

**CERTIFICATE OF INCORPORATION
OF**

PHS-RVERS, 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 _____

PHS-RVERS, 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 December 21, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

George H. ...
Corporation Clerk

ARTICLES OF INCORPORATION

OF

RECEIVED
PHS-RVERS, INC.
SECY. OF STATE

10 Dec 21 PM 1 52
KNOW ALL PERSONS TO WHOM THESE PRESENTS COME:

THAT WE, the undersigned, being citizens of the United States of America, and of lawful age, for the purpose of forming a non-profit corporation pursuant to TITLE 30, CHAPTER 3, IDAHO CODE, IDAHO NONPROFIT CORPORATION ACT, and for the purposes expressed herein, do hereby adopt the following ARTICLES OF INCORPORATION:

ARTICLE I

NAME

The name of this corporation shall be PHS-RVERS, INC.

ARTICLE II

DURATION

This corporation shall have perpetual duration.

ARTICLE III

PLACE OF BUSINESS

The location and post office address of the corporation's currently registered office in the State of Idaho is P.O. Box 68, Oakley, Idaho 83346. Name of the corporation's initial registered agent at such address is Reid C. Fairchild

ARTICLE IV

PURPOSES AND POWERS

This corporation is organized for the purposes of promoting, encouraging, and advancing the social, nutritional, educational,

mental, physical and economic welfare of all veterans of the World War II Japanese attack upon the Hawaiian Islands, in the year of 1941, all of whom, in addition to being United States Veterans, are Older Americans, as defined in the "Older Americans Act of 1965" (Public Law 89-73), and amendments thereto; and of such other Veterans and older Americans as may from time to time be deemed legally worthy of such supportive efforts and recognition. These purposes shall apply within the State of Idaho, and of the geographic United States of America, and such other places as such veterans or aging Americans may reside. Further activities shall be as described in the By-Laws of the Corporation.

In furtherance of this broad purpose, the corporation is empowered to: (1) collect, prepare, and circulate information on all aspects of Veterans and aging Americans programs and activities; (2) provide guidance, leadership, consultation, assistance, and coordination with agencies in communities in which said Veterans and aging Americans may reside; (3) provide opportunities for the exchange of ideas and information through conferences, seminars, and other means of communication; (4) establish centers for referral of Veterans and aging American's families to public agencies, and to activities of the PHS-RVERS available; (5) to assist in improving and increasing services to and among all persons included within membership of PHS-RVERS; (6) recommend and conduct education and training for persons involved in programs for senior Veterans and their families; (7) establish an exchange of reasonable personnel standards and practices; (8) serve as an advocate for members to governmental departments, volunteer agencies, and service organizations; and (9) initiate, promote

and support institutional changes to benefit aging Veterans of World War II, and of the Japanese Attack on Pearl Harbor, and other engagements of US Armed Forces.

In furtherance of these purposes, the Corporation is empowered: to contact and mobilize to the fullest extent possible all available resources, federal, state, and private; to take and to hold, directly or indirectly, by request, devise, gift, purchase or lease, either absolutely or in trust for any of its purposes, any property, real or personal without limitations as to amount or value; to borrow money, draw, make, accept, endorse, transfer, assign, execute, and issue bonds, debentures, notes, and other evidence of debt and for the purpose of securing indebtedness or contracts, assign, deliver, convey, mortgage, or pledge any property, real or personal without limitation as to amount or value for any of its purposes; to buy, sell trade, and deal in, stocks, bonds, securities of every nature, on margin or otherwise, and in connection therewith to borrow money and to pledge any and all stocks, bonds, securities, commodities, and contracts for the future delivery thereof.

This corporation is organized exclusively for charitable purposes, including, for such purpose, the making of distribution to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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 provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, nor 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 out in Article IV.

ARTICLE VI

MEMBERSHIP CERTIFICATES

This corporation is formed without any purpose of pecuniary profit to itself or its members and shall have no capital stock. Membership shall be by certificates rather than by shares.

MEMBERSHIP

Membership may be accepted at any meeting of the Corporation, or by mail. The voting rights and incidents of membership of all members shall be equal.

Any person over sixty (60) years of age, who is a veteran of the Japanese attack upon the Hawaiian Islands, or any other

aging American Veteran of any war engagement of the armed forces of the United States of America, may become a member of the Corporation if he or she demonstrates an interest in the purposes of the Corporation, agrees to abide by the By-Laws, and signs the form provided for that purpose by the Board of Directors.

There shall be no discrimination based on race, creed, sex, age or national origin.

ARTICLE VIII

DIRECTORS

The affairs of this Corporation shall be conducted by a Board of Directors, who shall be members of the Corporation. The Board shall consist of no less than the number required by the laws of the State of Idaho, and, under no circumstances, less than three. The numbers and qualifications of the Board of Directors shall be set forth in the By-Laws. The Board of Directors shall conduct all the business of this Corporation except that business specifically delegated to its executive committee and any other committees to which its authority may be lawfully delegated as becomes necessary in the fulfillment of its corporate purposes.

ARTICLE X

OFFICERS

The officers of this Corporation shall be selected from the members of the Board of Directors; their specific duties and method of selection shall be provided in the By-Laws. The names and post office addresses of the officers who shall serve until the first annual meeting of the members are:

Counsel: Leslie Echelberger Sec/Treasurer: Reid C. Fairchild
13 Arroyo Way Rte 1, Box 166A
Chico, CA 95926 Oakley, Idaho 83346

A meeting of the general membership of the corporation shall be held not less often than once each year. The date and place of the meeting may be established in the By-Laws, or may be designated by the Board of Directors after proper notice to the membership, but not later than thirty days before the date of said meeting. Because membership is widely scattered, geographically, notices of significant membership actions proposed at such meetings, must be reduced to writing, and immediately submitted to the general membership for written responses by mail, before final decisions are made. Such responses shall be considered as valid votes, as if the member(s) had been physically present at the meeting. An additional thirty days must be allowed for receipt of such responses, after date of the meeting, or of the mailing, whichever comes later. The Board of Directors, or 25 percent of the members of this Corporation may call a special meeting of the members, after the giving of proper notice as set forth in the laws of the State of Idaho, or in the By-Laws.

ARTICLE XIII

ODORON

A quorum for a meeting of the members of this Corporation shall be such members as personally attend any membership meeting, plus all members who respond to membership action proposals by mail.

ARTICLE XIII

LIABILITY

The private property of the members of this Corporation shall not be subject to the payment of the corporate debts and no member shall become individually liable or responsible for any debts or liabilities of the Corporation.

ARTICLE XIV

AMENDMENTS

These Articles of Incorporation and the By-Laws of the Corporation may be repealed, altered and amended or new Articles of Incorporation or new By-Laws may be adopted by the members, at any regular or special meeting of the members, by a majority vote of the holders of certificates of membership of this Corporation.

ARTICLE XV

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of this corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall so 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 such corporation is located or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such charitable purposes.

ARTICLE XVI

IN TESTIMONY WHEREOF the following persons acknowledge that they are citizens of the United States, of lawful age, and have joined together to incorporate this organization under TITLE 30, CHAPTER 3, IDAHO CODE, IDAHO NONPROFIT CORPORATION ACT.

John M. Crandall
2016 Panama
Boise, Idaho 83705

Jesse E. Pond, Jr.
Route 522 South
Sperryville, VA 22740

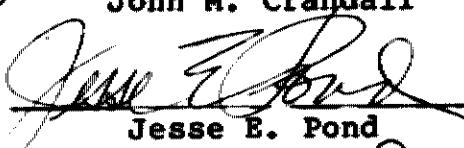
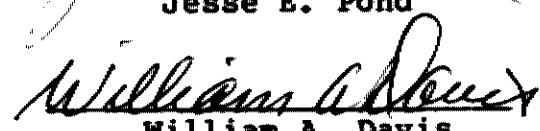
William A. Davis
18755 Chaco Lane
Apple Valley, CA 92307

James H. Moe
3900 Hillcrest Lane
Sacramento, CA 95821

Leslie N. Echelberger
13 Arroyo Way
Chico, CA 95926

Reid C. Fairchild
Rte 1, Box 166A
Oakley, ID 83346

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators designated in Article XVI, of the annexed and foregoing Articles of Incorporation, have executed said Articles of Incorporation as of the 7th day of December, 1988.


John M. Crandall

Jesse E. Pond

William A. Davis


James H. Moe

Leslie N. Echelberger

Reid C. Fairchild