



CERTIFICATE OF INCORPORATION  
OF

KENCO MEDICAL CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

KENCO MEDICAL CORPORATION

,  
duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received  
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated December 28, 19 79.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION  
SECRETARY OF STATE  
of  
IDaho  
DEC 28 3 54 PM '79

KENCO MEDICAL CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, citizen of the United States with residence as set forth opposite my name, being desirous of forming a corporation pursuant to and in conformity with the laws of the State of Idaho, do hereby make, subscribe, and acknowledge the following:

ARTICLES OF INCORPORATION

Article I.

Name

The name of this Corporation is, and shall be:

KENCO MEDICAL CORPORATION

Article II.

Purposes

The objects and purposes for which this Corporation is organized are:

(1) To engage generally in business as a developer, builder, owner, or operator of medical care convalescent and retirement facilities.

(2) To engage in the finance business, investment business, manufacturing business, mercantile business, transportation business or shipping business, mining business, farming business, or any other legitimate business or enterprise.

(3) To acquire by purchase, lease, appropriation or otherwise and to hold, enjoy, use, bargain, sell, lease, hire, rent, exchange, mortgage, encumber, hypothecate or otherwise dispose of or deal in all classes of personal and real property of every kind and nature.

(4) To act as agent of others, and as attorney-in-fact under any lawful power of attorney.

(5) To borrow money for the business of the corporation and to give security therefor, and pursuant to the business of the corporation to draw, make, accept, endorse, transfer, assign, execute, and issue bonds, debentures, promissory notes or other evidences of indebtedness, and for the purpose of securing any of its obligations or evidences of indebtedness or contracts, to convey, transfer, assign, deliver, mortgage, and/or pledge all or any part of the property or assets of the corporation, whether real or personal.

(6) To purchase or otherwise acquire, so far as permitted by law, the whole or any part of the undertaking and business of any person, firm or corporation engaged in a business of the same general character as that for which this corporation is organized, and the property and

Liabilities including the good will, assets and stock in trade thereof, and to pay for the same either in cash or in shares, partly in cash and partly in shares.

(7) To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stocks, bonds, or any obligations or securities of any corporation or corporations, and to merge or consolidate with any corporation in such manner as may be provided by law.

(8) In general to carry on any other business in connection with the foregoing of whatever nature, to have and exercise all of the powers conferred by the laws of this state upon corporations and to do any and all things herein set forth to the same extent as natural persons might or could do.

(9) To do all such acts and things as are incidental, conducive, necessary, or permissible to or under the above objects; to have, exercise, possess, use and employ such other rights, privileges, franchises, and powers as may from time to time be deemed by its Board of Directors profitable, useful, necessary or incidental to the powers herein enumerated or requisite or proper in the conduct of the business of this corporation.

### Article III. Principal Office

The initial principal office of this Corporation shall be at:  
Route 1, Box 254-B, Payette, Idaho 83661. *Registered Agent: Kenneth Dunton*

### Article IV. Capital

The amount of the total authorized Capital Stock of this corporation is, 1,000 shares of no par value, non-assessable common stock. Each outstanding share of stock shall participate equally with each other such share in dividends and other distributions to stockholders. Each outstanding share of stock shall have one vote upon each matter coming to vote at meetings of stockholders with the right of cumulative voting. Only whole shares of stock shall be entitled to vote, or to participate in dividends or other distributions to stockholders, and no certificate shall be issued for or as to any fraction of a share.

### Article V. Directors

The management of this Corporation shall be vested in a Board of Directors of not less than one (1) nor more than three (3) members. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the directors shall be as prescribed by the by-laws of the Corporation. The first Board of Directors shall be:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth V. Dunton	Route 1, Box 254-B, Payette, Idaho 83661

Duration

Article VII.

## Article VIII.

Address

Samuel L. Houston

Notary Public in and for the State  
of Idaho