



CERTIFICATE OF INCORPORATION
OF

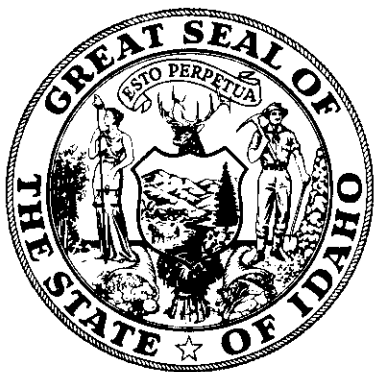
ASHTON SENIOR CITIZENS, INC.

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 _____
ASHTON SENIOR CITIZENS, 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 _____ May 19 _____, 19 80 _____.



Pete T. Cenarrusa
SECRETARY OF STATE

Muriel E. Artach
Corporation Clerk

100 MAY 19 AM 10 48
STATE

ARTICLES OF INCORPORATION
OF
ASHTON SENIOR CITIZENS, Inc.
A Nonprofit Corporation

1. The name of the corporation is the ASHTON SENIOR CITIZENS, Inc.
2. The corporation is a nonprofit corporation organized under the provisions of the Idaho Nonprofit Corporation Act.
3. The period of its duration is perpetual.
4. The specific and primary purpose for which this corporation is formed is to promote improved dignity and quality of life for all older residents in the community, to bring needed services to the older residents of the community, and to help the community benefit from resources in knowledge, experience, wisdom, skills, concern, energy and service of its older residents.

The general purposes of the Corporation shall be to have and exercise all the rights and powers conferred on non-profit Corporation Act, provided, however, that it may exercise such rights and powers only insofar as they are necessary or expedient for the attainment of its specific and primary purpose.

5. The corporation shall have one class of Members, and the property, voting and other rights, interests and privileges of each Member shall be equal. There shall be no limitation on the number of Members, and no person shall hold more than one membership in the corporation. Members of the Corporation shall elect a Board of Directors thereof as provided in the By-Laws of the Corporation.

6. The initial registered office is at 806 Maple, Ashton, Idaho 83420. Initial registered agent at such address is Ona Lee Holcomb. The Corporation may change its office or registered agent from time to time, as permitted by law.

7. The business and affairs of the Corporation shall be conducted by a Board of Directors consisting of not less than five or more than seven persons, who shall be nominated and elected by the Members of the Corporation as provided in the By-Laws.

A simple majority of the members of the Board of Directors shall constitute a quorum and are authorized to transact the business and exercise the powers of the Board as herein provided. The Directors shall adopt By-Laws for the regulation of the internal affairs of the Corporation which By-Laws may be amended from time to time or repealed by the Directors as provided therein. The term of office of each Director other than those on the initial Board shall be three (3) years from the date of his or her election, provided that any Director other than the Chairman and the President of the Corporation may be elected to no more than three (3) consecutive terms of office. However, after one (1) years absence from the Board, a former Director having served three (3) consecutive terms may be re-elected to the Board.

In order to establish an orderly succession of the initial Board, threemembers of the initial board shall serve for a term of one year, threes shall serve for a term of two years, and three shall serve for a term of three years. The term of each initial Board member shall be determined by lot at the first Board meeting, upon expiration of such initial terms, all future elections or appointments to fill vacancies from any cause shall be for three years as provided above.

8. Meetings of the Board of Directors. Regular and special meetings of the Board of Directors of this Corporation shall be held at such times and places and on such notice as provided in the By-Laws.

9. The chief executive officer of the Corporation shall be a President, who shall be appointed by the Board of Directors and shall serve as a voting member of the Board. The President and all other officers shall be appointed by and serve at the pleasure of the Board.

10. The members, trustees and officers of the Corporation shall not be individually or personally liable for the debts or obligations of the Corporation.

11. There shall be an annual independent audit of the books and accounts of the Corporation conducted by an auditor designated by the Board of Directors. The report of each such audit shall be presented to the Board at the next regular meeting thereof after completion of the audit.

12. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to such organization or organizations which are established and operated exclusively for charitable, educational or scientific purposes and shall at that time qualify as a tax-exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

No part of the net earnings of this Corporation shall inure to or for the benefit of or be distributable to its Members, Trustees, Officers or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purpose for which it was formed.

13. The names and street addresses of the incorporators are as follows:

Merlin Biorn	960 E. Pine	Ashton, Idaho
Ona Lee Holcomb	806 Maple, Box 254	Ashton, Idaho
Harold Brabham	1026 Highland	Ashton, Idaho

Charlie N. Phelps	513 Idaho	Ashton, Idaho
Ed Kirkham	Rt. #2, Box 15	Ashton, Idaho
Della Robinson	412 Idaho	Ashton, Idaho
Lynn Sprague	307 Cherry	Ashton, Idaho

IN WITNESS WHEREOF, we the undersigned incorporators and initial members of the Board of Trustees, have executed these Articles of Incorporation this 22 day of April, 1980.

Merlin Biorn

Edward Kirkham

Ona Lee Holcomb

Della Robinson

Harold Brabham

Lynn Sprague

Charlie N. Phelps

STATE OF IDAHO)
) ss.
County of Fremont)

On this 22 day of April, 1980, before me, a Notary Public in and for the State of Idaho, personally appeared MERLIN BIORN, ONA LEE HOLCOMB, HAROLD BRABHAM, CHARLIE N. PHELPS, ED KIRKHAM, DELLA ROBINSON, and LYNN SPRAGUE, known to me to be the persons whose names are subscribed to this within instrument and acknowledged to me that they executed the same as the Incorporators of ASHTON SENIOR CITIZENS, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the date and year in this certificate first above written.

James E. Holcomb
NOTARY PUBLIC for Idaho
Residing at: Ashton
Commission Expires: 5/8/83