

**Department of State.**

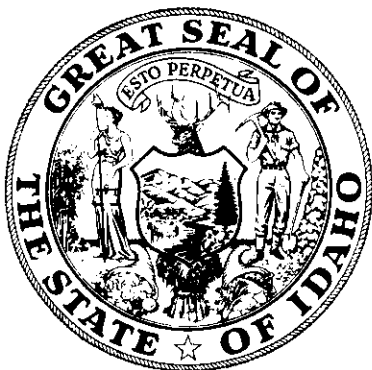
**CERTIFICATE OF AUTHORITY  
OF**

**KEMPER REHABILITATION MANAGEMENT, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **KEMPER REHABILITATION MANAGEMENT, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business 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 Authority to **KEMPER REHABILITATION MANAGEMENT, INC.** to transact business in this State under the name **KEMPER REHABILITATION MANAGEMENT, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated November 19, 19 79.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is KEMPER REHABILITATION MANAGEMENT, INC.
2. \*The name which it shall use in Idaho is KEMPER REHABILITATION MANAGEMENT, INC.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is October 23, 1978 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To prepare customized rehabilitation programs and coordinate the medical management of a patient with doctors, hospitals, rehabilitation centers and insured.

The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Attached Rider</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2000</u>	<u>Common</u>	<u>\$50.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
2000	Common	\$50.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated Nov. 12, 19 79

KEMPER REHABILITATION MANAGEMENT, INC.

By Marvin E. Verbeck  
Marvin E. Verbeck  
Its \_\_\_\_\_ President

and Wayne M. Koprowski  
Wayne M. Koprowski  
Its \_\_\_\_\_ Secretary

STATE OF Illinois )  
COUNTY OF Lake ) ss:

I, Jill D. Mortimer, a notary public, do hereby certify that on this 12th day of November, 19 79, personally appeared before me Marvin E. Verbeck, who being by me first duly sworn, declared that he is the President of KEMPER REHABILITATION MANAGEMENT, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Jill D. Mortimer  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

R I D E R

O F F I C E R S

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
M. E. Verbeck, 481-42-4866	President	609 West Campbell Court Arlington Heights, IL 60005
A. K. Kenyon, 053-32-2659	Vice-President	980 Barlino Road Crystal Lake, IL 60014
G. W. Spannenberg, 349-18-5608	Treasurer	4130 N. Major Avenue Chicago, IL 60634
Wayne M. Koprowski, 357-38-9599	Secretary	166 David Drive Palatine, IL 60067

D I R E C T O R S

R. F. Ballus	169 East Hillside Road Barrington, IL 60010
R. L. McClellan	310 Hickory Crystal Lake, IL 60014
G. L. Maatman	101 Carriage Road Barrington, IL 60010
D. R. Clark	704 Juniper Drive Palatine, IL 60067
M. E. Verbeck	609 West Campbell Court Arlington Heights, IL 60005

CERTIFICATE OF INCORPORATION  
OF NOV 19 41

NATLSCO REHABILITATION SERVICES, INCORPORATED  
STATE

FIRST. The name of the Corporation is NATLSCO REHABILITATION SERVICES, INCORPORATED.

SECOND. The address of its registered office in the State of Delaware is 100 West Tenth Street, Wilmington, New Castle County. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business and the objects and purposes proposed to be transacted, prompted and carried on, are to do any or all the things herein mentioned, either alone or in common with any person, and in any part of the world, or carry out the same, in whole or in part, through, by means of, with the aid of, or in the name of any other person or persons; and, in carrying on its business, or for the purpose of attaining or furthering any or all of its objects, to make, execute, take assignments of and perform contracts of any kind and description, and for any lawful purpose, as fully and to the same extent as natural persons might or could do. The Corporation may:

1. Engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

2. Engage in medical and vocational rehabilitation consulting services.

3. Prepare customized rehabilitation programs and coordinate the medical management of a patient with doctors, hospitals, rehabilitation centers and insurers.

4. Provide vocational evaluations, testing, counseling and job placement services.

5. Apply for, obtain, register, purchase, lease, use, own, sell assign, deal in, and dispose of any trademarks, trade names, brands, labels, patent rights, patents or copyrights, or applications with respect thereto, licenses, inventions, improvements, processes and secret formulae, whether or not used in connection with, or secured under, letters patent or otherwise of the United States or any foreign country and whether or not in any way relating to any of the businesses in which the Corporation may engage, and use and grant licenses in respect thereof.

The foregoing clauses shall be construed as both purposes and powers, and the matters expressed in each clause shall, except as otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the

Corporation, now or hereafter conferred, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed; and notwithstanding the foregoing enumeration of powers the Corporation shall have all necessary power to do anything that might directly or indirectly benefit it.

FOURTH. The total number of shares of capital stock which the Corporation shall have authority to issue is two thousand shares, all of which shall be common stock of the par value of fifty dollars (\$50.00) each, amounting in the aggregate to one hundred thousand dollars (\$100,000.00).

The powers, preferences, rights, qualifications and restrictions of such stock are as follows:

1. Dividends. The holders of the common stock shall be entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the board of directors.

2. Liquidation. Each share of common stock shall have equal rights and rights of preference on dissolution, liquidation, or winding up the corporation with each other share of common stock.

FIFTH. The name and mailing address of each incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Richard L. McClellan	Kemper Center Long Grove, IL 60049

<u>Name</u>	<u>Mailing Address</u>
Robert W. Satterfield	Kemper Center Long Grove, IL 60049
Marvin E. Verbeck	Kemper Center Long Grove, IL 60049

SIXTH. The Corporation is to have perpetual existence.

SEVENTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

EIGHTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

1. To make, alter or repeal the By-Laws of the Corporation.
2. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.
3. To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.
4. When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of a majority



of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporaton.

NINTH. Meetings of stockholders and of the Board of Directors may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

TENTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation or to change the Corporation's capital structure including changes arising from the issuance of debt or equity securities of the Corporation ranking senior to or on a parity with existing securities of the Corporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to these reservations.

ELEVENTH. 1. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or

(b) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 16<sup>th</sup> day of October, 1978.

Richard L. McClellan (SEAL)  
Richard L. McClellan

Robert W. Satterfield (SEAL)  
Robert W. Satterfield

Marvin E. Verbeck (SEAL)  
Marvin E. Verbeck

STATE OF ILLINOIS)  
                                ) SS  
COUNTY OF LAKE)

On this 17<sup>th</sup> day of October, 1978, personally came before me, a Notary Public for the State of Illinois, RICHARD L. MCCLELLAN, ROBERT W. SATTERFIELD, and MARVIN E. VERBECK, all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 17<sup>th</sup> day of October, 1978.

Barbara L. Brunk  
Notary public

My Commission Expires FEB 2 1982

NOTARIAL SEAL

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

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NATLSCO REHABILITATION SERVICES, INCORPORATED, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of NATLSCO REHABILITATION SERVICES, INCORPORATED resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " First " so that, as amended said Article shall be and read as follows:

"FIRST: The name of the corporation is Kemper Rehabilitation Management, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said NATLSCO REHABILITATION SERVICES, INCORPORATED has caused its corporate seal to be hereunto affixed and this certificate to be signed by M. E. Verbeck its President, and Wayne M. Koprowski, its Secretary, this 8th day of October, 1979.

By 

President

(CORPORATE SEAL)

ATTEST: By Wayne M. Koprowski

Secretary



# State of DELAWARE

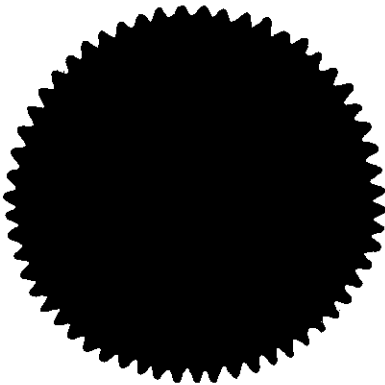


Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,*  
*do hereby certify* that the above and foregoing pages numbered from 1 to 8, both  
numbers inclusive, is a true and correct copy of Certificate of Incorporation of the  
"NATLSCO REHABILITATION SERVICES, INCORPORATED", as received and filed in this office  
the twenty-third day of October, A.D. 1978, at 10 o'clock A.M.

And I do hereby further certify that the above and foregoing page numbered 1, is  
a true and correct copy of Certificate of Amendment of the "NATLSCO REHABILITATION  
SERVICES, INCORPORATED", as received and filed in this office the eighteenth day of  
October, A.D. 1979, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* thirtieth *day*  
*of* October *in the year of our Lord*  
*one thousand nine hundred and* seventy-nine.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State