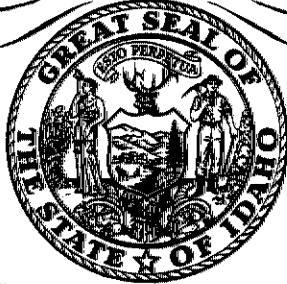


State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

BISHOP RHEA CENTER, INC.

was filed in the office of the Secretary of State on the **Twenty-fifth** day of **November**, A. D. One Thousand Nine Hundred **Sixty-four** and ~~will be~~ is duly recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence**

from the date hereof, with its registered office in this State located at

Boise

in the County of

Ada

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **25th** day of **November**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION OF
BISHOP RHEA CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a citizen and resident of the State of Idaho, of lawful age, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the provisions of Title 29, Chapter 10 of Idaho Code Annotated:

AND WE DO HEREBY CERTIFY:

ARTICLE I.

The name of this corporation is "BISHOP RHEA CENTER, INC."

ARTICLE II.

This corporation is formed for the purposes and shall have the powers;

(1) To own by gift, purchase, lease agreement, exchange or otherwise acquired and to dispose of, personal and real property necessary, incidental, auxiliary or convenient to the business of this corporation and its purposes and objects.

(2) To provide a meeting place for elderly persons and others and to provide for a reading room and library, and a place place for social gatherings, recreation and entertainment.

(3) To provide for a place where hobbies may be engaged in and where study may be carried on.

(4) To provide for a meeting place where other organizations may meet and transact their business, and for functions of public and private nature.

(5) To provide for a meeting place for the Council on Aging and similar organizations, and to provide for facilities for their use and benefit, and to provide for private and public exhibits.

(6) To provide for an information center and service to elderly persons and roster of meetings and organizations for public use.

(7) To provide for a parking area for care of persons attending meetings and otherwise.

(8) To provide for space for persons desiring to garden.

(9) To do any and all acts necessary to carry out the purposes for which this corporation is formed.

ARTICLE III

The principal office and place of business of this corporation is 120 Idaho Street, Boise, Ada County, Idaho. It may establish offices elsewhere as may be directed by its Board of Directors.

ARTICLE IV.

The duration of this corporation shall be unlimited and perpetual.

ARTICLE V.

The number of directors of this corporation shall be not less than five nor more than fifteen, as may be fixed by the By-Laws; qualifications of Directors, their remuneration, terms of office, manner of election, time, place, and manner of calling meetings, and their powers and duties, may be prescribed by the By-Laws.

ARTICLE VI.

This corporation is not organized for pecuniary profit, and shall not issue capital stock; the corporation shall issue a membership certificate to each of its members, which certificate cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation, except by resolution by the Board of Directors and under such regulations as the By-Laws may prescribe.

ARTICLE VII.

All members of the corporation shall be equal, and no member can have or acquire a greater interest therein than any other member.

ARTICLE VIII.

The Directors shall have power, by a majority vote, to repeal and amend the By-Laws and adopt new By-Laws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands
and seals, and places of residence this 3rd day of November, 1964.

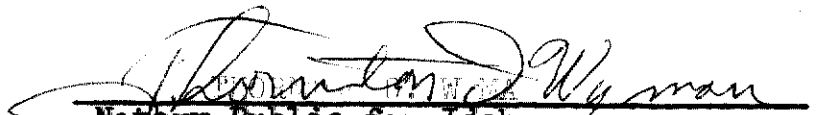
<u>NAME</u>	<u>RESIDENCE</u>
Mrs. Jamie Thomson	(SEAL) 2207 No. 17th, Boise
Mrs. Alice J. Brennan	(SEAL) 4020 Glenoak Place
William C. Johnson	(SEAL) 107 E. Fort St.
Richard R. Sand	(SEAL) 3011 Esquire Dr. Boise
Mrs. Merlin S. Young	(SEAL) 1037 Warm Springs
Frances M. Godwin	(SEAL) 902 No. 30th St.
Mrs. Doris A. Kelly	(SEAL) 1412 Columbus
May W. Fodres	(SEAL) 1500 Washington
Mrs. R. L. Hudson, Jr.	(SEAL) 3504 Hillcrest Drive
Frank Cammack	(SEAL) 2416 Eldora Dr
Frederic J. Cochran	(SEAL) 3007 Ridge way
Nicholas E. Ebb (Sr) (Rev.)	(SEAL) 1524 LONGHORN
Thomson D. W. W. W.	(SEAL) 2401 Regan
John H. W. W. W.	(SEAL) 807 N 7th Boise
	(SEAL)

STATE OF IDAHO }
County of Ada } ss.

On this 3rd day of November, 1964, before me Thornton D. Wyman, a Notary Public in and for said State, personally appeared Mrs. Jamie Thomson, William C. Johnson, and May W. Fodrea, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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.

(Seal)


Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 9-12-67