



CERTIFICATE OF AUTHORITY  
OF

**RETIREMENT INNS OF AMERICA, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **RETIREMENT INNS OF AMERICA, INC.**

\_\_\_\_\_ for a Certificate of Authority to transact business in this State, 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 Authority to **RETIREMENT INNS OF AMERICA, INC.**

to transact business in this State under the name **RETIREMENT INNS OF AMERICA, INC.**

\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 25, 1983**



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is RETIREMENT INNS OF AMERICA, INC.
2. \*The name which it shall use in Idaho is RETIREMENT INNS OF AMERICA, INC.
3. It is incorporated under the laws of Washington
4. The date of its incorporation is December 18, 1979 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 900 4th Avenue, Suite 800, Seattle, Washington 98164
6. The address to which correspondence should be addressed, if different from that in item 5 \_\_\_\_\_
7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Own and operate retirement residences
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
PLEASE SEE ATTACHMENT		
10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
5,000	Common	\$10.00

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
5,000	Common	\$10.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 13, 19 83

RETIREMENT INNS OF AMERICA, INC.

By

J. Stephen Wright

Its President

and

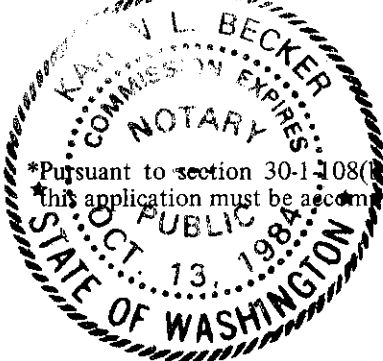
Patricia J. Sandstrom

Its Asst. Secretary

STATE OF WASHINGTON )  
COUNTY OF KING ) ss:

I, Karen Becker, a notary public, do hereby certify that on this 13 day of April, 1983, personally appeared before me J. Stephen Wright, who being by me first duly sworn, declared that he is the President of RETIREMENT INNS OF AMERICA, INC.

that he signed the foregoing document as President of the corporation and that the statements ~~therein~~ contained are true.



Karen L. Becker  
Notary Public

\*Pursuant to section 30-1-108(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

Item 13. Directors

<u>Name</u>	<u>Business Address</u>	<u>Residence Address</u>	<u>Term Expires</u>
J. Stephen Wright	900 4th Ave, Ste 800 Seattle, WA 98164	118-116th NE Bellevue, WA 98008	When Replaced
Frank A. Orrico	Same as above	9009 NE 42nd Bellevue, WA 98004	Same
Larry W. Wells	Same as above	7051 - 35th NE Seattle, WA 98155	Same
Larry W. Midland	2970 Harbor Blvd. Suite 211 Costa Mesa, CA 92626	1805 Jamaica Road Costa Mesa, CA 92626	Same
R. M. Trafton	Safeco Plaza Seattle, WA 98185	10320 Bedford Ct. NW Seattle, WA 98177	Same
W. D. Hammersla	Safeco Plaza Seattle, WA 98185	935 Daley Street Edmonds, WA 98020	Same
John G. Gray	24855 Olivetree Ln. Los Altos Hills, CA 94022	24855 Olivetree Ln. Los Altos Hills, CA 94022	Same

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Item 14. Officers

<u>Name</u>	<u>Business Address</u>	<u>Residence Address</u>	<u>Term Expires</u>
J. Stephen Wright President	900 4th Avenue Suite 800 Seattle, WA 98164	118-116th NE Bellevue, WA 98008	When Replaced
Larry W. Midland Sr. Vice President	2970 Harbor Blvd. Suite 211 Costa Mesa, CA 92626	1805 Jamaica Road Costa Mesa, CA 92626	Same
John G. Gray Sr. Vice President	24855 Olivetree Ln. Los Altos Hills, CA 94022	24855 Olivetree Ln. Los Altos Hills, CA 94022	Same
Dale S. Gray Vice President	24855 Olivetree Ln. Los Altos Hills, CA 94022	24855 Olivetree Ln. Los Altos Hills, CA 94022	Same
Larry W. Wells Secretary/Treasurer	900 4th Avenue Suite 800 Seattle, WA 98164	7051 - 35th NE Seattle, WA 98155	Same
Patricia J. Sandstrom Assistant Secretary	900 4th Avenue Suite 800 Seattle, WA 98164	20918 46th SE Bothell, WA 98011	Same

# MEMO



**STATE OF WASHINGTON**  
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION  
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,  
AS TO ITS PREPARATION BY THE OFFICE OF  
THE SECRETARY OF STATE, APPEARS ON THE  
BACK OF THE LAST PAGE.



# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,  
hereby certify that

## ARTICLES OF INCORPORATION

of RETIREMENT INNS OF AMERICA, INC  
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain  
on file in this office.

Filed at request of \_\_\_\_\_  
SAFECO CORPORATION  
Safeco Plaza  
Seattle, Wa 98185

Filing and recording fee \$ \_\_\_\_\_

License to June 30, 19 \_\_\_\_\_ \$ \_\_\_\_\_

Excess pages @ 25¢ \$ \_\_\_\_\_

Microfilmed, Roll No. 1507

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In witness whereof I have signed and have  
affixed the seal of the State of Washington to  
this certificate at Olympia, the State Capitol,

December 18, 1979  
*Bruce K. Chapman*

**BRUCE K. CHAPMAN**  
SECRETARY OF STATE

DEC 19 1979

SECRETARY OF STATE  
STATE OF WASHINGTON

## ARTICLES OF INCORPORATION

OF

RETIREMENT INNS OF AMERICA, INC.

The undersigned, in order to form a corporation under Chapter 23A.12 of the Revised Code of Washington, hereby signs and verifies the following Articles of Incorporation:

## I

The name of the corporation is RETIREMENT INNS OF AMERICA, INC.

## II

The duration of the corporation shall be perpetual.

## III

The purposes for which the corporation is organized are to own and operate retirement communities and to transact any or all lawful business for which corporations may be incorporated under the Revised Code of Washington.

## IV

The amount of capital stock shall be Fifty Thousand Dollars (\$50,000), and the number of shares shall be Five Thousand (5,000), and the par value per share shall be Ten Dollars (\$10.00).

## V

The initial registered office of the corporation is Bank of California Center, Seattle, Washington 98164, and the initial registered agent at such address is J. Stephen Wright.

## VI

The number of directors of the corporation shall be fixed as provided in its bylaws, and may be changed from time to time by amending the bylaws as therein provided, but the number thereof shall never be less than 3 nor more than 30. The names and addresses of the directors who shall constitute the Board of Directors of the Company until the first annual meeting of shareholders or until their successors be elected and qualify are:

<u>Name</u>	<u>Address</u>
W. D. Hammersla	SAFECO Plaza Seattle, WA 98185
Frank Orrico	Bank of California Center Seattle, WA 98164
R. M. Trafton	SAFECO Plaza Seattle, WA 98185
Larry Wells	Bank of California Center Seattle, WA 98164
J. Stephen Wright	Bank of California Center Seattle, WA 98164

## VII

The name and address of the incorporator is:

Name

Address

W. D. Hammersla

SAFECO Plaza  
Seattle, WA 98185

## VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors, subject to the power of the shareholders to change or repeal such bylaws.

IN WITNESS WHEREOF, I have hereunto set my name this 13th day  
of December, 1979.

  
W. D. Hammersla, Incorporator

STATE OF WASHINGTON )  
 ) ss.  
COUNTY OF KING )

W. D. Hammersla, being first duly sworn on oath, deposes and says:

I am the incorporator of the above-named corporation; I have read the foregoing Articles of Incorporation of the RETIREMENT INNS OF AMERICA, know the contents thereof, and believe the same to be true.

*W. D. Hammersla*  
W. D. Hammersla

SUBSCRIBED AND SWORN to before me  
this 13th day of December, 1979.

JAMES W. RUDDY, Notary Public,  
in and for the state of Washington,  
residing at Seattle.