

Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

CLEARMATER COMMUNITY DEVELOPMENTS, INC.

was filed in the office of the Secretary of State on the **Fourteenth** day
March ~~thirty-six~~ A.D. One Thousand Nine Hundred ~~and~~
will be ~~microfilm~~
duly recorded on Film No. 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
Orofino, **Clearwater.**
in the County of

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 **14th** day of **March**,
66
A.D., 19 .

Secretary of State.

ARTICLES OF INCORPORATION
OF
CLEARWATER COMMUNITY DEVELOPMENTS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify and set forth Articles of Incorporation as follows: to-wit:

ARTICLE I.

Name

That the name of this corporation is and shall be:
CLEARWATER COMMUNITY DEVELOPMENTS, INC.

ARTICLE II.

Purposes

That the purposes for which the said corporation is organized and formed are as follows, to-wit:

A. To construct, own, buy, sell, lease, equip and operate rest homes, nursing homes and hospitals for the care of the aged and infirm; to construct, own, buy, sell, lease, equip and operate hotels, apartments, multiple dwelling units, and residences of all kinds; to sell and/or lease any or all of the same; to construct, own, buy, sell, lease, equip and operate restaurants, cafes and retail stores of all kinds; and to do any and all things necessary or incident to the business of the corporation, and to exercise the powers herein set forth as fully as natural persons, whether as principal, agent, trustee or otherwise.

B. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease real or personal property; to dispose of,

sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation; and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, debentures and securities and other evidences of indebtedness of other corporations, domestic or foreign.

C. To manufacture, buy or otherwise acquire and/or lease, sell or otherwise dispose of, market, trade, warehouse, deal in and distribute goods, wares and merchandise of every kind and character; to purchase, own, hold, mortgage, pledge or otherwise give liens against, develop, sell, lease, exchange, transfer or in any manner whatsoever acquire, use, deal in and dispose of real and personal property, and rights and interests therein, of every kind and nature.

D. To do all or any of the above things as principal, agent, contractor, trustee and by or through trustees, agents or otherwise; and to do all such other things as are necessary, convenient or expedient to the above purposes.

ARTICLE III.

Duration

That this corporation shall have perpetual existence unless and until dissolved in the manner prescribed by law.

ARTICLE IV.

Office

That the principal office of and for this corporation, and the place where the business of the said corporation shall be transacted, is and shall be at Route 2, Orofino, County of Clearwater, State of Idaho.

ARTICLE V.

Shares

That this corporation is authorized to issue only one class of shares of stock, the total number of which is and shall be two thousand five hundred (2,500.00) shares of the par value of One Hundred Dollars (\$100.00) per share; for a total aggregate par value of Two Hundred Fifty Thousand Dollars (\$250,000.00).

ARTICLE VI.

Subscription

That the amount of capital stock actually subscribed is four (4) shares, the same being subscribed by the incorporators, the names and addresses of whom, and the amount of stock actually subscribed by each, being as follows:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
A. B. Curtis	Box 546, Orofino, Idaho	1
William I. Parr	3540 12th Street, Lewiston, Idaho	1
Gerald H. Lumper	Route 2, Orofino, Idaho	1
K. E. Moscrip	Pierce, Idaho	1

ARTICLE VII.

Directors

That the business of the corporation shall be managed by a board of five directors, whose qualifications, terms of office, powers and duties shall be prescribed in the Code of By-Laws of the corporation.

ARTICLE VIII.

Amendment

That these Articles of Incorporation may be amended by the vote of the holders of a majority of the voting power of all

shareholders at any regular meeting, or at any special meeting duly called upon notice of the specific purpose thereof.

ARTICLE IX.


Qualifications

That each of the incorporators certifies and declares that he is over the age of twenty-one years, and that he is a citizen of the United States.

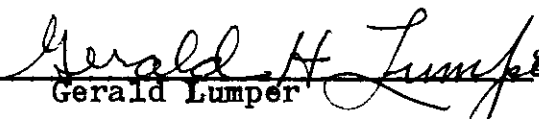
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 10th day of March, 1966.



A. B. Curtis SEAL



William I. Parr SEAL



Gerald Lumper SEAL



K. E. Moscrip SEAL

STATE OF IDAHO)
)ss.
County of Clearwater)

On this 10th day of March, 1966, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared A. B. Curtis, William I. Parr, Gerald H. Lumper and K. E. Moscrip, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknow-

ledged 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.

Warren B. Hanson

Notary Public in and for the
State of Idaho, residing at
Orofino, therein.