

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

HOSPICE OF BENEMAH COUNTY, INC.

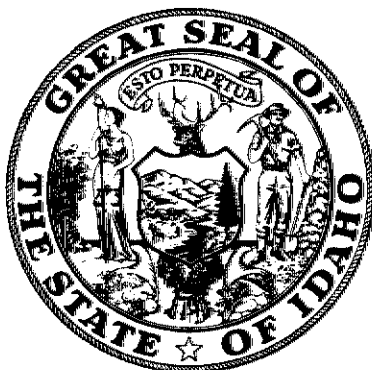
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

HOSPICE OF BENEMAH COUNTY, 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 May 27, 19 86



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED
ARTICLES OF INCORPORATION SEC. OF STATE

OF '86 MAY 27 AM 9 03

HOSPICE OF BENEWAH COUNTY, INC.

HOSPICE OF BENEWAH COUNTY, INC., by the undersigned persons, does hereby create, organize and establish a non-profit corporation, without members, under the provisions of Chapter 3, Title 30 of the Idaho Code, and applicable portions of Chapter 1, Title 30, of said Code.

ARTICLE I

The name of this corporation shall be HOSPICE OF BENEWAH COUNTY, INC.

ARTICLE II

This corporation shall have perpetual duration.

ARTICLE III

This corporation is organized as a non-profit corporation for the primary purpose of organizing and operating a hospice program to assist the general public in dealing with terminal illness and the physical, mental and spiritual problems of terminal illness in the Benewah County area by the providing of community education, well trained volunteer care and related services.

This corporation and its officers and agents shall have power and authority to engage in any business or activity which shall be lawful for non-profit corporations or associations under the laws of the State of Idaho and the United States of America; provided, that no part of any income resulting therefrom shall be distributable to the directors, officers, or sponsor of the corporation or to any other individual or corporation except another non-profit corporation or a governmental agency, as more fully provided in Article VII hereof.

ARTICLE IV

This corporation shall have no members or stockholders. The initial Board of Directors of the corporation has been

c/o Kenneth S. Bridgeman, 2110 Ironwood Parkway, CDA, appointed by Hospice of North Idaho, Inc., an Idaho corporation. Directors other than the initial Board shall be elected as provided in the corporation's By-Laws.

ARTICLE V

The place where the principal business of the corporation will be transacted is the City of St. Maries, County of Benewah, State of Idaho; the street address of the initial registered office of said corporation shall be Federal Building, Room 226, St. Maries, Idaho 83861; the post office address of the corporation shall be P. O. Box 531, St. Maries, Idaho 83861; and the name of the initial registered agent of the corporation at such address shall be Jane Thornes, Executive Director. The corporation may maintain such other offices within or without the State of Idaho as the Board of Directors may determine.

ARTICLE VI

This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII

In order to assure this corporation's qualification as a tax-exempt corporation under the federal and state revenue codes, it is expressly provided:

(a) The corporation shall distribute its income, if any, each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, sponsoring corporation or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set out in Article III hereof.


(g) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(4), as the case may be, of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent United States Internal Revenue law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation has been located, exclusively for


such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.


(h) Any other provision of these Articles to the contrary notwithstanding, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.


ARTICLE VIII


The number of Directors of this corporation shall be nine (9), or such greater or lesser number as its ByLaws shall provide; and the names and addresses of those who are to serve as directors for the first term and until their successors are elected and qualified are:



KAY COWIN
720 Elm
St. Maries, Idaho 83861



GINNY OAKES
746 S. 7th
St. Maries, Idaho 83861

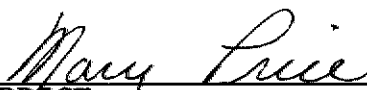

CHARLOTTE DI IOLI
829 - 1st
St. Maries, Idaho 83861



KIM JOHNSON
421 - 2nd
St. Maries, Idaho 83861


JERROLD E. PARK
322 - 9th
St. Maries, Idaho 83861


RICHARD ANDERSON
2131 Jefferson
St. Maries, Idaho 83861


BARBARA COUTURE
1030 - 3rd
St. Maries, Idaho 83861


MARY PRICE
P. O. Box 222
St. Maries, Idaho 83861


WINSTON WIGGINS
1103 Jefferson
St. Maries, Idaho 83861

IN WITNESS WHEREOF, the foregoing persons, as directors
of Hospice of Benewah County, Inc., have executed these Articles
of Incorporation this 14th day of May, 1986.


CHARLOTTE DI IOLI
Secretary

STATE OF IDAHO)
 : ss
County of Benewah)

On this 14th day of May, 1986, before me, the undersigned Notary Public, personally appeared KAY COWIN, GINNY OAKES, CHARLOTTE DIOLI, KIM JOHNSON, JERROLD E. PARK, RICHARD ANDERSON, BARBARA COUTURE, MARY PRICE and WINSTON WIGGINS, known to me to be the directors of HOSPICE OF BENEWAH COUNTY, INC., the persons who executed the foregoing Articles of Incorporation on behalf of said corporation and, being duly sworn, acknowledged to me that they have read the same, are familiar with the facts therein stated, and that the same are true to the best of their knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year first above written.

SEAL

Jean Dohrman
Notary Public in and for Idaho
Res. & P. O. Address: St. Maries
Commission expires: Life