



CERTIFICATE OF INCORPORATION
OF

FRIENDS OF HOSPICE, INC.

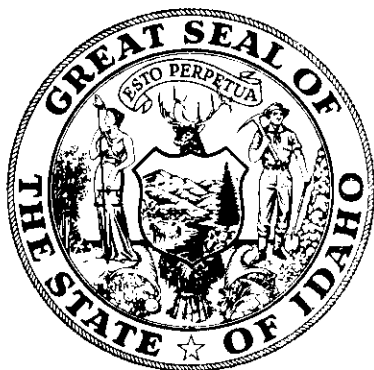
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

FRIENDS OF HOSPICE, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 June 29, 19 83.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
FRIENDS OF HOSPICE, INC.

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SECRETARY OF
STATE

ARTICLE I.

The name of this corporation shall be Friends of Hospice, Inc.

ARTICLE II.

The corporation is a non-profit corporation.

ARTICLE III.

The duration of this corporation shall be perpetual.

ARTICLE IV.

The corporation is formed for the following purposes:

- a) To promote, perform, receive, and to engage in any and all activities related to the function of campaigning, soliciting, managing, and expending funds needed to provide HOSPICE services.
- b) To receive, acquire, hold, purchase, dispose of, sell, convey, lease, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage, and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise as a corporation.
- c) To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, and to engage in association with other corporations, partnerships, associations and individuals in joint HOSPICE activities.
- d) To exercise such incidental powers as may reasonably be necessary to carry out the purposes and business for which this corporation is established, provided that such incidental powers shall be exercised in a manner consistent with tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, of the United States of America.

Notwithstanding any provisions of these Articles of Incorporation, the corporation shall not engage in any activity proscribed by Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, of the United States of America.

ARTICLE V.

The number of Board of Directors shall be at least three (3) and no more than five (5).

The first Board of Directors shall consist of the following:

Gary L. Thietten, Joann G. Shotwell, and Adelia Alldritt.

The qualifications, duties, powers, limitations, and other factors relevant to the functioning of the Board of Directors may be set out in the By-Laws of this corporation, subject to the laws of the State of Idaho.

ARTICLE VI.

The Board of Directors of this corporation shall have the power to repeal and amend By-Laws of this corporation, and shall have the power to adopt new By-Laws; this power may be exercised by the Board of Directors through a majority vote of that Board.

ARTICLE VII.

The initial registered agent and registered office for this corporation is:

Gary L. Thietten
1122 Monaco St.
Twin Falls, Idaho 83301

ARTICLE VIII.


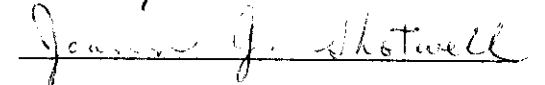
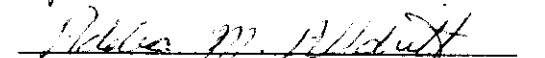
The names and addresses of the initial Board of Directors are:

Gary L. Thietten
1122 Monaco St.
Twin Falls, Id. 83301

Joann G. Shotwell
Grandview Dr. N.
Twin Falls, Id. 83301

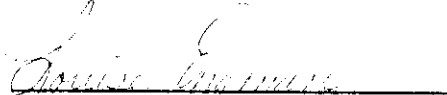
Adelia Alldritt
1777 3rd Ave. E.
Twin Falls, Id. 83301

IN WITNESS WHEREOF, the parties have executed these Articles of Incorporation this 29th day of June, 1983.

ARTICLES OF INCORPORATION - FRIENDS OF HOSPICE, INC.

On this 28th day of June 1983, before me, a notary public in and for said state, personally appeared Gary Thietten, Joann Shotwell, and Adelia Alldritt known to me to be the persons whose names subscribed to the within instrument, and acknowledged to me that they executed the same.



Notary Public
State of Idaho