

CERTIFICATE OF INCORPORATION
OF

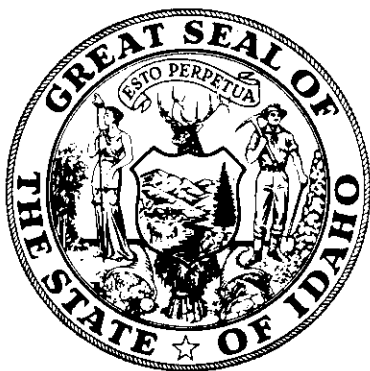
CEDAR CREST RETIREMENT CENTER, INC.

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 CEDAR CREST RETIREMENT CENTER, INC.

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 29, 1984



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

CEDAR CREST RETIREMENT CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being four natural citizens of full age and being all citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, do hereby adopt the following Articles of Incorporation, to-wit:

I

NAME

The name of this corporation shall be CEDAR CREST RETIREMENT CENTER, INC.

II

PURPOSES

The purposes for which this corporation is formed are as follows:

(a) To own, operate and manage a retirement center for elderly persons or any other persons desiring to use its facilities, and in this connection to provide living quarters, food services, recreational activities and such other facilities as are deemed by the Board of Directors to be suitable, convenient or necessary for occupants of the retirement center.

(b) To enter into, make, perform and carry out contracts of every kind or nature with any person, firm or corporation, both municipal and private;

(c) To institute, enter into, carry on, assist, promote and participate in financial, commercial or industrial or other businesses or works, enterprises and operations of all types and descriptions;

(d) To acquire and pay for in cash, stock or bonds of the corporation or otherwise the good will, rights and assets and property and to undertake to assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to sell, dispose of, lease, assign, transfer, mortgage and convey the rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, vote, sell, pledge or otherwise dispose of and deal in shares, bonds, securities, debentures and other evidence of indebtedness of other corporations, domestic or foreign;

(e) To make, draw, accept, endorse, transact, execute and issue promissory notes, bonds, bills of exchange, debentures and other negotiable instruments;

(f) In furtherance of the purposes of the corporation, to incur debt and raise, borrow and secure the payment of money in any lawful manner, including the issuance and sale or other disposition of stocks, bonds, debentures, obligations, negotiable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise;

(g) To carry on any other business which may seem to the corporation capable of being financially carried on in connection with its business or otherwise or calculated, directly or indirectly, to enhance the value or render profitable any of the corporation's property or rights;

(h) To perform any part of its business inside or outside of the State of Idaho and to do all things set forth herein to the same extent and as fully to all intents and purposes as a natural person might or could do;

(i) To purchase, hold, sell and transfer the shares of its own capital stock; provided, however, that it shall not use its funds and property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly;

(j) To conduct business in this state, other states, the District of Columbia and in foreign countries and to have one or more offices and places of business inside or outside of this state and to acquire, receive, hold, purchase, mortgage, dispose of and convey real or personal property located inside or outside the State of Idaho;

(k) In general, to carry on any other business in connection with the foregoing and to have and exercise all rights and powers conferred by the laws of the State of Idaho upon corporations and to do all acts necessary or expedient to accomplish the purposes herein enumerated.

III

DURATION

The period of existence and duration of this corporation shall be perpetual.

IV

REGISTERED OFFICE

The initial location of the principal place of business and registered office of the corporation shall be at 490 East 2nd North, Mountain Home, Idaho 83647, and the mailing address shall be 490 East 2nd North, Mountain Home, Idaho 83647. The name of the initial registered agent at the above address shall be H. Verl Humpherys.

V

CAPITAL STOCK

The amount of its capital stock shall be \$2,000,000.00, to consist of 20,000 shares of common stock of the par value of ~~\$100,000.00~~ ^{\$100.00} per share. No distinction shall exist between the shares of the corporation and all such shares shall have the same rights in the corporation. All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services or any other right or thing of value for the uses and purposes of the corporation, and when so issued shall become and be fully paid the same as though paid for in cash at par, and the board of directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock. No assessments or calls shall be made upon fully-paid capital stock.

VI

INCORPORATORS

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

NAME	POST OFFICE ADDRESS	NO. OF SHARES
H. Verl Humpherys	490 E 2nd N Mountain Home, Idaho	1
Charlene Humpherys	490 E 2nd N Mountain Home, Idaho	1
James Campbell	2329 Ridgeview Way Boise, Idaho	1
Jeanne Campbell	2329 Ridgeview Way Boise, Idaho.	1

VII

GOVERNING BODY

The governing body of the corporation shall consist of a board of four directors, who shall be elected annually as provided by the by-laws. The number of the board of directors may be changed from time to time as prescribed by the by-laws, but shall be not less than three nor more than seven. The names and post office addresses of those who are selected to act as directors until the first annual election are as follows:

NAME	POST OFFICE ADDRESS
H. Verl Humpherys	490 East 2nd North Mountain Home, Idaho 83647
Charlene Humpherys	490 East 2nd North Mountain Home, Idaho 83647
James Campbell	2329 Ridgeview Way Boise, Idaho
Jeanne Campbell	2329 Ridgeview Way Boise, Idaho.

VIII

POWERS OF THE BOARD OF DIRECTORS

In addition to other powers, the board of directors is authorized to make, alter or amend the by-laws of the corporation, to fix the amount of capital stock to be reserved as working capital or treasury stock, over and above its capital stock paid in, and to authorize and cause to be executed mortgages, liens or other encumbrances on the real and personal property of the corporation.

We, the undersigned, being each one of the original subscribers to the capital stock hereinbefore mentioned, for the purpose of forming a corporation to do business both within and outside of the State of Idaho, and pursuant to the

laws of the State of Idaho, do make and file these articles of incorporation and we respectively agree to take the number of shares of stock hereinbefore set opposite our respective names.

IN WITNESS WHEREOF, we have hereunto set our hands in the City of Mountain Home, County of Elmore, State of Idaho, this 23rd day of May, 1984.

H. Verl Humpherys
H. Verl Humpherys

Charlene Humpherys
Charlene Humpherys

James Campbell
James Campbell

Jeanne Campbell
Jeanne Campbell

STATE OF IDAHO,)
) ss.
COUNTY OF ELMORE,)

On this 23rd day of May, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared H. VERL HUMPHERYS AND CHARLENE HUMPHERYS, husband and wife known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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

[Signature]
Notary Public for Idaho,
Residing at Mountain Home, ID.

STATE OF IDAHO,)
COUNTY OF Elmore,) ss.

On this 23rd day of May, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES CAMPBELL AND JEANNE CAMPBELL, husband and wife, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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



Notary Public for Idaho,
Residing at Mt. Home