

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

COUNTRY LIVING CENTER, INCORPORATED

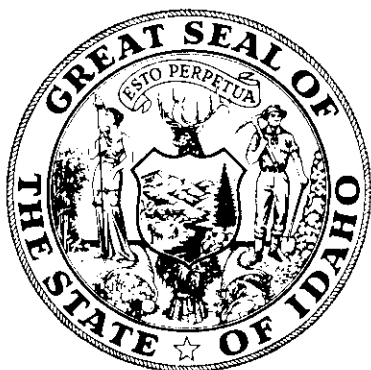
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

COUNTRY LIVING CENTER, INCORPORATED

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: November 22, 1982.



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

Muriel E. Artach

ARTICLES OF INCORPORATION
OF
COUNTRY LIVING CENTER, INCORPORATED

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the laws of the State of Idaho, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is Country Living Center, Incorporated.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSES

The purpose of the corporation shall be to conduct any or all lawful business for which corporations may be organized under the laws of the State of Idaho as from time to time authorized by its Board of Directors, including but not limited to, the following:

(a) To acquire by purchase, lease or otherwise and to improve and develop real property. To erect and construct improvements for shelter care facilities. To promote, operate and manage such shelter care facilities for the economic benefit of the corporation.

(b) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative

association with any corporation, association, partnership, individual or other legal entity for the carrying on of any business and to enter into any general or limited partnership for the carrying on of any business.

(c) To conduct business anywhere in the world.

In pursuit of this purpose, the corporation will have all the powers granted to it by law.

ARTICLE IV

STOCK

The aggregate number of shares which the corporation shall be authorized to issue is 2000 shares of no par value per share. All stock of this corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any call and is non-assessable.

ARTICLE V

INITIAL CAPITALIZATION

This corporation will not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

ARTICLE VI

INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its initial registered agent at such address is:

NAME OF AGENT

MARK J. TAYLOR

ADDRESS OF REGISTERED OFFICE

Engkraf Professional Center, Hwy. 24, Rupert, ID 83350

VII

DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is two. The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
PAUL L. MAY	Route 4, Rupert, ID 83350
SHARON L. MAY	Route 4, Rupert, ID 83350
RAYMOND L. COMMONS	Route 5, Rupert, ID 83350
VIOLET COMMONS	Route 5, Rupert, ID 83350
SANDRA M. ASTON	244 Crescent, Rupert, ID 83350

ARTICLE VIII

INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
PAUL L. MAY	Route 4, Rupert, ID 83350

ARTICLE IX

MEETING OF SHAREHOLDERS AND AMENDMENTS TO BY-LAWS

At any meeting of the shareholders, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum and, if a quorum is present, the affirmative vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number of voting by classes is required by law, by these Articles of Incorporation, or by the By-Laws.

The Board of Directors shall have the power to adopt By-Laws for the government of the Board and the corporation not

inconsistent with law or these Articles, and to amend or repeal the same at pleasure.

ARTICLE X

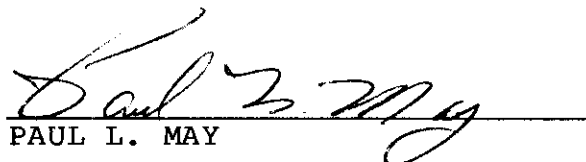
DIRECTORS' CONDUCT

No contracts or other transactions between the corporation and any other trust, organization or corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are trustees, directors or officers of, such other trust, organization or corporation.

Any Director individually, or any trust, organization or corporation with which any Director may be associated, may be a party to or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the fact that he or such trust, organization or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

Any Director of the corporation who is also a trustee, director or officer of such other trust, organization or corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contracts or transactions with like force and effect as if he were not such trustee, director or officer of such other trust, organization or corporation, or not so interested.

DATED this 19 day of November, 1982.


PAUL L. MAY

STATE OF IDAHO)
) ss.
County of Minidoka)

On the 19th day of November, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared PAUL L. MAY, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Donald Schmidt
NOTARY PUBLIC
Residing at: Burley, Idaho