

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ST. VINCENT DE PAUL VILLAGE HEIGHTS, INC.

File number C 109028

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: January 13, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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ARTICLES OF INCORPORATION SECRETARY OF STATE

OF

ST. VINCENT DE PAUL VILLAGE HEIGHTS, INC.

The undersigned, for the purpose of forming a corporation under the Idaho General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be ST. VINCENT DE PAUL VILLAGE HEIGHTS, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE AND DURATION

The corporation shall be deemed to commence its existence on the date of filing. The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Idaho General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authorized is six hundred (600) shares, all of which shall be common shares at a par value of one dollar (\$1.00).

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ARTICLE V

REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 103 Walnut Street, Coeur d'Alene, Idaho 83814. The principal office street address is the same. The mailing address of the corporation is 103 Walnut Street, Coeur d'Alene, Idaho 83814. The name of the initial registered agent is Gary Strobe.

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation


Gary Strobe

ARTICLE VI

BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors, consisting of at least one (1) director and no more than seven (7) directors. The initial Board of Directors shall consist of one (1) director, whose name and address is as follows:

Name	Address
Gary Strobe	103 Walnut Street Coeur d'Alene, Idaho 83814

ARTICLE VII

OFFICERS

The corporation shall have officers as listed below:

Name	Address
Gary Strobe	108 Walnut Street Coeur d' Alene, Idaho 83814

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

Name	Address
Gary Strobe	103 Walnut Street Coeur d' Alene, Idaho 83814

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

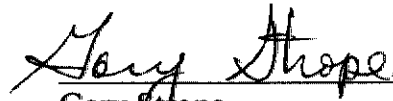
The shareholders shall have the exclusive authority to make amendments to these Articles of Incorporation by unanimous vote of all outstanding shares; the Board of Directors shall have the authority to formulate and adopt the initial bylaws of this corporation, thereafter, the shareholders shall have the exclusive authority to amend the bylaws of the corporation by a unanimous vote of all outstanding shares.

ARTICLE X
SHAREHOLDERS

The incorporator has subscribed to shares in the following amounts:

Name	# of Shares	Purchase Price
Gary Strobe FOR St VINCENT D' PAUL	600	\$ 600.00

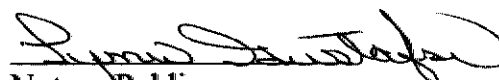
IN WITNESS WHEREOF, I have subscribed my name, both this 10th day of January 1995.


Gary Strobe

STATE OF IDAHO
COUNTY OF KOOTENAI

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Gary Strobe, to me known to be the person who executed and subscribed the foregoing Article of Incorporation, and who acknowledged before me that they executed the same for the purpose therein contained.

WITNESS my hand and official seal in the County and State named above, this 10th day of January, 1995



Notary Public
State of Idaho at Large

My Commissions Expires: 6-18-99