

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

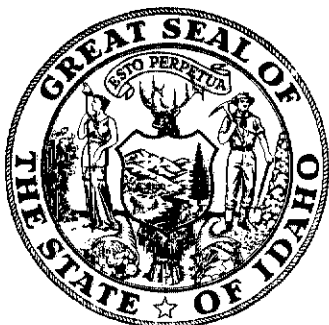
HISPANIC SENIOR CITIZENS OF CANYON COUNTY, INC.

File number C 108385

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 HISPANIC SENIOR CITIZENS OF CANYON COUNTY, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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: November 23, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Sikel*

ARTICLES OF INCORPORATION
OF
HISPANIC SENIOR CITIZENS OF CANYON COUNTY, INC.

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a non-profit cooperative association under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 10. We do hereby certify, declare and adopt the following Article of Incorporation.

ARTICLE I.

The name of the Association is: HISPANIC SENIOR CITIZENS OF CANYON COUNTY, INC.

ARTICLE II.

The period of existence and the duration of the life of this Association shall be perpetual.

ARTICLE III.

The location and post office address of the registered office of this Association shall be 304 North Kimball, Caldwell, Canyon County, Idaho. The initial registered agent shall be Mrs. Alicia Sein.

ARTICLE IV.

This Association shall be a non-profit membership Association and its membership shall be non-assessable.

ARTICLES OF INCORPORATION

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stock shall be issued and no dividend or pecuniary profits shall be declared or paid to members thereof.

ARTICLE V.

(1) The nature of the activity and the object and purpose of this Association shall be as follows:

- (a) To provide, furnish and operate services and/or facilities in the Caldwell, Canyon County area for senior citizens 60 years of age and older.
- (b) To accommodate all senior citizens 60 years of age or older without regard to race, color, sex, creed or national origin.

(2) In order to carry out the foregoing, and strictly limited thereto, where not consistent with Title 30, Idaho Code, the Association shall have the following powers:

- (a) To exercise generally all powers and authority customarily exercised by a non-profit cooperative association.
- (b) To buy, sell, acquire, hold or mortgage, or enter into security agreements, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.
- (c) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, easements, hereditaments and appurtenances of all kinds and wheresoever situated and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.
- (d) To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or

- assets, real or personal, at any time owned or held by this corporation.
- (e) To accept gifts and grants of all kinds, from any and all sources, including but not limited to the State and Federal governments.
 - (f) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Association, and which now or hereafter may be authorized by law.
 - (g) The foregoing clauses are to be construed both as objects and powers. As hereby expressly provided, an enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the Association. The Association shall have the power to do all acts that are necessary and convenient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do, within the framework of these Articles of Incorporation, and the general corporation laws of the State of Idaho.

ARTICLE VI.

The Association shall execute a membership certificate to each member thereof, and any transfer or assignment of said membership certificate shall be governed by law and the By-Laws of this Association. The qualifications for membership, fees, dues or assessments shall be strictly as prescribed by the By-Laws of this Association. The rights and interests of all members shall be equal, and no member can have or acquire a greater interest in this Association than any other member.

ARTICLE VII.

The general officers of this Association shall be

President, Vice-President, Secretary and Treasurer, provided, however, that the office of Secretary and Treasurer may be combined. The number of directors of this Association and the duties of the general officers of the Association and the Board of Directors shall be prescribed by the By-Laws. The mode of election of the general officers and the Board of Directors shall be as prescribed by the By-Laws.

ARTICLE VIII.

These Articles of Incorporation and the By-Laws of the Association may be amended in the manner provided by State Law for a non-profit cooperative association at the time of any such amendment.

ARTICLE IX.

The names and post office address of each of the incorporators and directors of the Association are as follows:

Alicia Sein, President	1307 First St. So. Nampa, ID 83651
Eliza Ortega, Vice-President	716 No. 9th Caldwell, ID 83605
Maria Loera, Secretary	2516 College Caldwell, ID 83605
Roy Cortez, Treasurer	407 19th Ave. No. Nampa, ID 83651

ARTICLE X

This Association is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. On the winding up and dissolution

of this association after payment of or adequate provision for the debts and obligations of the Association, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt statutes under Section 501, Subdivision (c) (3) of the Internal Revenue Code. If this Association holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the District Court of the county in which this Association's principal office is located, on petition therefore by any person concerned in the liquidation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 9th day of September, 1994.

Alicia Seer

Elisa C. Ortega

Maria Laera

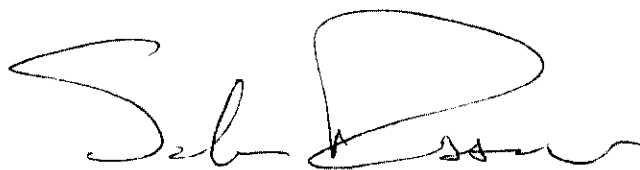
Ray Cortez

STATE OF IDAHO)
)
County of Canyon)

On this the 9th day of September, 1994, before me, the undersigned Notary Public for the State of Idaho, personally came ALICIA SEIN, ELIZA ORTEGA, MARIA LOERA, and ROY CORTEZ 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.

(SEAL)



NOTARY PUBLIC FOR IDAHO

Residing at:

My Commission Expires:

5/14/97