



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

PINEWOOD MANOR, INC.

was filed in the office of the Secretary of State on the **Tenth** day
of **January** A.D. One Thousand Nine Hundred **Sixty-six** and
~~will be~~
/ duly recorded on ~~XXXXXX~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Coeur d'Alene in the County of **Kootenai**.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **10th** day of **January**,
A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION

of

PINEWOOD MANOR, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, DONALD E. MORRIS, AUGUST STETNER and ROBERT R. BAKER, all of whom are of legal age and citizens of the United States, have this day associated ourselves and do hereby and by these Articles of Incorporation unite and associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby acknowledge, enter into, and adopt the following Articles of Incorporation.

ARTICLE I.

The name of this Corporation shall be PINEWOOD MANOR, INC.

ARTICLE II.

The period of the duration of this Corporation shall be perpetual.

ARTICLE III.

The place of business of this Corporation is Coeur d'Alene, Kootenai County, Idaho, and the Post Office Address of its registered office in the State of Idaho shall be 2514 N. Seventh Street, Coeur d'Alene, Idaho.

ARTICLE IV.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, this Corporation shall have the following purposes and powers:

1. To establish and maintain for pecuniary profit in the City of Coeur d'Alene, County of Kootenai, State of Idaho, or elsewhere, a sanitarium or nursing home, including suitable apartments, offices, parlors, restaurants, and other facilities and conveniences for patients and private patients of physicians, surgeons, and others, and where such patients may receive any medical, surgical, or other treatment, board, lodging, care, and nursing and hygienic treatment.
2. To engage in any business whatsoever, either as principal or as agent or both, or as a syndicate, which the Corporation may deem convenient or proper in furtherance of any of the purposes herein mentioned or otherwise; to conduct its business in this state, in other states, in the District of Columbia, in the territories and possessions of the United States, and in foreign countries; and to have and to exercise all powers authorized by the laws of the State of Idaho under which the Corporation is formed, whether expressly set forth in this paragraph or not, as such laws are now in effect or may at any time hereafter be amended.
3. To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation.

The foregoing provisions of this Article IV shall be construed both as purposes and powers and each as an individual purpose and power in furtherance of, and not in limitation of, the powers which the Corporation may have under present or future laws of the State of Idaho.

ARTICLE V.

The total capital stock of this Corporation is Ten Thousand (\$10,000.00) Dollars consisting of One Hundred (100) shares of common stock of the par value of One Hundred (\$100.00) Dollars per share. There shall be only one (1) class of stock, common stock, and each share of stock shall be equal and non-assessable.

Any and all of the stockholders of this Corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferrability thereof and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the Corporation, written notice of such agreement shall be given to this Corporation by filing a copy thereof with the Secretary of the Corporation, and a reference to such agreement shall be stamped, written, or printed upon the certificate representing such shares, and the by-laws of this Corporation shall likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE VI.

The power to repeal and amend the corporate by-laws and the adoption of new by-laws is conferred upon the Board of Directors. Any by-laws so amended or adopted may be altered or repealed either by a two-thirds vote of the Board of Directors or by vote of two-thirds of the allotted shares of capital stock.

ARTICLE VII.

The names and post office addresses of each of the incorporators and a statement of the number of shares subscribed by each are as follows:

NAME OF SUBSCRIBER	ADDRESS	NUMBER OF SHARES	AMOUNT
Donald E. Morris	2514 N. 7th St. Coeur d'Alene, Idaho	1	\$ 100.00
August Stetner	3305 SW Haley Ave. Pendleton, Oregon	1	\$ 100.00
Robert W. Baker	1400 Madison Ave. Wenatchee, Washington	1	\$ 100.00

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 31st day of December, 1965.

Donald E. Morris
Donald E. Morris

August Stetner
August Stetner

Robert W. Baker
Robert W. Baker

STATE OF IDAHO :

ss.

County of Kootenai :

On this ~~31st~~ day of January, 1966 before me, the under-
signed Notary Public, personally appeared DONALD E. MORRIS, known
to me to be one of the persons whose name is subscribed to the foregoing
instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my Notarial Seal the day and year in this certificate first above written.

James S. Anderson
Charles E. Parpp
Notary Public for Idaho.
Residing at Coeur d'Alene.
My Commission Expires: 11-2-69

State of Oregon :
County of Umatilla: SS.

On this 3rd day of January, 1966, before me, the under-
signed Notary Public, personally appeared AUGUST STETNER, known to
me to be one of the persons whose name is subscribed to the foregoing
instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my Notarial Seal the day and year in this certificate first above written.

Eddie O Knopp
Notary Public for Oregon
Residing at 1614 SW Emigrant Pendleton
My Commission Expires: Dec. 20, 1966 ore

STATE OF WASHINGTON :
County of Columbia: SS.

On this 31 day of December, 1965, before me, the under-
signed Notary Public, personally appeared ROBERT W. BAKER, known to
me to be one of the persons whose name is subscribed to the foregoing
instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my Notarial Seal the day and year in this certificate first above written.

Don W. Phelps
Notary Public for Washington
Residing at Wenatchee
My Commission Expires: 4-24-67