

# State of Idaho

## Department of State

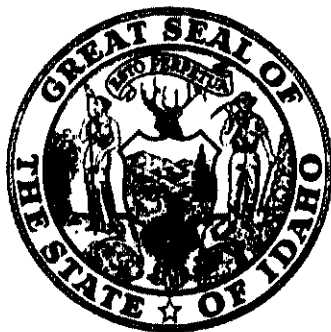
### CERTIFICATE OF INCORPORATION OF

SILVER VALLEY HEALTH CARE, 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 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: November 1, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Jonya Coulson*

Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
SILVER VALLEY HEALTH CARE, INC.

RECEIVED  
SEC. OF STATE  
91 NOV 1 AM 9 06

I.

The name of the corporation is: SILVER VALLEY HEALTH CARE, INC.

II.

The period of its duration is perpetual.

III.

Its purpose is to transact the business of a health care agency and and all other business not forbidden by law.

IV.

The number of shares of stock issued by the corporation are 50,000 shares, which shall consist of common stock with a par value of One Dollars (\$1.00) per share. Each share shall be entitled to one vote.

V.

Each shareholder shall have preemptive rights to acquire additional shares offered for sale by the corporation.

VI.

The address of its initial registered office is 204 Oregon Street, Kellogg, Idaho.

The name of its initial registered agent at such address is JERRY M. COMSTOCK.

VII.

The number of directors constituting its initial board of directors is three (3), whose names and addresses are:

Frederick R. Haller  
204 Oregon Street  
Kellogg, ID 83837

James A. Joy  
204 Oregon Street  
Kellogg, ID 83837

Victor J. Bilotta  
204 Oregon Street  
Kellogg, ID 83837

The terms of the first directors shall be until the first annual meeting of the stockholders to be held on the 1st day of July, 1992.

VIII.

1) The number of directors of the corporation shall be fixed as provided in the bylaws and may be changed from time to time by amending the bylaws as therein provided, but the number of directors shall not be less than one (1) nor more than nine (9).

2) The right and power to repeal, alter, rescind and amend by bylaws of this corporation and to adopt new bylaws is hereby expressly conferred upon the board of directors as provided in Idaho Code Section 39-1-27.

3) The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and stockholders and

with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such directors, officer or stockholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transaction shall be avoided and no such director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided, that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting hereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions of that corporation, association, firm or entity.

4) Any contract, transaction, or act of the corporation, or of the directors or of any officer of the corporation, which shall be ratified by a majority or a quorum of the stockholders of the corporation at any annual meeting or any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

5) The board of directors of the corporation are hereby specifically authorized to adopt bylaws restraining the alienation of the shares of the corporation and further providing for the purchase or redemption by the corporation of its shares.

IX.

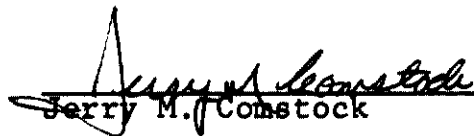
The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

X.

The name and address of each incorporator is:

Jerry M. Comstock  
204 Oregon Street  
Kellogg, ID 83837

DATED this 29<sup>th</sup> day of October, 1991.

  
Jerry M. Comstock

STATE OF IDAHO            )  
                                  ) ss.  
County of Shoshone        )

On this 29<sup>th</sup> day of October, 1991, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JERRY M. COMSTOCK, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he 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.

Genie L. Wombert  
Notary Public for the State of Idaho  
Residing at Leavenworth  
My Commission Expires: 11/5/94