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ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

ALTERNATIVE CARE SERVICES, INC.

IDAHO SECRETARY OF STATE
12/24/2001 05:00
CK: 1347 CT: 116356 BH: 436366
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KNOW ALL MEN BY THESE PRESENTS:

THAT, I, the undersigned, being a natural person of full age and a citizen of the United States of America, have this day voluntarily associated for the objective of forming a corporation under and pursuant to the provisions of the GENERAL CORPORATION LAWS of the State of Idaho, and acts amending and supplementing said laws, and does hereby certify as follows:

ARTICLE I

The name of this corporation is "ALTERNATIVE CARE SERVICES, INC."

ARTICLE II

The purposes for which this corporation is formed are:

a) To engage in all businesses associated with home care services, all associated businesses, and all other such business as authorized by law. Said business being conducted to the fullest extent in accordance with the provisions of the laws of the State of Idaho, and any amendments thereto.

b) To purchase, lease and otherwise acquire, hold, operate, supervise, manage, mortgage, convey and otherwise dispose of, improve, develop, subdivide and control all kinds of property, both real and personal, both in the State of Idaho, and in all other states, territories and dependencies of the United States or any foreign country, to purchase the good will, business and all other property of any individual, firm, or corporation as a going concern and to assume all its debts, contracts and

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obligations providing said business is authorized by the powers herein conferred.

c) To manage, supervise and operate any business, both real and personal, owned leased, acquired or held by this corporation for any purpose; to own, acquire, build, construct and rebuild any buildings or other property for rental or business purposes, to operate, handle and conduct the same as and for said rental or business purpose.

d) To sell, hold, use, lease and deal in franchises, easements, licenses, privileges and rights of way; to purchase, own, hold or hypothecate any patent right, privilege, trade mark or secret process.

e) To apply for, prosecute, obtain and/or transfer any and all licenses, franchises or permits issued by the State of Idaho or any other institution for the purpose of carrying on any of the corporate purposes.

f) To borrow money in the purchase or acquisition of property, business, rights or franchises or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

g) To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association, or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof, and without limit as to amount; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments or evidence of indebtedness, whether

secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

h) To endorse, guarantee and secure the payment and satisfaction of the bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness and shares of capital stock of other corporations, and also to guarantee the payment or satisfaction of the dividends on shares of the capital stock of other corporations, as far as and to the extent that the same may be permissible by the laws relating to domestic corporations of the State of Idaho.

i) To organize or cause to be organized under the laws of the State of Idaho, or any other state, district, territory, province, government or foreign country, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

j) To do each and all things herein set forth to the same extent and as fully as natural persons might do or could do in the State of Idaho, or in any other state, country or place.

k) In general, but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the laws of the State of Idaho upon business corporations, it being hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

l) In general, to carry on any other lawful business whatsoever in connection with the foregoing purposes.

ARTICLE III

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE IV

The street address of the corporation's initial registered office is 20710 Ward Lane, Caldwell, Idaho, 83605. The name of its initial registered agent at that office is Debbie D. Roedel.

ARTICLE V

There shall be only one class of stock and it shall be designated as common stock. The shares of stock shall not be issued until payment in full has been received, and such stock shall be non-assessable stock, and the shareholders shall not be liable for the debts, obligations and liabilities of the corporation. Each share of stock shall have voting rights as now or hereafter granted by the laws of the State of Idaho relating to corporations.

The amount of the total authorized capital stock of this corporation is 10,000 shares of no par value common stock. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment thereon. The above shares shall be issued in accordance with Section 1244 of the Internal Revenue Code of 1986.

A restriction on transfer and registration of transfer of the shares of this corporation may exist as set forth in the By-Laws or by agreements between the shareholders of the corporation. The corporation shall be qualified as a Subchapter S corporation. All issues of stock shall be held of record by not more than 35 persons. Such stock shall be issued and transferable only to natural persons and such other persons as are permitted to be shareholders under the Internal Revenue Code of 1986 or any applicable rules or regulations thereunder relating to Subchapter S corporations so that no loss of Subchapter S qualifications shall exist by reason of such ownership. There shall be

no pre-emptive rights to purchase or acquire shares belonging to the corporation.

ARTICLE VI

The names and post office addresses of each of the incorporators of this corporation are as follows:

NAME	ADDRESS
Debbie D. Roedel	20710 Ward Lane Caldwell, ID 83605
Richard Roedel	20710 Ward Lane Caldwell, ID 83605

The initial Board of Directors of the corporation shall consist of two (2) members to serve as Directors until the first annual meeting of shareholders or until their successor is elected and qualified. The names and addresses of said Directors are as follows:

NAME	ADDRESS
Debbie D. Roedel	20710 Ward Lane Caldwell, ID 83605
Richard Roedel	20710 Ward Lane Caldwell, ID 83605

ARTICLE VII

The corporation shall be managed by a Board of Directors which shall be governed by the By-Laws of the corporation. The Board of Directors shall initially consist of two (2) members, but such number may be increased or reduced as may be determined from time to time by the By-Laws of the corporation. The Board of Directors of the corporation is hereby vested with the power to adopt, repeal and amend by the By-Laws of the corporation by a majority vote of the Directors. Meetings of Directors and Shareholders of the corporation shall be in accordance with the provisions

