

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

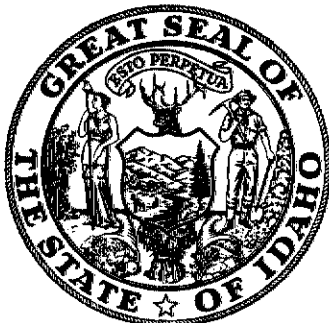
DEMPSEY, INC.

File number C 109255

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: January 31, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

**ARTICLES OF INCORPORATION**  
**OF**  
**DEMPSEY, INC.**

JAN 31 10 55 AM '96  
SECRETARY OF STATE

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

**ARTICLE I.**  
**NAME OF THE CORPORATION**

The name of the corporation is Dempsey, Inc. ("Corporation").

**ARTICLE II.**  
**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.**  
**PURPOSES OF THE CORPORATION**

The Corporation is organized for the following purposes:

1. To provide home health care services.
2. To do any acts and perform any business permitted by the Idaho Business Corporation Act.

**ARTICLE IV.**  
**SHARES**

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

| <u>Class</u> | <u>Number</u> | <u>Par Value Per Share</u> |
|--------------|---------------|----------------------------|
| Common       | 1000          | None                       |

IDAHO SECRETARY OF STATE  
19950131 0900 60676 2  
CX #: 1216 CUST# 40241  
CORP  
1@ 120.00= 120.00

**V.**

**INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 485 Main Street, Boise, Idaho, 83702 and the name of its initial registered agent at such address is Michelle R. Finch.

**ARTICLE VI.  
INITIAL BOARD OF DIRECTORS**

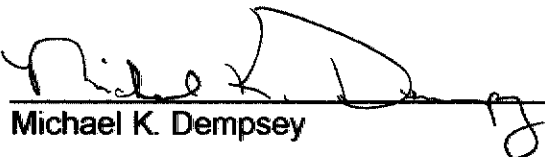
The number of Directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the initial Directors are:

| NAME               | ADDRESS                               |
|--------------------|---------------------------------------|
| Michael K. Dempsey | 921 South Orchard, Boise, Idaho 83705 |
| John W. Dempsey    | 921 South Orchard, Boise, Idaho 83705 |

**ARTICLE VII.  
INCORPORATOR**

The name and address of the incorporator is Michael K. Dempsey, 921 South Orchard, Boise, Idaho 83705..

DATED this 30<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
Michael K. Dempsey