

2012 NOV 26 AM 8:59

ARTICLES OF INCORPORATION
OF
Circles of Caring Adult Day Health Foundation, Inc.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit Corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I - NAME OF THE CORPORATION: The name of the Corporation is: Circles of Caring Adult Day Health Foundation, Inc.

Article II - STATUS: The Corporation is a nonprofit corporation.

Article III - PERIOD OF DURATION: The period of duration of the Corporation is perpetual.

Article IV - REGISTERED OFFICE AND AGENT: The location of the Corporation is in the City of Moscow, County of Latah and in the State of Idaho. The address of the initial registered office is: 225E. Palouse River Drive, Moscow, ID 83843 and the name of the initial registered agent at this address is: Barbara Mahoney

Article V - PURPOSES: The purposes for which the Corporation is organized and will be operated are as follows:

A. Circles of Caring Adult Day Health Foundation, Incorporated will provide community based health and wellness enhancement for vulnerable adults and frail elders. We will provide an opportunity for healthy living for our aging and at-risk population and a daytime care alternative for their care-providers. We will assist them in living and remaining at home in their own community for as long as safely possible. We will help them improve or maintain their physical and/or cognitive functional ability to be able to remain at home as they and their family desire. We will promote optimum health for our at-risk adults, our aging population, their families and the community at large through the development of an active treatment program and care-giving education within the community for vulnerable adults, the frail elders and their care-partners.

B. Said Corporation is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that

IDAHO SECRETARY OF STATE
11/26/2012 05:00
CK: 1625 CT: 276553 BH: 1348783
1 @ 30.00 = 30.00 INC NONP # 2

C196614

a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

Article VI – LIMITATIONS: No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private 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 forth in Article V hereof.

No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VII – NO MEMBERS: The Corporation shall not have any members.

Article VIII – BOARD OF DIRECTORS: The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
1. Cynthia A. Hosick	800 SE. Edge Knoll Dr. Pullman, WA 99163
2. Helen K. Stiller	935 SE. Glen Echo Rd. Pullman, WA 99163
3. Nicholas P. Lovrich	220 NW. Brandon Dr. Pullman, WA 99163
4. Richard Huggins	1415 NW. Orion Dr. Pullman, WA 99163
5. Nancy J. Tribble	922 Clay Ct. Moscow, ID 83843
6. Kristin O. Prieur	925 SE. Sunnymead Way Pullman, WA 99163
7. Robert F. Patrick	310 Nebraska Pullman, WA 99163

Article X - DISTRIBUTION ON DISSOLUTION: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code as amended from time to time, in

such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article XI – INCORPORATOR: The name and street address of the incorporator is: Nancy J. Tribble, 922 Clay Ct, Moscow ID 83843

Article XII – BYLAWS: Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Dated this 21 day of November, 2012: Nancy J. Tribble
Nancy J. Tribble Incorporator