

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

PROHEALTH HOME CARE SERVICES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of PROHEALTH HOME CARE SERVICES, INC. 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

May 31, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sally J. Clark*

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OF

Pursuant to the unanimous consent resolution adopted by the Board of Directors of ProHealth Home Care Services, Inc., the corporation's Articles of Incorporation are hereby restated, with the following paragraphs from the corporation's Articles of Incorporation being amended as follows:

Paragraph 8 of the original Articles is hereby amended to state as follows:

8. REGISTERED AGENT AND OFFICE: The initial registered agent is: Elizabeth Standley, and the initial registered office is: 170 Jefferson, Pocatello, Idaho 83201-2673.

Paragraph 9 of the original Articles is hereby amended to state as follows:

9. BOARD OF DIRECTORS: The number of directors constituting the initial board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Elizabeth Standley  
1610 Homer  
Pocatello, ID 83201

Wanda Bebb  
411 Wyldwood  
Pocatello, ID 83201

Robert R. Horting  
928 West State  
Eagle, ID 83616

Cathryn G. Horting  
928 West State  
Eagle, ID 83616

Charlotte Mull  
546 W. Eldredge  
Pocatello, ID 83201

Paragraph 10 of the original Articles is hereby amended to state as follows:

10. INCORPORATORS: The names and addresses of the incorporators are: Elizabeth Standley, 1610 Homer, Pocatello, ID 83201; Wanda Bebb, 341 Wyldwood, Pocatello, ID 83201.

These Restated Articles of Incorporation hereby correctly set forth without change the following paragraphs of the original Articles, being paragraphs 1-7:

1. NAME: The name of the corporation is ProHealth Home Care Services, Inc.

2. DURATION: The period of its duration is perpetual.

3. PROFIT: This is a profit corporation.

4. PURPOSES: The purpose or purposes for which the corporation is organized is to provide health care in homes, and do all things incidental thereto and for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

5. SHARES AUTHORIZED: The aggregate number of shares which the corporation shall have authority to issue is as follows:

a. 10,000 shares of voting common stock with no par value.

b. 10,000 shares of non-voting common stock with no par value.

c. 10,000 shares of preferred stock with no par value. The preferred stock will have preference over the common stock as to the payment of dividends.

6. PRE-EMPTIVE RIGHTS: Shareholders shall have pre-emptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.

7. **BUSINESS AFFAIRS:** Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the corporation's By-Laws, including restrictions on the transfer of shares.

These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

DATED this 24 day of May, 1994.

Elinor Standley, President  
Elizabeth Standley, President

Wanda Bebb  
Wanda Bebb, Vice President

**ATTESTED BY:**

Wanda Bebb  
Wanda Bebb, Secretary

## VERIFICATION

STATE OF IDAHO )  
County of Bannock ) ss.

I, P. Bruce Palmer, a notary public, do hereby certify that on this 24 day of May, 1994, personally appeared before me Elizabeth Standley and Wanda Bebb who, being by me first duly sworn, declared that they are the President and Vice President, respectively, of ProHealth Home Care Services, Inc., that they signed the foregoing document as officers of the corporation, and that the statements therein contained are true.

Notary Public for Idaho  
Residing at *Boise, Idaho*  
My Commission Expires *2010*