

State of Idaho

Department of State.

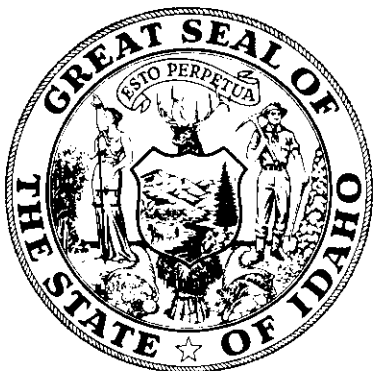
CERTIFICATE OF AUTHORITY OF

WESTWORLD COMMUNITY HEALTHCARE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **WESTWORLD COMMUNITY HEALTHCARE, 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 **WESTWORLD COMMUNITY HEALTHCARE, INC.** to transact business in this State under the name **WESTWORLD COMMUNITY HEALTHCARE, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 13, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

'83 OCT 13 AM 8:48

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

SECRETARY OF
STATE

1. The name of the corporation is Westworld Community Healthcare, Inc.

2. The name which it shall use in Idaho is Westworld Community Healthcare, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of California

4. The date of its incorporation is July 6, 1982 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 23072 Lake Center Drive, Suite 200, El Toro, CA 92630

6. The address to which correspondence should be addressed, if different from that in item 5.

Same as Item 5

7. The street address of its proposed registered office in Idaho is 49 West First, North
St. Anthony, Idaho 83445, and the name of its proposed registered agent in Idaho at that address is William Forsberg

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Healthcare

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

Name

Office

Address

PLEASE SEE ATTACHED

(continued on reverse)

10. 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
4,000,000	A	\$1.00/Share

11. 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
1,739,910	A	\$1.00/Share

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
13. 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: October 6, 1983

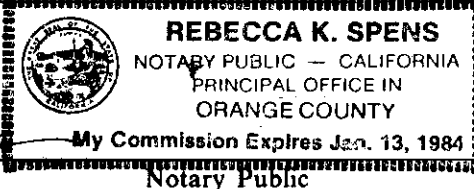
Westworld Community Healthcare, Inc.
By *Michael D. Dunn*
Its President/~~Not President~~ (please specify)
and *Elizabeth J. Cross*
Its Secretary/~~Assistant Secretary~~ (please specify)

STATE OF California)
)ss
COUNTY OF Orange)

I, Rebecca K. Spens, a notary public, do hereby certify that on
this 6th day of October, 19 83, personally appeared before me
Michael D. Dunn, who being by me first duly sworn, declared that he is the
President of Westworld Community Healthcare, Inc.

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

Rebecca K. Spens



O F F I C E R S
OF
WESTWORLD COMMUNITY HEALTHCARE, INC.
OCTOBER, 1983

Michael D. Dunn
32221 Cook Lane
San Juan Capistrano, CA 92675
(714) 493-1093

Chairman, President and
Chief Executive Officer

Henry Blakley
24486 Christina Court
Laguna Hills, CA 92653
(714) 581-9487

Executive Vice President and
Chief Operating Officer

Jeffrey R. Smith
2010 "M" Street, S.W.
Miami, OK 74354
(918) 540-2117

Vice President - Midwest
Division

Michael B. Files
3041 Cypress Avenue
Kingsburg, CA 93631
(209) 897-2163

Vice President - Western
Division

John S. Wilson
254 South Hillcrest Street
Anaheim, CA 92807
(714) 998-7916

Vice President and Chief
Financial Officer

Frank L. Thompson
25311 Barents
Laguna Hills, CA 92653
(714) 586-3777

Vice President - Administration

Elizabeth J. Cress
24631 Mendocino Court
Laguna Hills, CA 92653
(714) 831-5637

Corporate Secretary

BOARD OF DIRECTORS

Michael D. Dunn, Chairman
32221 Cook Lane
San Juan Capistrano, CA 92675
(714) 493-1093

Henry Blakley
24486 Christina Court
Laguna Hills, CA 92653
(714) 581-9487

Walter S. Huff, Jr.
HBO & COMPANY
301 Perimeter Center North
Atlanta, GA 30346
(404) 393-6000

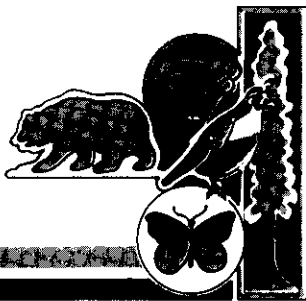
David R. Holbrooke, M.D.
Centaur International
2310 Mason Street
San Francisco, CA 94133
(415) 981-4933

Richard L. Stensrud
St. Louis University Hospital
1325 So. Grand Boulevard
St. Louis, MO 63104
(314) 771-7600

Donald L. Lucas
3000 Sand Hill Road
Building #3 - Suite 210
Menlo Park, CA 94025
(415) 854-4223

July 29, 1983

23072 Lake Center Drive, Suite 200, Lake Forest, CA 92630 (714) 768-2981



State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

OCT 7 1983



March Fong Eu

Secretary of State

Best copy available

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FILED
In the Office of the Secretary of State
of the State of California

JUL 6 - 1982

By Max Montgomery
Secretary

ARTICLES OF INCORPORATION

OF

WESTWORLD COMMUNITY HEALTHCARE, INC.

FIRST

The name of this corporation is:

WESTWORLD COMMUNITY HEALTHCARE, INC.

SECOND

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THIRD

The name and address of this corporation's initial agent for service of process is:

✓ Michael D. Dunn
32221 Cook Lane
San Juan Capistrano, California 92675

FOURTH

The total number of shares that the corporation is authorized to issue is 500,000 divided into two classes. The designation of each class, the number of shares of each class, are as follows:

<u>Class</u>	<u>Number of Shares</u>
A	400,000
B	100,000

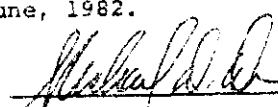
The preference, qualifications, limitations, restrictions and special or relative rights with respect to each class are:

Class "B" shall not have any voting rights with respect to their shares.

FIFTH

The number of directors of this corporation shall be set forth in the By-Laws of the Corporation as adopted and amended from time to time in the manner authorized by law.

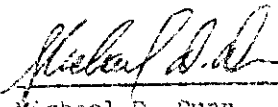
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, the undersigned incorporator has executed these Articles of Incorporation this 28th day of June, 1982.


Michael D. Dunn

DECLARATION

The undersigned hereby declares under penalty of perjury that I am the person executing the foregoing instrument and that said instrument is the act and deed of each of us.

Executed at Newport Beach, California this 28th day of June, 1982.


Michael D. Dunn

A252376

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CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
WESTWORLD COMMUNITY HEALTHCARE, INC.

FILED
In the office of the Secretary of State
of the State of California

AUG 12 1982

MARION FONG EU, Secretary of State

Deputy

Michael D. Dunn, and Elizabeth Cress certify that:

1. They are the President and Secretary respectfully of Westworld Community Healthcare, Inc. a California Corporation.
2. Article 6 of the Articles of Incorporation of said Corporation shall be added to read as follows:

Each share shall have a par value of \$1.00.

Upon adoption of this amendment, each outstanding Class A share is reconstituted as a Class A share of a par value of \$1.00. That at the time of the adoption of the amendment there were no Class B non-voting shares that are outstanding.

3. That at a meeting of the board of directors held on August 9, 1982 at 8:00 p.m. at El Toro, California, there was duly adopted a resolution approving the foregoing amendment to the Articles of Incorporation as set forth herein.

4. That the shareholders of the Corporation adopted and approved the same amendment by unanimous written consent as prescribed by Section 902(a) of the Corporations Code of the State of California.

5. That the number of shares entitled to vote on or consent to the amendment is 122,300 shares and 100 percent of the outstanding voting shares voted in favor of the resolution in favor of the amendment.

IN WITNESS WHEREOF, the undersigned have executed the certificate on August 9, 1982.

Signature/

Signature/

Michael D. Dunn
Elizabeth J. Cress

Each of the undersigned declares under the penalty
of perjury that the matters set forth in the foregoing
certificate are true and correct of his or her own knowledge
and that this declaration was executed on August 9, 1982 at
El Toro, California

Signature/

Michael W. D.

Signature/

Barbara S. Cross

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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
WESTWORLD COMMUNITY HEALTHCARE, INC.

FILED
In the office of the Secretary of State
of the State of California

DEC 21 1962

SECH HONG EL, Secretary of State

Copy

Michael D. Dunn and Elizabeth J. Cross certify
that:

1. They are the president and secretary,
respectively, of Westworld Community Healthcare, Inc., a
California corporation.

2. Article Fourth of the Articles of Incorporation
of this corporation is amended to read as follows:

"The total number of shares that this
corporation is authorized to issue is 5,000,000
divided into two classes. The designation of
each class, and the number of shares of
each class are as follows:

<u>Class</u>	<u>Number of Shares</u>
A	4,000,000
B	1,000,000

The preference, qualifications, limitations,
restrictions, and special or relative rights with respect
to each class are:

Class B will be restricted to all voting
privileges with respect to their shares
until further amended by the board of
directors.

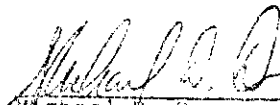
Upon the amendment of this article to read as
herein set forth, each outstanding share is split up and
converted into 10 shares."

3. The foregoing amendment of articles of
incorporation has been duly approved by the board of directors.

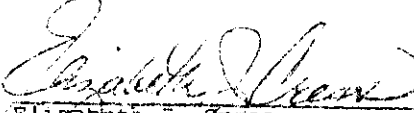
4. No shareholder approval is required pursuant
to Section 902(c) of the California Corporations Code because
the amendment is effecting only a stock split, including an
increase in the authorized number of shares in proportion
thereto, and no shares of Class B are outstanding at the time
of this amendment.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 17, 1982



Michael E. Dunn,
President



Elizabeth J. Cross,
Secretary

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AR00017

FILED
in the office of the Secretary of State
of the State of California

FEB 2 1983

RESTATED ARTICLES OF INCORPORATION
OF
WESTWORLD COMMUNITY HEALTHCARE, INC.

WOMEN FOR CH. Secretary of State
By [Signature]
Secretary

Michael D. Dunn and Elizabeth J. Cress certify

that:

1. They are the president and secretary, respectively, of Westworld Community Healthcare, Inc., a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

FIRST

The name of this corporation is:

WESTWORLD COMMUNITY HEALTHCARE, INC.

SECOND

The purpose of this corporation is to engage in any and all activity for which a corporation may be organized under the General Corporation Law of California other than the banking laws, and the trust business, business or the practice of a profession, occupation or vocation as prohibited by the California Corporations Code.

THIRD

The corporation is authorized to issue only one class of shares, and the total number of shares which the corporation is authorized to issue is Four Million (4,000,000). Each such share shall have a par value of One Dollar (\$1.00). Upon the amendment of this article as read as herein set forth, each outstanding share of Class A stock is redesignated as capital stock.

FOURTH


The number of directors of this corporation shall be set forth in the Bylaws of the corporation as adopted and amended from time to time in the manner authorized by law.

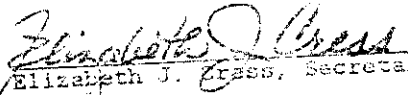
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly adopted by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of this corporation is 1,262,160. There were no shares of Class B Stock outstanding at the time of this amendment. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: January 27, 1968


Michael J. Conn, President


Elizabeth J. Crass, Secretary