

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
STATE OF IDAHO

FIRST CHOICE HOSPICE, INC.

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, natural persons over the age of eighteen years and citizens of the United States, do this day voluntarily form a corporation under the laws of the State of Idaho, as contained in Chapter 1 of Title 30, Idaho Code, entitled "General Business Corporation Act" and to that end we certify in writing:

ARTICLE I
NAME

The name of the corporation shall be **FIRST CHOICE HOSPICE, INC.**

ARTICLE II
PURPOSE AND POWERS

The purposes for which this corporation is organized are:

- (a) To engage in the business of providing hospice services, by providing supplies and services under the Nurse Practice Act of Idaho, administration and operation of Hospice Services Agency under applicable state and federal rules and regulations and other services.
- (b) To invest funds in real property, personal property, mortgages, stocks, bonds or any other types of investments and to own or lease real or personal property necessary for the rendering of such business; and
- (c) To engage in such other businesses which may be authorized or permitted by the General Business Corporation Act, any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act (Chapter 1 of Title 30, Idaho Code) and to the extent not inconsistent with the foregoing as may be permitted by the Idaho Business Corporation Act (Chapter 1 of Title 30, Idaho Code).

IDAHO SECRETARY OF STATE

04/10/2000 09:00
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ARTICLES OF INCORPORATION - 1

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ARTICLE III DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV REGISTERED OFFICE

The registered office of the corporation in the State of Idaho shall be located at 147 Main Avenue East, Twin Falls, Idaho 83301. Jacquelyn S. Brown shall be the registered agent at the address set forth above.

ARTICLE V CORPORATE STOCK

The aggregate number of common shares which the corporation shall have authority to issue is ten thousand (10,000), which shall have no par value.

ARTICLE VI INCORPORATORS

Following are the names and addresses of the incorporators of the corporation:

NAME OF INCORPORATORS

ADDRESS

Debra L. Gates

3527 Twin Falls Grade
Kimberly, ID 83341

Jacquelyn S. Brown

806 Apache Way
Twin Falls, ID 83301

ARTICLE VII MANAGEMENT

The business of the corporation shall be managed by a board of at least two (2) directors. A director shall hold office for the term for which he/she was named or elected and until their successor is elected and qualifies. Debra L. Gates, 3527 Twin Falls Grade, Kimberly, Idaho 83341 and Jacquelyn S. Brown, 806 Apache Way, Twin Falls, Idaho 83301, shall serve as the initial board of directors until the first annual meeting of shareholders or until the successors are elected and qualified. A majority of the Board of Directors shall constitute a quorum and shall have power to transact the business and exercise the corporate powers of the corporation as may be stated in the By-Laws of the corporation.

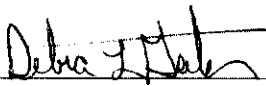
ARTICLE VIII PERSONAL LIABILITY LIMITATION

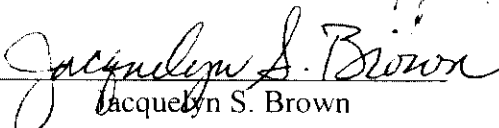
The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent, whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE IX BY-LAWS

The initial By-Laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the shareholders, shall be vested in the Board of Directors.

IN WITNESS WHEREOF, I have set my hand this 7th day of April, 2000.


Debra L. Gates


Jacquelyn S. Brown

STATE OF IDAHO)

) ss:

County of Twin Falls)

On this 7th day of April, 2000 before me a Notary Public in and for said State, personally appeared Debra L. Gates, Jacquelyn S. Brown, known or identified 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 by official seal the day and year first above written.

SEAL

Debra White

NOTARY PUBLIC FOR IDAHO

Residing at: Twin Falls

My Commission Expires: 3/27/2002