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State of Idaho

Department of State

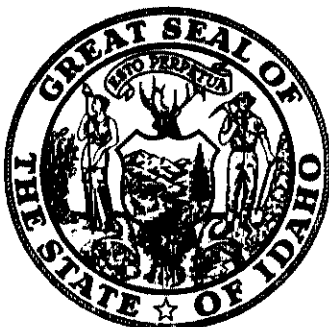
CERTIFICATE OF INCORPORATION OF

RICHFIELD SENIOR CITIZENS 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 RICHFIELD SENIOR CITIZENS 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: March 25, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION

1994

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NOW ALL MEN BY THESE PRESENTS:

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That we, the undersigned, all of Richfield, Idaho, all being residents and natural persons of the age of twenty one or more and citizens of the State of Idaho, and the United States of America, and acting as incorporators of a corporation formed under and pursuant to the provisions of Title 30, Chapter 10 of the Idaho Code, do hereby adopt and execute the following articles of Incorporation of 1994, and do hereby certify and declare:

ARTICLE I

That the name of said corporation is and shall be Richfield Senior Citizens Inc.

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ARTICLE II

The purpose for which this corporation is formed and is to be conducted and operated is as follows:

(a) To coordinate, conduct, maintain, and operate as an organization for the cultivation of friendship, the development of mutual interests, the sharing of social, educational and recreational projects, for all Senior Citizens in the Richfield area, and to transact all business properly connected with or incident to any or all of the objects and purposes of this corporation.

(b) 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, for all Senior Citizens in the Richfield area of Lincoln County, and to transact all business properly connected with or incident to any or all of the objects and purposes of this corporation.

(c) To purchase, have, hold, lease, use and take possession of own and enjoy any real or personal property necessary to, incident to or connect it with, the purposes of this corporation; and to sell, lease, alienate and dispose of the same at the pleasure of the corporation.

(d) To borrow or raise money for any of the purposes of this corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and assignment in trust, of the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or obligations of the corporation.

(e) The above enumerated purposes shall also be considered a statement of powers, and this corporation may do each and every thing suitable or proper for the accomplishment or attainment of the corporation. In addition thereto the corporation shall have, and may exercise any other or further powers or privileges granted by the law of the State of Idaho to corporations of this character. The statements contained in each clause shall be in no way limited or restricted by reference to or influence from the terms of any other clause, but shall be regarded as independent purposes and powers and no recitation, or declaration, or enumeration of specific powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers, not inconsistent herewith are included herein. The initial registered agent will be Frank M. Crother, Box 127 Richfield, Idaho 83349.

(f) The corporation need not carry out or engage in the pursuit of all of the foregoing purposes and powers, but it shall be sufficient if at any time the corporation is engaged in any one or more of such purposes and powers.

(g) Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 III

(a) This corporation shall not have any capital stock but it shall admit members into the corporation upon their arrival at the age of sixty (60) years.

(b) Voting power of the members of this corporation shall be equal and each member shall have one vote only.

(c) This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is not organized and will not be conducted for the purpose, directly or indirectly, fixing the price, or regulating the production of any article of commerce, or of produce of the soil, or consumption by the people.

(d) Membership in this corporation shall not be assignable and cannot be terminated or cancelled so long as the members comply with these articles of incorporation of 1994, the by-laws to be adopted here in under and the rules and regulations dictated by the Board of Directors for the government of the members of this corporation.

(e) Dues and assessments may be levied against the members of this association by the Board of Directors as provided in the by-laws.

(f) The rights and interests of all members in this corporation shall be equal, and no member can have or acquire a greater interest than any other member.

(g) Membership in this corporation shall not be limited. The signers of the Articles of Incorporation of 1984 and such other persons as may from time to time be elected to the membership of the corporation by the affirmative vote of a majority of the Board of Directors and/or in compliance with the by-laws of the corporation. Provided, however, that the by-laws may provide for automatic expiration of and/or re-election to membership. Further provided, that only persons over the age of sixty (60) years may become associate members, and such persons shall not enjoy any voting privileges what so ever.

(i) The members of this association shall never be or become liable for the payment of any of the debts or liabilities of the association, and the private property of the members shall not be subject to or liable for the payment of association debts to any extent whatever.

(j) Senior citizens need not become members to obtain services, including referral, counseling services relating to health, housing, finances, education, and employment, as well as participating in activities of the corporation, but non-members shall not enjoy any voting privileges what so ever.

ARTICLE IV

The government of this corporation, and the management of its affairs, shall be vested in a Board of Directors consisting of not less than six (6) nor more than twelve (12) members, and within such limits, the number of qualifications, term of office, manner of election, and powers and duties of directors shall be fixed and may be altered from time to time, as may be provided for in the by-laws. The incorporators shall act in the capacity of directors of this corporation until their successors are elected and qualified.

The corporation shall have the right to prescribe through its

by-laws for any matters and things pertaining to the directors, including the right to change the number thereof from time to time, not to exceed or be less than the number of directors set forth in these articles.

ARTICLE V

The annual meeting of this corporation shall be held at such time and place as may be provided for in the by-laws. Such other meetings of the members and of the Board of Directors shall be held as may be provided for in the by-laws.

ARTICLE VI

Upon the winding up or dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VII

These articles of incorporation of 1994 may be altered or amended by a majority vote of all members of the corporation present at any regular meeting thereof, or any special meeting called for that purpose, provided that a quorum, as specified in the by-laws of this association, or the laws of the State of Idaho, be present and notice of the proposed change has been given the members ten (10) days before the meeting.

ARTICLE VIII

(a) The location and post office address of the registered office of this corporation and the place where the principal place of business of this corporation is to be transacted is: The corner of Main and Oneida Street, P. O. Box 193, Richfield, Idaho 83859.

(b) The duration of this corporation shall be perpetual. IN WITNESS WHEREOF, we have here unto set our hands this 7 day of

March, 1994

VERIFICATION

STATE OF IDAHO)

ss
COUNTY OF LINCOLN)

I Lillian Swainston, A Notary Public, do hereby certify that
on this 7th day of March 1994, personally appeared
before me Frank L. Crowther, who being by me first duly sworn,
declared that he is the chairman of the Richfield Senior Citizens Inc.,
that he signed the foregoing document as Chairman of the corporation,
and that the statements therein contained were true.



Lillian Swainston
Notary Public for Idaho
residing at: Richfield, Idaho
My commission expires:
7-19-99

BOARD OF DIRECTORS

Frank L. Crowther Box 127 390 E. Kootenai St. Richfield, Idaho 83349
Burl Akins 305 N. 1150 E. Richfield, Idaho 83349
Clifford Dayley Box 73 225 E. Cassia St. Richfield, Idaho 83349
Myron D. Johnson Box 61 250 E. Bennock Richfield, Idaho 83349
Muriel Elavel Box 68 490 W. Cassia Richfield, Idaho 83349
Ed Appell 227 Cassia St. E. Richfield, Idaho 83349