

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

HOME CARE MEDICAL, INC.  
File Number C 75343

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 HOME CARE MEDICAL, INC., changing the corporate name to NORTHWEST HOME MEDICAL, 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.

Dated: September 23, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sally J. Clark*

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ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
HOMECARE MEDICAL, INC.

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Articles of Amendment to the Articles of Incorporation of HOMECARE MEDICAL, INC. are herein executed by said Corporation pursuant to the provisions of Section 30-1-59, et seq., of the Idaho Business Corporation Act, as follows:

1. The name of the Corporation is HOMECARE MEDICAL, INC.
2. The amendments to the Articles of Incorporation of said Corporation are as follows, which amendments **shall be effective as of October 1, 1994**:

ARTICLE I shall be amended to read as follows:

ARTICLE I

"The name of this corporation shall be 'Northwest Home Medical, Inc.'.

A new ARTICLE VIII shall be added to read as follows:

ARTICLE VIII

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (ii) conduct violating Section 30-1-48 of the Idaho Business Corporation Act, or (iii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the

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foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law.

3. The date of the adoption of said amendments by the shareholders of the Corporation is August 10, 1994.

4. The number of shares outstanding of the Corporation is \* (320) shares, all of which are entitled to vote.

5. The number of shares voting for and against said amendment, respectively, were as follows:

For Amendment	<u>320</u> Shares
Against Amendment	<u>-0-</u> Shares

6. The amendment does not provide for the exchange, reclassification, or cancellation of issued shares.

7. The amendment does not effect a change in the amount of stated capital of the Corporation.

DATED this 10<sup>th</sup> day of August, 1994.

HOME CARE MEDICAL, INC.

By WILLIAM P. McCARTY, President

By JOHN D. BEEBE, JR., Secretary

\*Three Hundred Twenty

STATE OF IDAHO )  
County of Kootenai ) :ss

WILLIAM P. McCARTY, being first duly sworn on oath, deposes and says:

That I am the President of HOMECARE MEDICAL, INC.; that I have read the within and foregoing Articles of Amendment to Articles of Incorporation; know the contents thereof, and believe the same to be true.



Michael J. McCloskey

SUBSCRIBED AND SWORN TO before me this 10 day of  
August, 1994.

Kerry D. Stedish  
Notary Public in and for the State  
of Idaho, residing at Rathdrum  
My Commission Expires 12/29/94

STATE OF IDAHO )  
County of Kootenai )

JOHN D. BEEBE, JR., being first duly sworn on oath, deposes and says:

That I am the Secretary of HOMECARE MEDICAL, INC.; that I have read the within and foregoing Articles of Amendment to Articles of Incorporation; know the contents thereof, and believe the same to be true.



SUBSCRIBED AND SWORN TO before me this 20<sup>th</sup> day of  
September, 1994.

Marilyn Courier  
Notary Public in and for the State  
of Idaho, residing at Coeur d'Alene  
Commission expires: 9/23/94