and custodian of the Seal of said State, do hereby 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 Tessimony Whereof, I have hereunto set my hand and affixed horeso she Seal of the State of Washington. Done at the Capitol, at Olympia, day of December A.D. 1963 (Mrs.) Jean C. Dunker,

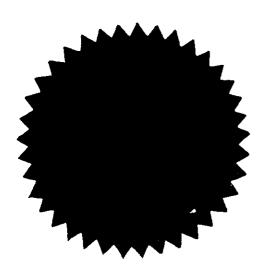
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TO ALL TO WHOM THESE PRESENTS SHALL COME

Sictor A. Mevers

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 124th day of December AD, 1963

Secretary of State

By Assistant Secretary of State

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Actions I. .

Into the durition of this corporation shall be and continue as perpetual suffice of environ terminated.

AUTICLE III.

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

ACTICLE 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, helbding but not limited to the manufacturing, processing, assembling, as he and distribution is countribe in wholesale and retail, both in particle and as back, of general serelandise, and as importers and exporters thereof, such as petroleum products, motor vanicles, parts, accessories, also real est to contracts, land improved and unimproved, food products, beverages, alcoholic beverages, alcohol, liquors, been, wine, and allied products and equipment, in those or in part; to act as dealer, manufacturers, processors, agents, representatives, and distributors, importers and exporters, or amplies corredities, in package and bulk, including supplies and equipment, and of toys and accurate 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.
- (i) In connection with and in furtherance of the objects and purposes hereinbefore set out, to act as agents, representatives and brokers, of individuals, partner i irs, associations or corporations, and as such to develop and extend it business in all kinds of transactions within the objects and conductive to the welfare and business of the corporation; and, to purchase, leads, or otherwise acquire, hold, sell, transfer use, exercise and end y in its own name or in the name of any person, firm, association, or corporation, all or any of the property, franchises, goodwill, rights, for as I privileges, held or enjoyed by any person, firm, association, or expertion, and to undertake the liabilities of any such firm, or corporation, person, or association, in connection therewith.
- (c) To purchase, own, lease, rent, or take in exchange or interwise 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, rant, acquire, held, 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 as expressly provided that the corporation shall also have the following powers:
 - (c). To contact in the name of and for the corporation for the services of the corporation, its agents, servents and employees, to accomplish the objects and purposes of the exporation 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 Wachington, as well as in the State of Wachington, and in other states, District of C lumbia, 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 tell as in the state, and to held, 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.
- 2. In sid 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 disjosition of its property, and in addition to all other powers enumerated herein, hereinbefore, or hereinafter, and in addition to all other severs conferred by law, the corporation shall have the power to:

- (1) The contracts for any purpose without limit to the, or as to mount, and to enter into, who, perform, and marry out contracts of every hind for any lauful purpose with any firm, person, association, company or corporation.
- (b) To make advances upon consignment of merchandise and consodition and equipment, and to hypothecate much merchandise and consodition and equipment as security and to conduct any and all of the commencian and financial transactors pertinent to any of the objects and purposes and business of the proposition berein provided for.
- (c) To advertise and idopt may means whatsoever which the Bourd of Directors may deem appropriate for making known the name, business, services, merchandist, or products of the corporation, and to making the reputation is my lawful remover.
- (d) To own, acquire, purchase, rent, lease, or operate, direct, manage, or factor, or otherwise, any plant, factory, store, laborabry, 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 assumement contrivances, in whole or in part; and all types and kinds of suchinery, 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 velfare and in accomplishing the objects and purposes of the corporation insofar as the same may be permitted by law.
- (e) 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.
- (f) To pay the expenses, preliminary and incidental to the ferentian, establishment, registration and operation of this corporation.

ARTICLE V.

That the location and port office address of the registered office of this corporation shall be at 326 West Keeker 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. Common of the common stock of this corporation shall have the sole voting rights, and the owner of each share of corporation 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, manney or property, as any be fixed by the Dorrd of Directors.

ARTHUR VII.

the directors of this corporation shall be not less than three(i) but care term five (5), and the names of the first directors who shall manage the affect of to a conjection until April 1, 1960, or until their bucker cars spail have been duly elected and sublified, thre as follows:

> Author Bonald Watti a, 15450 53rd Ave. G. Scattle, Wash. Jecome B. Jaroba, 1, a.5 Darine View Drive S. J. Best vie, and . mebert S. Ray Lifte, 326 West Meeker St. Kant, Wash.

> > LI BE VIII.

The maps and just of the address of each of the incorporators and the number come subscribed by e charge as follows:

Arthur Dem 1d Lathins, 15450 53rf Are. S., Seattle, mash.	- <u>24</u>
Jerote B. Jacobs, 10115 Larine View Drive S.W., Seattle, Wash.	24
Welert D. Matgliffe, 326 West Emeker St., Eent, Wash.	2

ARTICLE IX.

The sufficient to make By-Lews for this corporation is beruby expressly vested in the board of Di actors of this corporation, subject to the power of the sharebeliers to clange or spend them.

INVITADES WHETE, we, the said incorporators, mave bereunto set our made and soils ride 10 day is 110. 1, 1959.

they presented by a person or form on farther Domin nothers, former of to him deprendicting the common server we arrow which and some and some of the server consided the vitain establish that they at

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NOTICE OF CHARCE OF ADDRESS OF REGISTERED OFFICE

Filing Fee \$6.00

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At a meeting of t	he Board of Directors of the
RESTFUL MANOR, I	NC., held
(Name o	f Corporation)
On Augu	19 61,
at which all memb	ers were present, it was duly
resolved to change	e the address of the registered
office of this co	rporation to 3610 Empire Way South,
Seattle, Wa	shington
	Collis Donald Watter
	Affred Waller
Subseribed and au	21.t
August.	orn to before me this 3/4 day of
(SEAL)	Notary Public, in and for the State of Washington residing

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.

By: Florence R. Watkins

Somme 2 interior

Vice President