

**FILED/EFFECTIVE**

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STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
QUALICARE, INC.**

1. Name. The name of the corporation is Qualicare, Inc.
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be one hundred (100), all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is 2570 Channing Way, Idaho Falls, Idaho 83404, and its registered agent at that address is Bart O. Larsen.
4. Purpose. The purpose for which the corporation is organized is to provide home health care services and all other purposes allowed by the laws of the State of Idaho.
5. Incorporator. The name of the incorporator is Bart O. Larsen, and the incorporator's address is 2570 Channing Way, Idaho Falls, Idaho 83404.
6. Preemptive Rights. The corporation elects to have preemptive rights.
7. No Directors. The corporation shall have no directors. The power to conduct and manage the corporate affairs conferred or imposed upon directors by the Idaho Business Corporation Business Act, Idaho Code §§30-1-101 *et seq.*, are hereby conferred or imposed upon the shareholders.
8. Indemnification. The corporation shall indemnify the shareholders and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

In witness whereof, I have subscribed these Articles of Incorporation this 17<sup>th</sup> day of February, 2000.

  
Bart O. Larsen, Incorporator

CLERK SECRETARY OF STATE

3444\Article-Inc

02/22/2000 09:00  
CK: 24397 CT: 1490 BH: 292027

1 @ 100.00 = 100.00 CORP # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

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