



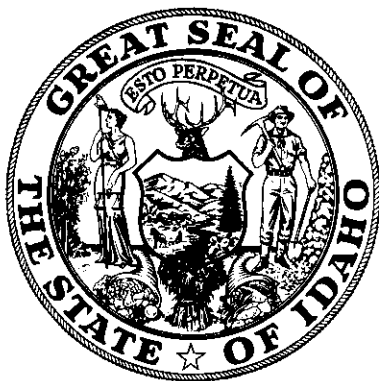
CERTIFICATE OF INCORPORATION
OF

ADULT COMPANION SERVICES, 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 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: May 9, 1985



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
ADULT COMPANION SERVICES, INCORPORATED

We, the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation is: ADULT COMPANION SERVICES, INCORPORATED, and is organized at Oldtown, Bonner County, Idaho.

ARTICLE II.

DURATION

The time of duration of this corporation is perpetual, subject to dissolution as authorized by law.

ARTICLE III.

PURPOSE AND POWERS

The purposes and powers of this corporation are as follows:

To provide companionship and other caretaking functions

for the elderly, handicapped or disabled.

To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, and dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the corporation.

To engage in any lawful business whatsoever, either as principal or as agent, or both, which the corporation may determine convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; and to have and acquire all the powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in this article or not, as such laws are now in effect or may at any time hereafter be amended or enacted.

ARTICLE IV.

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be: Route 2, Box 390, Oldtown, Idaho, and the initial registered agent shall be: SHARON LEE FALLIS.

A place of business and branch offices for the conducting or carrying on of any portion of the business may be established in any state, territory, or possession of the United States of America in which a corporation having the above powers can legally function, and the corporation may have one office or more than one office and keep the books of the corporation outside the

State of Idaho.

ARTICLE V.

AUTHORIZED SHARES

The capital stock of the corporation shall amount to ONE HUNDRED DOLLARS (\$100.00). The capital stock of the corporation shall be divided into ONE HUNDRED (100) shares of Common Stock at ONE DOLLAR (\$1.00) par value. At such time as the Board of Directors may by resolution direct, said capital stock shall be paid into the corporation either in cash or by the sale and transfer to it of real or personal property and any other valuable right or thing for the use and purpose of the said corporation, in payment for which shares of the capital stock of the corporation will be issued and the capital stock so issued shall thereupon and thereby become and be fully paid-up and nonassessable forever, and in the absence of actual fraud in the transactions, the judgement of the Board of Directors as to the value of the property purchased shall be conclusive. The corporation by the action of its shareholders, is authorized to increase, decrease or reclassify its stock, the corporation may accept additional cash or property as paid-in surplus.

ARTICLE VI.

INCORPORATORS

The name and post office address of each of the

incorporators and the number of shares for which each subscribe are as follows:

<u>NAME & ADDRESS</u>	<u>NUMBER OF SHARES</u>
SHARON LEE FALLIS Route 2, Box 390 Oldtown, Idaho 83822	40
THOMAS JEROME FALLIS Route 2, Box 390 Oldtown, Idaho 83822	30
SHERRI LYNN FALLIS Route 1, Box 84 Mead, Washington 99021	30

ARTICLE VII.

BOARD OF DIRECTORS

The name and post office address of each of the proposed members of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
SHARON LEE FALLIS	Route 2, Box 390 Oldtown, Idaho 83822
THOMAS JEROME FALLIS	Route 2, Box 390 Oldtown, Idaho 83822
SHERRI LYNN FALLIS	Route 1, Box 84 Mead, Washington 99021

ARTICLE VIII.

CORPORATE AFFAIRS

The method and manner of holding directors' meetings and stockholders' meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of the corporation and by the laws of the State of Idaho.

ARTICLE IX.

AMENDMENTS TO ARTICLES

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of stockholders as required by the laws of the State of Idaho in a meeting of stockholders called for that purpose as prescribed by law.

ARTICLE X.

AMENDMENTS TO BY-LAWS

The Board of Directors may repeal and amend the By-Laws of the corporation and adopt new By-Laws.

IN WITNESS WHEREOF, We hereunto set our hands and seals
this 6th day of May, 1985.

Sharon Lee Fells
President
Sharon Lee Fells
Secretary
Thomas J. Fells
Vice President