

# State of Idaho

## Department of State

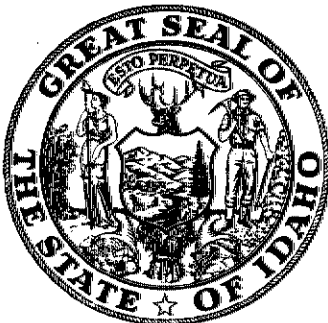
### CERTIFICATE OF AMENDMENT OF

ASHLEY MANOR CARE CENTERS, INC.  
File Number C 115999

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 ASHLEY MANOR CARE CENTERS, INC. duly executed 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: November 8, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Louisa Herald*

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ASHLEY MANOR CARE CENTERS, INC.

Nov  
IDAH SECRETARY OF STATE  
DATE 11/08/1996 0900 38044  
SECRETARY OF STATE  
STAFF OF IDAHO  
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Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, Ashley Manor Care Centers, Inc. has adopted the following Articles of Amendment to its Articles of Incorporation:

I

The name of the corporation is Ashley Manor Care Centers, Inc.

II

The following amendment to the Articles of Incorporation was adopted by the directors of the corporation on November 7, 1996, in the manner prescribed by the Idaho Business Corporation Act:

RESOLVED, that Article V. of the Articles of Incorporation of the corporation be amended to read as follows:

V.

All powers that the Board of Directors have shall be conferred on the shareholders of the corporation, and the voting on any act that requires a vote of the directors shall be done by the shareholders. Such voting shall be done by voting the number of shares each shareholder owns, or has the right to vote.

III

The number of shares of the corporation outstanding at the time of such adoption was 10,000, and the number of shares entitled to vote thereon was 10,000.

IV

The number of shares voted for such amendment was 10,000, and the number of shares voted against such amendment was 0.


V

Such amendment does not effect a change in the amount of stated capital of the corporation.

DATED this 7 day of November, 1996.

ASHLEY MANOR CARE CENTERS, INC.

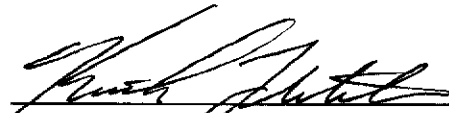
By:   
President

By:   
Secretary

STATE OF IDAHO            )  
                                      ) ss.  
County of Ada            )


Keith Fletcher, being first duly sworn, deposes and says:

That he is the President of Ashley Manor Care Centers, Inc., an Idaho corporation, and is one of the persons who executed the above and foregoing Articles of Amendment of the Articles of Incorporation of Ashley Manor Care Centers, Inc., and that the facts set forth in said Articles of Amendment are true and correct.

  
Keith Fletcher

SUBSCRIBED AND SWORN to before me, this 7<sup>th</sup> day of November, 1996.



  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: 3/18/2000