



CERTIFICATE OF INCORPORATION  
OF

MCCALL MEMORIAL HOSPITAL HOSPICE, INC.

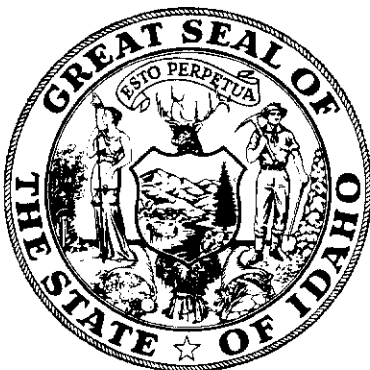
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

MCCALL MEMORIAL HOSPITAL HOSPICE, 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 January 26, 19 87



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
McCALL MEMORIAL HOSPITAL HOSPICE, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Non-profit Corporation Act, adopt the following Articles of Incorporation.

1. Name. The name of the corporation is McCall Memorial Hospital Hospice, Inc. (hereinafter called "corporation").

2. Non-profit corporation. The corporation is a non-profit corporation formed under the Idaho Non-profit Corporation Act.

3. Duration. The corporation shall have perpetual existence.

4. Purpose. The corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its specific and primary purpose shall be to provide a comprehensive Hospice program which includes palliative intermittent supportive care for terminally ill patients and their families. The foregoing statement of purposes shall be construed as a statement both of purposes and of powers. Notwithstanding any of the above statements of purposes and powers, the corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the corporation and which are not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

5. Members. The corporation shall have one class of members, the manner of election or appointment and the qualification and rights of the members shall be set forth in the Bylaws of the corporation.

6. Principal Office and Registered Agent. The location and principal office of the corporation is 1000 State Street, McCall, Idaho and the post office address is P.O. Box 906, McCall, Idaho. The registered agent of the corporation is Denise Thompson.

7. Board of Directors. The affairs of the corporation shall initially be managed by a board of two (2) directors. The initial directors of the corporation are:

Ron Nelson                      McCall, Idaho

Jeanette Jones                McCall, Idaho

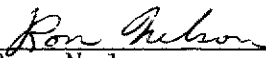
8. Incorporators. The incorporators are:

Ron Nelson                      McCall, Idaho

Jeanette Jones                McCall, Idaho

9. Dissolution. Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or a corporation which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 22nd day of January, 1987.

  
\_\_\_\_\_  
Ron Nelson

  
\_\_\_\_\_  
Jeanette Jones

STATE OF   ID   )  
COUNTY OF   VALLEY   ) ss.

On this   22   day of   JANUARY  , 1986, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Ron Nelson and Shelley Russell, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Denise Thompson  
Notary Public for Idaho  
Residing at McCall

DS/dv  
9/86