



**Department of State.**

**CERTIFICATE OF INCORPORATION**

**LOUIS E. CLAPP**

I, ~~ARTHUR H. DOUGLASS~~ Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of **JOSEPH C. KEMPF, INC.**

was filed in the office of the Secretary of State on the **Twenty-eighth** day of **December** A.D. One Thousand Nine Hundred **Sixty-six** and **will be**

duly recorded on ~~File No.~~ **Microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

**Perpetual existence** from the date hereof, with its registered office in this State located at

**IDAHO FALLS** in the County of **Bonneville**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **28th** day of **December**, A.D., 19 **66**

Secretary of State.

ARTICLES OF INCORPORATION

OF

JOSEPH C. KEMPF, INC.

KNOW ALL MEN BY THESE PRESENTS;

That we, EDGAR B. JENSEN, of Boise, Idaho, JOSEPH C. KEMPF and JOAN E. KEMPF, of Idaho Falls, Idaho, all being persons of legal age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

I.

That the name of said corporation is

JOSEPH C. KEMPF, INC.

II.

That the purposes for which the said corporation is formed are as follows:

1. To own, lease and operate one or more hotels and all adjuncts and accessories thereto, including restaurants, lounges, barber shops, news and cigar stands, and to furnish amusements therefor, and to do and perform any and all things for the pleasure, comfort, convenience and amusement of guests in said hotels; to own, lease and operate in connection with said hotels or otherwise a residence retirement center, institution, boarding home, and other establishment suitable for the reception, care and treatment of elderly persons, and to engage generally in any causes or objects in order to promote the cultural, social, literary, mental and physical welfare of elderly people.
2. To build, purchase, lease, acquire, own, hold, maintain, improve, use and occupy real property of all kinds and all interests therein that may be necessary, useful or convenient in connection with any of the objects or purposes of the corporation.

3. To create, establish, build up and maintain a selling or purchasing organization for the promotion, sale and advertisement of all services rendered by the corporation and all products and other property used or dealt with by the corporation.
4. To acquire by purchase, subscription, or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates with respect to the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality, or other political subdivision, or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.
5. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government, or colony or dependency thereof.
6. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted directly or indirectly and shall not be entitled to receive dividends.
7. To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

8. To acquire, and to make payment therefor in cash or the stock or bonds of the corporation or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of, any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.
9. To borrow or raise money for any of the purposes of the corporation, without limit as to amount, and in connection therewith, to grant collateral or other security either alone or jointly with any other person, firm or corporation and to make, execute, draw, accept, endorse, discount, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to confer upon the holders of any of its obligations such powers, rights, and privileges as from time to time may be deemed advisable by the Board of Directors, to the extent permitted under the laws of the State of Idaho; to lend and advance money, extend credit, take notes, open accounts and every kind and nature of evidence of indebtedness and collateral security in connection therewith.
10. To have, exercise and enjoy all powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 1, Title 30, Idaho Code, and present and/or future amendments thereto, and to do any act or other thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes.
11. To exercise and perform any and all of the hereinabove mentioned and described powers, both within and without the State of Idaho.

### III.

That the duration of said corporation shall be perpetual.

### IV.

That the location and post office address of the registered office of said corporation in Idaho shall be 545 Shoup Avenue, Idaho Falls, Idaho.

v.

That the shares of stock of said corporation are not to be classified and shall all be common stock, and that the authorized shares of said corporation shall be Five Thousand (5000) in number, of the par value of Ten and No/100 Dollars (\$10.00) each, and of the aggregate par value of Fifty Thousand and No/100 Dollars (\$50,000.00).

That the said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

VI.

That the names and post office addresses of each of the incorporators of said corporation and the number of shares therein subscribed by each of said incorporators are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. SHARES SUBSCRIBED</u>
Edgar B. Jensen	413 Idaho Boise, Idaho	One (1) Share Common Voting Stock
Joseph C. Kempf	2225 S. Boulevard Idaho Falls, Idaho	One (1) Share Common Voting Stock
Joan E. Kempf	2225 S. Boulevard Idaho Falls, Idaho	One (1) Share Common Voting Stock

IN WITNESS WHEREOF, we have hereunto set our hands and seals this \_\_\_\_\_ day of December, 1966.


Joan E. Kempf (SEAL)  
Joseph C. Kempf (SEAL)  
Edgar B. Jensen (SEAL)

STATE OF IDAHO )  
 )  
County of ADA ) ss.

ON THIS 28th day of December, 1966, before me, the undersigned, a Notary Public in and for said State, personally appeared EDGAR B. JENSEN, known to me to be the person whose name is subscribed ✓

to the within and foregoing instrument, and acknowledged to me that he 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.

  
Notary Public for Idaho  
Residing at BOISE, Idaho

STATE OF IDAHO                    )  
  )    ss.  
County of Bonneville         )

ON THIS 23 day of December, 1966, before me, the undersigned, a Notary Public in and for said State, personally appeared JOSEPH C. KEMPF and JOAN E. KEMPF, known to me to be the persons whose names are subscribed to the within and foregoing 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.

  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho