

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SEUBERT'S, INC.

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 the above named 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: March 18, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION

OF

SEUBERT'S, INC.

RECEIVED
SEC. OF STATE

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We, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I

The name of the corporation is SEUBERT'S, INC.

II

The period of its duration is perpetual.

III

The purpose or purposes for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code; inclusive of and not limited to nonmedical, in-home care for the elderly and the disabled.

IV

The aggregate number of shares which the corporation shall have the authority to issue is Forty Thousand (40,000) shares, all of one class, no par value.

V

The address of the initial registered office of the corporation and registered agent at such address is:

REGISTERED AGENT

ADDRESS

Judith P. Seubert

623 Stewart
Lewiston, Idaho 83501

VI

The name and post office address of the incorporators hereof and of the persons who shall serve as initial directors until the first annual meeting of the shareholders are:

INCORPORATORS

ADDRESS

Judith P. Seubert

623 Stewart
Lewiston, Idaho 83501

BOARD OF DIRECTORS

ADDRESS

Judith P. Seubert

623 Stewart
Lewiston, Idaho 83501

Edwin A. Seubert

623 Stewart
Lewiston, Idaho 83501

VII

The stock of the corporation shall be non-assessable common stock.

VIII

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

a) For any breach of the director's duty of loyalty to the corporation or to its stockholders.

b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c) For acts or omissions which involve director liability as provided in Idaho Code section 30-1-48, which states, in pertinent part, that a director shall be liable under the following circumstances:

1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.

3. If the director votes for or assents to any distribution of assets of the corporation to its shareholders during the liquidation of the corporation without the

payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the corporation.

4. For any transaction from which the director derives an improper personal benefit.

DATED on this 16 day of March, 1992.

Judith P. Seubert
Judith P. Seubert

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 16 day of March, 1992, before me,
Charles A. Brown, a notary public, personally appeared,
JUDITH P. SEUBERT, known to me to be the person whose name is
subscribed to the foregoing instrument, and acknowledged to me that
she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my seal on the day and year first above written.

(NOTARY SEAL)

Charles A. Brown
Notary Public for Idaho
Residing at Lewiston
My commission expires on
May, 1997