

ARTICLES OF INCORPORATION
OF
SUNSET HOME ASSISTED LIVING, INC.

2017 OCT 30 AM 9:06

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I Name.

The name of the Corporation is Sunset Home Assisted Living, Inc.

Article II Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent.

The location of the Corporation is in the City of Bonners Ferry, County of Bonner, and in the State of Idaho. The address of the initial registered office is 510920 Highway 95, Bonners Ferry, Idaho 83805, and the name of the initial registered agent at this address is David Peaster.

Article V Purposes.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To establish, acquire, operate and maintain nursing homes, assisted living care centers and other long term care facilities within the State of Idaho; to assist and support the charitable efforts of the Mountain View Mennonite Church, Inc. and the Woodland Mennonite Church, Inc., which are both churches carrying out public charitable and religious purposes, specifically in their efforts to provide residential facilities that are designed to meet the physical, emotional, recreational, social, religious and similar needs of the aged; to assist in providing or securing healthcare assistance to maintain the physical, and, if necessary, mental well-being of residents of its facilities; and to provide such services to its residents at the lowest feasible cost, with the intent to maintain in the residence any persons who become unable to pay their regular charges.

ARTICLES OF INCORPORATION

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B. To carry out charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article VI Limitations.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII Members.

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. The names and addresses of the initial members are:
Shall Have voting members.

<u>NAME</u>	<u>ADDRESS</u>
Mountain View Mennonite Church, Inc.	Highway 95 N. Bonners Ferry, ID 83805
Woodland Mennonite Church, Inc.	7334 Olympic Way Bonners Ferry, ID 83805

Article VIII Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADRESS</u>
Ron Peaster (president)	148 Bench Rd. Bonners Ferry, ID 83805
Cecil Wedel (secretary)	284 Oxford Rd. Bonners Ferry, ID 83805
Allen Dyck	307 Arrow Leaf Drive Bonners Ferry, ID 83805
Patrick Dirks	1902 Moon Shadow Rd. Bonners Ferry, ID 83805
Gilbert Unruh	2195 Moon Shadow Rd. Bonners Ferry, ID 83805
Dan Holdeman	80 Old Relic Rd Bonners Ferry, ID 83805
Ken Unruh	820 Fitzpatrick Rd. Bonners Ferry, ID 83805

Article IX Membership Dues

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time and make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe. Conditions of membership and procedures for the suspension or termination of a membership by the Corporation may be established from time to time by the Board of Directors and recorded in the minutes of the proceedings of the Board of Directors.

Article X Distribution on Dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

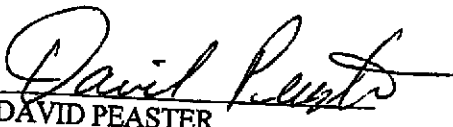
Article XI Incorporator.

The name and street address of the incorporator is David Peaster, 2396 Moon Shadow Rd., Bonners Ferry, Idaho 83805.

Article XII Bylaws.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 9 October 2012 day of ~~August~~, 2011.


DAVID PEASTER
Incorporator



STATEMENT OF CONVERSION

Pursuant to § 30-22-405, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the form in duplicate.

2017 OCT 30 AM 9:06

SECRETARY OF STATE
STATE OF IDAHO

Note: Conversion documents are complex. Please seek appropriate legal and/or financial advice before making this important business decision.

1. CONVERTING ENTITY:

Name: Sunset Home Assisted Living, Inc.

Jurisdiction: Idaho

Type: For-profit Corporation

(Corporation, Limited Liability Company, Limited Partnership, etc...)

☒ This is a domestic entity, and this plan of conversion was approved in accordance with § 30-22-405, Idaho Code.

☐ This is a foreign entity, and this plan of conversion was approved in accordance with the law of its jurisdiction of formation.

2. CONVERTED ENTITY:

Name: Sunset Home Assisted Living, Inc.

Jurisdiction: Idaho

Type: Non-profit corporation

(Corporation, Limited Liability Company, Limited Partnership, etc...)

a. If this is a **domestic** entity or domestic limited liability partnership, please attach a copy of the entity's public organic record, or statement of qualification.

b. If this is a **foreign** entity please designate a registered agent in the space provided:

(Registered Agent Name)

(Address)

3. EFFECTIVE DATE OF CONVERSION:

☒ Effective upon filing

☐ On future date: _____

(Enter date – not more than 90 days in the future)

Printed Name: Ron Peaster

Capacity: President

Signature: _____

Secretary of State use only

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