



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**FRIENDS OF X L HOSPICE, INC.**

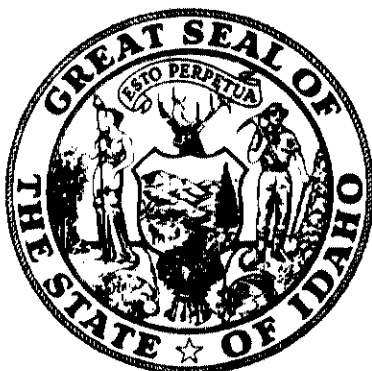
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**FRIENDS OF X L HOSPICE, INC.**

duly signed pursuant to the provisions of the Idaho Nonprofit 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 June 13, 19 91.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

JUN 22 4 45 PM '91  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF

MAY 6 3 54 PM '91  
SECRETARY OF STATE

FRIENDS OF X L HOSPICE, INC.,  
an Idaho Nonprofit Corporation

1. NAME. The name of the corporation is FRIENDS OF X L HOSPICE, INC.

2. NONPROFIT CORPORATION. The corporation, FRIENDS OF X L HOSPICE, INC., is and shall be a nonprofit corporation.

3. EXISTENCE. The period of the corporation's existence shall be perpetual.

4. PURPOSES. The purposes for which the corporation is organized are:

(a) To act exclusively for charitable purposes, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(b) To accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trust (but not to act as trustee of any trust), and property of any sort, without limitation as to amount of value, and to use, disburse, or donate the income or principal thereof for exclusively charitable purposes.

(c) Without limiting the generality of the foregoing, one of the principal purposes of the corporation is to use any gifts, bequests, devises, benefits and grants to pay for indigent patient's hospice care.

(d) In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the corporation to do or exercise under and pursuant to Title 30, Chapter 3, Idaho Code, for the purpose of accomplishing any of the purposes of the corporation.

5. MEMBERS. The corporation shall have no members.

6. NO LOBBYING OR POLITICAL ACTIVITY. The corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in

or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

7. INCOME AND DISTRIBUTION.

(a) No part of the income or net earnings of the corporation shall inure to the benefit of any officer or director of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one of more of its purposes), and no officer or director of the corporation or any private individual shall be entitled to share in the distribution of the corporate assets on dissolution of the corporation.

(b) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future tax code.

(d) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(e) The corporation will not make any investments in such manner as to subject to it tax under Section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.

(f) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

8. DISSOLUTION. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Probate Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

9. REGISTERED AGENT. The initial registered agent of the corporation is Leon C. Felder, 1611 N. Whitley Dr., Fruitland, Idaho, 83619.

10. DIRECTORS. The number of directors constituting the initial board of directors shall be three (3). The board of directors shall be elected by X L Hospice, Inc., an Idaho corporation. Names and addresses noted below:

11. INCORPORATOR. The incorporator of the corporation is Leon C. Felder, 1611 N. Whitley Dr., Fruitland, Idaho, 83619.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation this 3rd day of May, 1991.

  
LEON C. FELDER

STATE OF IDAHO )  
COUNTY OF ADA ) ss.

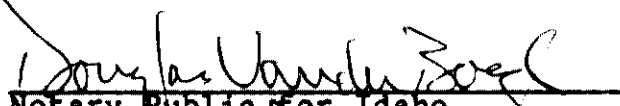
I, LEON C. FELDER, being first duly sworn, depose and say:

I am the incorporator; I have read the foregoing Articles of Incorporation, and the same are true as I verily believe.

IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day of May, 1991.

  
LEON C. FELDER

SUBSCRIBED AND SWORN to before me this 3rd day of May, 1991.

  
Notary Public for Idaho.  
Residing at Boise  
My Commission expires 11/3/94

Leon C. Felder	Marian L. Felder	Douglas Vander Boegh
16822 Meadow Lane	16822 Meadow Lane	1221 West Hays
Nampa, Idaho 83687	Nampa, Idaho 83687	Boise, Idaho 83702