



Department of State.

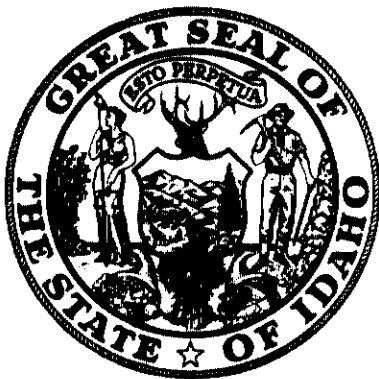
**CERTIFICATE OF INCORPORATION
OF**

OROFINO RETIREMENT PROPERTIES, 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 the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 04, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Hyslop*

9/19/90

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

OF

90 APR 4 AM 8 42 OROFINO RETIREMENT PROPERTIES, INC.

We, the undersigned, being all adult citizens of the United States of America, do hereby associate ourselves for the purpose of forming a corporation pursuant to Chapter 1 of Title 30, Idaho Code, and we do hereby adopt and certify the following Articles of Incorporation, to-wit:

ARTICLE I

The name of this corporation shall be "Orofino Retirement Properties, Inc."

ARTICLE II

The term of existence of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized are the transactions of any and all lawful businesses for which corporations may be incorporated under this act.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is One Hundred Thousand (100,000); the shares shall consist of one (1) class only; the par value of each share shall be the sum of Ten Dollars (\$10.00); the total authorized capital stock of the corporation is the sum of One Million Dollars (\$1,000,000.00). The stock of this corporation shall be nonassessable.

ARTICLE V

The address of the initial registered office of the corporation is 227 College Ave., Orofino, Idaho, 83544. The name of the initial registered agent of the corporation at the initial registered office of the corporation is Paul Pippenger. The mailing address of the office of the corporation is Post Office Box 2161, Orofino, Idaho, 83544.

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ARTICLE VI

The corporation shall have five (5) directors, except in the event that all of the shares of the corporation are owned beneficially and of record by fewer than five (5) shareholders, in which event the number of directors may be fewer than five (5) but not fewer than the number of shareholders.

The initial Board of Directors shall consist of five (5) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders and until their successors be elected and qualified are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Donna Leach	P.O. Box 1141 Orofino, Idaho 83544	1
Harriet Reece	Rt.1 Box 1070 Kendrick, Idaho 83537	1
Paul Pippenger	P.O. Box 463 Orofino, Idaho 83544	1
Steve Crockett	P.O. Box 511 Orofino, Idaho 83544	1
Dennis Thompson	P.O. Box 231 Orofino, Idaho 83544	1

ARTICLE VII

The name and address of each incorporator is:

Donna R. Leach	P.O. Box 1141	Orofino, ID 83544
Paul L. Pippenger	P.O. Box 463	Orofino, ID 83544
Harriet Reece	Rt.1 Box 1070	Kendrick, ID 83537

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this 2nd day of April, 1990.


Donna R. Leach


Paul L. Pippenger


Harriet Reece

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STATE OF IDAHO)
) ss.
County of Clearwater)

On this 2nd day of April, 1990, before me, Shannon M. Mangum, a notary public in and for the state of Idaho, personally appeared Donna R. Leach, Paul Pippenger, and Harriet Reece, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Shannon M. Mangum
Notary public in and for
the State of Idaho,
residing at Orofino,
therein. My commission
expires: 12-11-95