

101210

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

GOLDEN AGE ALTERNATIVES, 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: February 25, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeVries*

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IDaho SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

GOLDEN AGE ALTERNATIVES, INC.

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SEC. OF STATE

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The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **NAME**: The name of the corporation is Golden Age Alternatives, Inc.
2. **DURATION**: The period of it's duration is perpetual.
3. **PROFIT**: This is a profit corporation.
4. **PURPOSES**: The purpose or purposes for which the corporation is organized is to own and operate residential care homes, and do all things incidental thereto and for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
5. **SHARES AUTHORIZED**: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of no par value common stock.
6. **PRE-EMPTIVE RIGHTS**: Shareholders shall have pre-emptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.
7. **BUSINESS AFFAIRS**: Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the corporation's By-Laws, including restrictions on the transfer of shares.

8. **REGISTERED AGENT AND OFFICE:** The initial registered agent is: Bryon L. Martin, and the initial registered office is at 1501 Baldy, Pocatello, Idaho 83201.

9. **BOARD OF DIRECTORS:** There shall be no Board of Directors. Pursuant to Idaho Code §30-1-35 the powers and duties conferred or imposed upon the Board of Directors by the Idaho Business Corporation Act shall be exercised or performed by the President of the corporation as provided by the corporation's By-Laws.

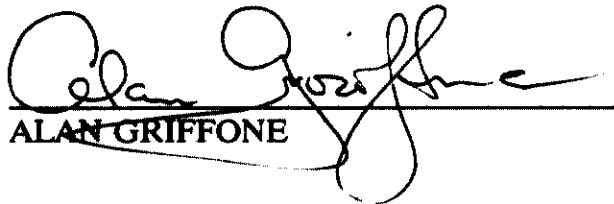
10. **INCORPORATOR:** The name and address of the incorporators are

Bryon L. Martin
1172 East Fremont
Pocatello, Idaho 83201

Alan Griffone
2241 South Fairway Drive
Pocatello, Idaho 83201

DATED this 23rd day of February, 1993.


BRYON L. MARTIN


ALAN GRIFFONE


STATE OF IDAHO)
 : ss

County of Bannock)

On this 23rd day of February, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared BRYON L. MARTIN, known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

(SEAL)



NOTARY PUBLIC FOR IDAHO
Residing at Pocatello
My Commission Expires: 12/94

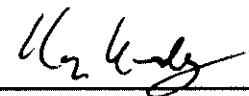
STATE OF IDAHO)
 : ss

County of Bannock)

On this 23rd day of February, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared ALAN GRIFFONE, known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

(SEAL)



NOTARY PUBLIC FOR IDAHO
Residing at Pocatello
My Commission Expires: 12/94