



CERTIFICATE OF AMENDMENT
OF

LEWISTON-CLARKSTON RETIREMENT CENTER, INC.

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

LEWISTON-CLARKSTON RETIREMENT CENTER, INC.

duly signed and verified 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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated May 1, 19 85



SECRETARY OF STATE

Corporation Clerk

AMENDED
ARTICLES OF INCORPORATION
OF
LEWISTON-CLARKSTON RETIREMENT CENTER, INC.
(A NON-PROFIT CORPORATION)

I.

This is to certify that we, the undersigned,

<u>NAME</u>	<u>ADDRESS</u>
Philip McCalister	1153-12th Ave., Lewiston, ID
Rex Humphrey	635-5th, Clarkston, WA
Paul Hayman	511-18th Ave., Lewiston, ID
Gary McIntosh	315 Skyline Dr., Lewiston, ID

all being of full legal age, do, under and by virtue of Idaho Code Section 30-301, et. seq., of the laws of the State of Idaho, associate ourselves with the intention of forming a non-profit corporation to provide ownership and rental housing and related facilities and services for use and occupancy by elderly families and elderly persons under the conditions hereinafter set forth.

II.

The name of said non-profit corporation is Lewiston-Clarkston Retirement Center, Inc. The corporation shall commence business with the filing of these articles.

III.

The duration of this corporation shall be perpetual.

IV.

The purposes for which said corporation is organized and the business and objects to be carried on and promoted by it, are as follows:

(a) To provide for elderly families and elderly persons on a non-profit basis the right to purchase and/or rent housing and related facilities and services specially designed to meet the physical, social, and psychological needs of the aged, and contribute to their health, security, happiness and usefulness in longer living.

(b) To plan, construct, sell and/or operate, maintain, and improve owned and/or rental housing and related facilities and services for elderly families and elderly persons.

(c) To acquire by gift or purchase, hold, sell, convey, assign, mortgage, or lease any property, real or personal, necessary or incident to the provision of housing and related facilities and services for elderly families and elderly persons.

(d) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, deed of trust, pledge or other lien.

(e) To apply for, obtain and contract with any federal agency for a direct loan or loans or other financial aid in the form of mortgage insurance or otherwise for the provision of rental housing and related facilities and services for elderly families and elderly persons.

(f) To engage in any kind of activity, and to enter into, perform, and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

V.

The address of the corporation's initial registered office is 1153 - 12th Avenue, Lewiston, Idaho 83501, and the name of its initial registered agent at such address is Philip McCalister.

VI.

The initial Board of Directors shall consist of four (4) persons. The names and addresses of the persons who are to serve as the initial directors are as follows:

Philip McCalister	1153-12th Ave., Lewiston, ID
Rex Humphrey	635-5th, Clarkston, WA
Paul Hayman	511-18th Ave., Lewiston, ID
Gary McIntosh	315 Skyline Dr., Lewiston, ID

VII.

The names and addresses of the incorporators are as follows:

Philip McCalister	1153-12th Ave., Lewiston, ID
Rex Humphrey	635-5th, Clarkston, WA
Paul Hayman	511-18th Ave., Lewiston, ID
Gary McIntosh	315 Skyline Dr., Lewiston, ID

VIII.

The aforesaid directors shall serve until their successors are duly elected and qualified. The directors shall elect the regular officers of the corporation in the manner provided in the By-Laws. Trustees and officers shall serve without compensation.

IX.

Provision for membership in the corporation shall be governed by By-Laws. The members shall be subject to such dues and assessments as may be provided by the By-Laws.

X.

By-Laws of the corporation shall be adopted by the directors and may be amended as provided in the By-Laws, provided that such By-Laws and amendments hereto shall not conflict with the provisions of these Articles of Incorporation.

XI.

These Articles of Incorporation, except Article X hereof, may be amended by a vote of three-fourths of the members of the corporation at any annual meeting or at a special meeting called for that purpose.

XII.

This shall be a charitable not for profit corporation pursuant to the following provisions:

A. This corporation is a nonprofit corporation and is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

B. No substantial part of the activities of this corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, this corporation shall not carry on other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue

Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

C. All the income and property of this corporation shall be applied solely to carrying out the purposes thereof, and not for financial gain of any person, firm, corporation or organization whatsoever. This corporation may accumulate surplus funds and invest the same within its discretion for the protection, preservation and/or enlargement of any of the facilities used for the purposes of carrying out the objects for which this corporation is formed. All receipts, income, funds and property of any kind or character of this corporation shall become and remain the sole property thereof. No director of this corporation shall have the right, title, interest or estate in or to the property of the corporation except in a fiduciary capacity, nor shall any donor or contributor to this corporation, nor any other person, acquire or have any right, title, estate or interest in or to any of the proceeds, income or property of this corporation of any kind or character whatsoever except as reasonable compensation for services rendered or as payments and distributions in furtherance of the purposes set forth in

Article IV hereof and as a reasonable payment for property sold or leased to this corporation, all of the foregoing exceptions only after authorization by the corporation's Board of Directors.


D. Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of its debts and obligations, transfer all of the assets of the corporation to one or more organizations organized exclusively for charitable, educational, religious or scientific purposes which shall at the time be qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed shall be distributed by a court of proper jurisdiction in the county in which the principal office of this corporation is then located, but exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated for such purposes as stated above in this Article.

IN WITNESS WHEREOF, all of the incorporators of said corporation have affixed their hands and seals this

2ND day of April, 1985.

INCORPORATORS:


Philip McCalister


Rex Humphrey



Paul Hayman


Gary McIntosh

STATE OF I D A H O)
 :SS
County of Nez Perce)

On this 2nd day of April, 1985, personally appeared before me PHILIP McCALISTER, REX HUMPHREY, PAUL HAYMAN and GARY McINTOSH, to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged and verified that they unanimously voted on the Amended Articles of Incorporation wholly presented and outlined in the foregoing document at the special meeting called for such purpose on the 2nd day of April, 1985. They have further acknowledged and verified they are the entire membership and voting Directors of said corporation and have amended the original Articles of Incorporation by deleting Article XII thereof and inserting the wording set forth in Article XII of these Amended Articles of Incorporation.

Said persons, and each of them, stated under oath that they signed the foregoing document as their free and voluntary act and deed, for the uses and purposes therein mentioned.


Notary Public in and for the State
of Idaho, residing at Lewiston,
Therein.

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