



CERTIFICATE OF INCORPORATION
OF

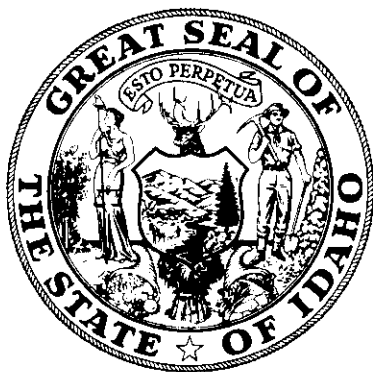
CAUDEBEC ACRES, INC.

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 CAUDEBEC ACRES, 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 October 16, 19 79.



SECRETARY OF STATE

Corporation Clerk

FILED

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ARTICLES OF INCORPORATION
OF
CAUDEBEC ACRES, INC.

SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS, That we the undersigned, two-thirds of whom are citizens of the United States of America, residents of the State of Idaho, and of legal age, have today voluntarily associated ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Idaho, and we hereby certify:

I.

The name of said corporation shall be CAUDEBEC ACRES, INC.

II.

The duration of the corporation shall be perpetual.

III.

The registered agent, location and post office of the registered office of the corporation in the State of Idaho shall be, respectively, Catherine M. Cudaback, Portneuf Road, Route 2, Box 159, Inkom, Idaho 82245.

IV.

The corporation created herein shall be a nonprofit corporation and shall have members who will initially consist of the incorporators and initial Board of Directors, hereinafter named, and such others as may be determined by the By-Laws of the Corporation, as amended.

V.

The business of this corporation shall be managed by a Board of Directors consisting of no less than five directors. The qualifications, the term of office, manner of electing directors, the number of directors to be elected, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the ByLaws. The names and post office addresses of the directors until the first annual meeting of the members are as follows:

Ronald K. Endo	339 S. Grant, Pocatello, Idaho
Mary B. Koch	237 Stewart, Pocatello, Idaho
Lloyd H. Hill	1571 E. Elm, Pocatello, Idaho
Juanita Sparks	40 Oakwood Dr., #79, Pocatello, Idaho
Catherine M. Cudaback	Portneuf Rd., Rt. 2, Box 159, Inkom, Idaho.

VI.

The purposes for which said corporation is organized are as follows:

A. To carry on the business of providing intermediate health care and shelter home care for the elderly as well as post operative care for persons of all age groups.

B. To purchase, own, and sell all types of business equipment, business machines and personal property and to hypothecate same; to deal in, lease and

broker leases of all types of business equipment and personal property.

C. To buy, own, sell, hypothecate, and to have the power to do each and every thing necessary to deal in real property.

D. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to conduct and in connection therewith, to acquire the good will and all or any of the assets and to conduct or otherwise provide for all or any of such businesses.

E. To borrow money for its corporate purposes and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time for the purchase of property for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust, or otherwise.

F. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary and convenient for the business of the corporation with any person, firm, corporation, association, body politic, state or other form of government so far as and to the same extent that the same may be done and performed by corporations organized under the laws of the State of Idaho.

G. To act as employee, agent, trustee, receiver, liquidator, manager or broker or in any other capacity with respect to the establishment or promotion of corporations, associations, undertakings, businesses or enterprises of any description; to purchase, lease, own, acquire, deal in, sell, convey or assign any rights, franchises or privileges necessary or convenient in the creation, establishment, promotion or liquidation of enterprises, businesses or undertakings.

H. To buy, sell, discount and deal in all types of securities, whether negotiable or otherwise, including, but not limited to, bills of exchange, notes, bonds, debentures, warrants and corporate stock, including the stock of this corporation; to give or receive security therefor by mortgage, pledge, or in any other fashion authorized by law.

I. To carry on a general manufacturing, wholesale, and retail merchandising business; to purchase or deal in or dispose of patents, patent rights, licenses, trademarks, tradenames, and secret devices or processes of every kind or description; to own, acquire, buy, sell, and otherwise deal in real estate of all kinds including water rights, ditches, canals, and other appurtenances to real estate.

J. To have the powers and to do those acts, things, and deeds set forth in Idaho Code § 30-301 et. seq., and any and all amendments thereto.

K. To do all acts and things necessary to carry

out the purposes and intent expressed in the above provisions, and each and every necessary, suitable or advisable act or thing for the accomplishment thereof.

VII.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the members, to be exercised by such vote of the members provided, however, not less than a majority thereof as may be fixed by the By-Laws, said power may be delegated to the Board of Directors as may be fixed by the By-Laws.

VIII.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors, or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction

with like force and effect as if he were not such director or officer of such other corporation and not so interested.

IX.

The names and post office addresses of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Elvin L. Cudaback	Portneuf Rd., Rt. 2, Box 159, Inkom, Idaho 83245
Catherine M. Cudaback	Portneuf Rd., Rt. 2, Box 159, Inkom, Idaho 83245
Juanita Sparks	40 Oakwood Dr., #79, Pocatello, Idaho 83201.

IN WITNESS WHEREOF, We have hereunto set our hands
this 12, day of September, 1979.

Elvin L. Cudaback
ELVIN L. CUDABACK

Catherine M. Cudaback
CATHERINE M. CUDABACK

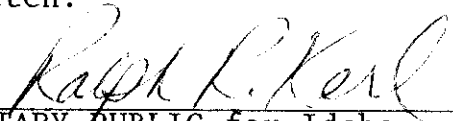
Juanita Sparks
JUANITA SPARKS

STATE OF IDAHO)
County of Bannock)^{ss}

On this 12 day of ~~July~~ ^{September}, 1979, before me, the undersigned, a Notary Public in and for said County and State, personally appeared ELVIN L. CUDABACK, CATHERINE M. CUDABACK, and JUANITA SPARKS, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation, 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 the certificate first above written.

(SEAL)



NOTARY PUBLIC for Idaho
Residing at: Pocatello, Idaho