



CERTIFICATE OF INCORPORATION
OF

QUALITY RETIREMENT CONCEPTS, 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: March 30, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *M. J. Hinson*

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ARTICLES OF INCORPORATION SECRETARY OF STATE
OF
QUALITY RETIREMENT CONCEPTS, INC.

ARTICLE I.

The name of the Corporation shall be Quality Retirement Concepts, Inc.

ARTICLE II.

The period of duration shall be perpetual.

ARTICLE III.

The purposes for which the Corporation is organized shall be conducting the business of the construction and operation of apartments and other living facilities for senior citizens, and shall include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

ARTICLE IV.

The aggregate number of shares of which the Corporation shall have authority to issue shall be two hundred (200) shares of common stock, the par value of which shall be no par per share.

ARTICLE V.

The internal affairs of the Corporation shall be governed by the duly adopted bylaws of the Corporation.

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ARTICLE VI.

The address of the Corporation's initial registered office shall be 220 South Division Street, Sandpoint, Idaho 83864, with a mailing address of 220 South Division Street, Sandpoint, Idaho 83864; the name of the Corporation's initial registered agent at such address is Craig A. Johnson.

ARTICLE VII.

The number of directors constituting the initial Board of Directors shall be two (2); the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors be elected and qualified, are Donna L. Johnson, 220 South Division Street, Sandpoint, Idaho 83864 and Craig A. Johnson, 220 South Division Street, Sandpoint, Idaho 83864.

ARTICLE VIII.

The name and address of the incorporator is as follows: Sandpoint Convalescent Services, Inc., an Idaho Corporation, of 220 South Division Street, Sandpoint, Idaho 83864.

DATED: March 29, 1989.

SANDPOINT CONVALESCENT SERVICES, INC.

BY: 

Craig A. Johnson, President

BY: 

Donna L. Johnson, Secretary

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