

# CERTIFICATE OF AUTHORITY OF

GOOD SAMARITAN SOCIETY, INC.

I, PETE T. CENARRUSA, Secr	etary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of	GOOD SAMARITAN SOCIETY, INC.
for a	Certificate of Authority to transact business in this State,
duly signed and verified pursuant to th	e provisions of the Idaho Business Corporation Act, have
been received in this office and are fou	and to conform to law.
ACCORDINGLY and by virtue of	f the authority vested in me by law, I issue this Certificate of
Authority to GOOD S	SAMARITAN SOCIETY, INC.
to transact business in this State under t	he name GOOD SAMARITAN SOCIETY, INC.
	and attach hereto a duplicate original of the Application
for such Certificate.	
Dated <b>Narch 16, 1983</b>	
THE COUNTY OF TH	Secretary of State
TE TOE	Corporation Clerk

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
** Company is a not	for profit	corporation. **
12. The corporation accepts and State of Idaho.	shall comply with th	ne provisions of the Constitution and the laws of the
authenticated by the proper	officer of the state	articles of incorporation and amendments thereto, duly or country under the laws of which it is incorporated
Dated March 8		•
	Good	d Samaritan Society, Inc.
	Ву	I Hayer
	and 4	Its President
		Its Secretary
STATE OFSouth Dakot	· · · · · · · · · · · · · · · · · · ·	
COUNTY OFMinnehaha	) ss: )	
i, Jane Muth		, a notary public, do hereby certify that on
thisday of_	march	, 19_83, personally appeared before
mea.J. Hoegw		, who being by me first duly sworn, declared that he
is the <u>Procident</u>	of	Good Samaritan Society, Inc.
that he signed the foregoing docume statements therein contained are tru		ent of the corporation and that the
	——————————————————————————————————————	ane Meth
		Notary Public

<sup>\*</sup>Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

### APPLICATION FOR CERTIFICATE OF AUTHORITY

1.	Authority to transact business in your State, and for that purpose submits the following statement:  The name of the corporation is Good Samaritan Society, Inc.
2.	*The name which it shall use in Idaho is Good Samaritan Society, Inc.
3.	It is incorporated under the laws ofSouth Dakota
4.	The date of its incorporation is 1-24-79 and the period of its
5.	duration is perpetual  The address of its principal office in the state or country under the laws of which it is incorporated is
	1000 West Avenue North, Sioux Falls, South Dakota 57104
6.	The address to which correspondence should be addressed, if different from that in item 5
	N/A
7.	The street address of its proposed registered office in Idaho is 300 North 6th Street
_	Boise, Idaho 83701 , and the name of its proposed
3.	registered agent in Idaho at that address is C T CORPORATION SYSTEM  The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
	To operate, for non-profit, and manage housing and nursing
	facilities for elderly and handicapped persons.
€.	The names and respective addresses of its directors and officers are:
	Name Office Address
	*** See Attached ***
 }.	The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:  Number of Shares  Par Value Per Shares or Statement That Shares
	Number of Shares  Class  Par Value Per Share or Statement That Shares  Are Without Par Value
	Company is a not for profit corporation. **



### GOOD SAMARITAN SOCIETY INC.

1000 West Avenue North Sioux Falls, South Dakota 57104 Ph.(605) 336-2998

February 19, 1983

#### **BOARD OF DIRECTORS**

Chairperson

Mr. A. Robert Langemo

424 Bridge Ave., Albert Lea, MN 56007

First Vice

Chairperson

Mr. John M. Lundblad

514 Division St. S., Northfield, MN 55057

Second Vice Chairperson Dr. Orval K. Moren

9700 Avenida de la Luna N.E., Albuquerque, NM 87111

Third Vice Chairperson

Dr. Bruce K. Hummel

1324 23rd St. S., Fargo, ND 58103

Mr. Dale G. Backhaus

804 Wright St., Brainerd, MN 56401-4498

Dr. Charles L. Balcer

2501 S. Kiwanis, #206, Sioux Falls, SD 57105

Mr. Theodore P. Becker

West Kennedy, Algona, IA 50511

Mr. Omer H. Hille

P. O. Box 7, Calvert City, KY 42029

Mr. Herlof T. Huso

Box 48, Aneta, ND 58212

Mrs. Elizabeth E. Lindgren

832 Circle P, Hastings, NE 68901-6698

Mr. Henry J. Reith

Rt. 1, Box 16, Arthur, ND 58006-9603

Mr. Charles D. Rogness

P. O. Box 1718, Sioux Falls, SD 57117-1718

Rev. Gilbert M. Singer

700 Clark St., Lodi, WI 53555

Two vacancies



## GOOD SAMARITAN SOCIETY, INC.

1000 West Avenue North Sioux Falls, South Dakota 57104 Ph.(605) 336-2998

### OFFICERS OF THE CORPORATION

President	Rev. A. J. Hoeger 1000 West Ave. N., Sioux Falls, SD 5	57104
Executive Vice President	Rev. John Hoeger 1000 West Ave. N., Sioux Falls, SD 5	57104
Treasurer	Mr. John R. Burkholder 1000 West Ave. N., Sioux Falls, SD 5	57104
Secretary	Mrs. Nordiss Winge 1000 West Ave. N., Sioux Falls, SD 5	57104
Assistant Secretary	Mrs. Eloye Farrell 1000 West Ave. N., Sioux Falls, SD 5	7104

# State of South Bakota Office of The Secretary Of State

**STATE** 



**DEPARTMENT** 

United States of America, State of South Dakota

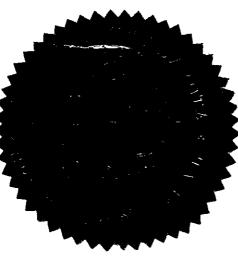
SECRETARY'S OFFICE

This is to certify that the attached instrument of writing is a true, correct, and examined copy of the Articles of Incorporation and all Amendments thereto for

GOOD SAMARITAN SOCIETY, INC.

filed January 24, 1979;

and the whole thereof, and has been carefully compared with the original now on file in this office and found correct.



FEES, \$ 12.00

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota at the City of Pierre, the Capital, on this

this \_\_\_\_\_ day

of March 19 83

Secretary of State

Deputy Secretary of State

SOS RFC 010

Assistant Secretary of State

JAN 2 4 1973

Pilod the defa day of 19 72

## ARTICLES OF INCORPORATION OF

Secret of Chica

GOOD SAMARITAN SOCIETY, INC.

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of South Dakota, and further certify that:

#### ARTICLE I

- (a) The name of the Corporation is GOOD SAMARITAN SOCTETY, INC., hereinalter referred to as "the Corporation".
  - (b) The existence of the Corporation will be perpetual.
- (c) The principal office of the Corporation will be located at 1000 West Avenue North, Sioux Falls, South Dakots.
- (d) The resident agent of the Corporation is

  A.J. HOEGER, whose post office address is 1000 West Avenue North,

  Sioux Falls, South Dakota, 57104.

#### ARTICLE II

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) To provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.
- (b) To operate and manage housing and nursing facilities for elderly persons and handicapped persons.
- (c) The Corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

1

The Corporation is empowered:

- (a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.
- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objectives of its business, and to secure the same by mortgage, piedge or other lien on the Corporation's property.
- accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.
- operate for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable and religious purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any private shareholder, member, director, officer or individual. This Corporation shall, upon the dissolution or winding up of this corporation after payment of all debts and liability, distribute its assets remaining to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and religious purposes

Section 501(c) (3) of the I.R.C. In the event the Corporation owns property, assets or monies in the State of California, then said nonprofit funds, foundations or corporations shall have established its tax exempt status under Section 214 of the Revenue and Taxation Code of the State of California and shall have established its tax exempt status under Section 23701(b) of the Revenue and Taxation Code of the State of California.

In either case, preference shall be given to a local non-profit fund, foundation or corporation which meets the foregoing requirements: PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development, or his nominee.

#### ARTICLE IV

The number of directors of the Corporation shall be fifteen (15), and shall be the same as the directors of The Ev. Lutheran Good Samaritan Society. The directors of the Corporation must, at all times, be members of the Corporation. No nonmember of the Corporation may sit as a director. The original directors and the term for which each will serve, are set below.

and the term for which each will serve,	are ser seron.
DIRECTOR	EXPIRATION OF TERM:
Mr. Maurice O. Nelson Suite 305, United Bank Building Fort Collins, Colo. 80521	August, 1980
Dr. Elliot H. Thoreson 3017 S. Norton Ave., Sioux Falls, S.D. 57105	August, 1979
Rev. Albert E. Erickson 15'5 16th St. S. Fargo, N.D. 58103	August, 1979
Mr. John M. Lundblad 603 Second St. Jackson, Minn. 56143	August, 1979
Mrs. Bonnie Brown 10323 W. Olive St. Peoria, Ariz. 85345	August, 1981
Mr. John R. Burkholder 2602 Tyler Ames, Iowa 50010	August, 1980
Mr. Omer H. Hille Maple Circle Calvert City, Ky. 42029	August, 1980
Mr. Ron Klipping 1301 Highlands Parkway N., Tanona Wash 98406	August, 1980

Tacoma, Wash. 98406

Mr. A. Robert Langemo 424 Bridge Avenue Albert Lea, Minn. 56007	August,	1981
Mr. Armin Lauck West Kennedy Algona, Iowa 50511	August,	1980
Rev. Orval K. Moren 9700 Avenida de la Lunda, N.E. Albuquerque, N.M. 87111	August,	1981
Mrs. Irma Person 1809 S. Norton Avenue Sioix Falls, S.D. 57105	August,	1981
Mr. Henry J. Reith R.R. #1, Box 16 Arthur, N.D. 58006	August,	1981
Rev. Gilbert M. Singer 700 Clark St. Lodi, Wis. 53555	August,	1979
Mr. Norman G. Stordahl 401 W. Second St. Sioux Falls, S.D. 57104	August,	1979

The directors shall serve without compensation.

Membership in the Corporation shall, at all times, be limited to individuals who are either (1) director of The Ev. Lutheran Good Samaritan Society, or (2) member of The Ev. Lutheran Good Samaritan Society and who have the approval of the Board of the Directors of The Ev. Lutheran Good Samaritan Society. In the event that a member of the Corporation ceases to be a director of The Ev. Lutheran Good Samaritan Society or, if the aforesaid approval is withdrawn then, in either event, such shall constitute automatic resignation as a member and director of the Corporation.

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. Officers of the Corporation provided for in the By-Laws need not be a director of the Corporation.

#### ARTICL V

By-Laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article II hereof.

#### ARTICLE VI

So long as a mortgage on the Corporat are property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary.

Signed by the incorporators this 17th day of January, 1979.

2913 Ridgeview Way Sioux Falls, South Dakota 57105

1705 S. Park Avenue Sioux Falls, South Dakota 57105

1508 Otonka Trail Sioux Falls, South Dakota 57105

STATE OF SOUTH DAKOTA ) COUNTY OF MINNEHAHA

On this, the 17th day of January, 1979, before me, Duane C. Anderson, the undersigned official, personally appeared A. J. Hoeger, Ronald W. Patterson and John A. Hoeger, known to me or satisfactorily proven to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purpose therein contained.

In witness whereof, I hereunto set my hand and official seal.

Notary Public

South Dakota

A. J. Hoeger, Ronald W. Patterson and John A. Hoeger, each for himself, deposes and says: That he is one of the persons described in and who has signed the foregoing Articles of Incorporation as an incorporator therein; that he has read the said Articles and knows the contents thereof; that the incorporators intend in good faith to form a corporation for the purpose of the promotion of a lawful business as set forth in said Articles and not for the purpose of enabling any corporation or corporations to avoid the provisions of SDCL Chapter 37-1 relating to milawful risks and combinations and laws amendatory thereof.

Sould W. Taltur

John A. Hoeger

Subscribed and sworn to before me this 17th day of January, 1979.

Notary Public South Dakota Receipt No. C-520?

File No. NS-6654

ARTICLES OF INCORPORATION OF GOOD SAMARITAN SOCIETY, INC.

Filed at Request of
Duane C. Anderson
Christopherson. Bailin & Anderson
Attorneys & Counselors at Law
509 South Dakota Ave.
Sioux Falls, SD 57102

State of South Dakota

Office of Secretary of State

Filed in the office of the Secretary of State on the \_\_24th\_\_day of \_\_Ianuary\_

Olice Lunder

Assistant Secretary of State

Fee received \$20

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TO AND HAS MICHOFILHED IN THE REGILAR COLUMN
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### Certificate of Amendment

uly signed and verified pursuant to	the provisions of the South Dakota corporation acts, have
oeen received in this office and are fo	
ACCORDINGLY and by virtu	e of the authority vested in me by law, I hereby issue this
Certificate of Amendment to the Arti	cles of Incorporation of
	DIG
and attach hereto a duplicate original	of the Amendment
	IN TESTIMONY WHEREOF, I have hereunto
	set my hand and affixed the Great Seal of the
	State of South Dakota, at Pierre, the Capital,
	this Sth day of

ra - Burgai of Agrenistration - Office of Records Prancepent - Centificate of Authenticity

HOW PRET THE RECOPPENDED REQUIREMENTS OF THE NATIONAL BUREAU OF STANDARDS FOR HOLL NO 1212-14

DATE MICHOFILMED

Secretary of State

Deputy

SAT THE MICROPHOTOGRAPHIC INVASE APPEARING ON THIS SLIDE OF MICROFILM IS AN ACCURATE REPUBLICIEN OF THE MICROFILMED IN THE REGULAR COURSE OF BUSINESS ACCORDING TO THE PROVISIONS OF SOUTH DAUGH CHAPPINGS PROCESS USED FOR MICROFILMING OF THE ABOVE REGULOS WAS IN A NUMBER CHAPTER THAT THE PHOTOGRAPHIC PROCESS USED FOR MICROFILMING OF THE ABOVE REGULOS WAS IN A NUMBER CHAPTER THAT THE PHOTOGRAPHIC PROCESS USED FOR MICROFILMING OF THE ABOVE REGULOS WAS IN A NUMBER CHAPTER TO THE ABOVE REGULOS WAS A NUMBER CHAPTER TO THE REGULOS WAS A NUMBER CHAPTER TO THE REGU

#### ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

SEP - 5 1979

RECEIVED

Secretary of State

GOOD SAMARITAN SOCIETY, INC.

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The SOCIETY, INC. The name of the corporation is GOOD SAMARITAN

SECOMD: The following amendment of the Articles of Incorporation was adopted by the members of the corporation on August 4, 1979, in the manner prescribed by the South Dakota Corporation Acts:

ARTICLE II(c) shall read as follows:

The corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; the purposes shall be charitable, religious and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

ARTICLE V shall read as follows:

By-Laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article III hereof.

The number of shares of any class of the corporation outstanding at the time of such adoption was None; and the number of members entitled to vote thereon was 15.

The number of members voting for such amendment was , and the number of members voting against such amendment

FIFTH: The manner, if not set forth in such amendment, in which any exchange, re-classification or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

Not Applicable.

The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

No Change.

B-4-4	A 0.7	
Dated	August 27.	19 79

GOOD SAMARITAN SOCIETY, INC.

Its President

Its Secretary

- NOTIVEISIBLE HIDES - DGGBWW

STATE OF SOUTE DAKOTA ) : SS

Before me, Jane Muth, a notary public in and for said county and state, personally appeared

A. J. Hoeger, who acknowledged before me that he is the President of Good Samaritan Society, Inc., a South Dakota corporation, and that he signed the foregoing Articles of Amendment to the Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth, and that the facts contained therein are true.

In witness whereof, I have hereunto set my hand and seal this 27th day of August , 1979 .

Notary Public. South Dakota

(Seal)

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Process No. C-8715

The Me. HS-6654

ARTICLES OF AMENDMENT OF

GOOD SAMARITAN SOCIETY, INC.

Filed at Request of Nordisk Winge Secretary Good Sameritan Society, Inc. 1000 West Avenue North Sioux Falls, SD 57104

State of South Dakota Office of Secretary of State

Filed in the office of the Secretary of State on the ... 5th... day of \_September

<u>....29</u>....

alicre Towns

Assistant Secretary of State

Fee received \$10

## STATEMENT OF CHANGE OF REGISTERED OFFICE OFFI

RECEIVED

MMR - 5 198

To the Secretary of State of the State of South Dakota

Secretary of S:

Pursuant to the provisions of the Sout	h Dakota Corporation Acts: the undersigned corporation, organized under
the laws of the State of South Dako	ta
changing its registered office or its regis	stered agent or both in the State of South Dakota
	Good Samaritan Society, Inc.
	***************************************
<ol><li>The address of its previous regist</li></ol>	ered office was A. J. Hoener, 1000 West Avenue North, 57104
3 The address to which its registers 319 South Coteau Street, F	ed office is to be changed is C.T. Corporation,
4. The name of its previous registers	ed agent is A. J. Hoeger
	**************************************
	wed agents C.T Corporation
	ce and the address of the business office of its registered agent, as
changed, will be identical	on the address of the obstress office of its registered agent, as
Pled this 50 day of maccal 19 50	GOOD SAMARITAN SOCIETY, INC. (Note 1)
alin Kunder X	By A. J. Hoener (Note 2)
STATE OF SOUTH DAKOTATE	
COUNTY OF MINNEHAHA	\$\$
Jane Muth	3rd day
of Harch 19 80 Perso	nnally appeared before me
eina by me fire! dub suppos declare the	who
	he is the President of Good Samaritan Society, Inc.
	that the signed the foregoing document as President
f the corporation, and that the statement	\$ therein contained the true
Ay Commission Expires 7/16/87 (lotarial Seal)	Notary Public June Muth
Hing Fee: \$5.00 NOTES II Exect to 2 Signal or ubmit one copy	Mportate name of corporal coloras ou mas ou me sociemaeo. He and title of office sogning for his corporation il most be a Prosvizora procedo i Presidenti.
OS Form 490 Revised 12-79	

Receipt No. 4095507

File No. NS-6,654

Statement of Change Hame and address of registered agent GOOD SAMARITAN SOCIETY INC.

Filed at Request of

Good Samaritan Society, Inc. 1000 West Ave., North Sioux Palls, SD 57104

State of South Dekota
Office of Secretary of State

Flied in the office of the Secretary of State on the 5th day of March

19. 80

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Fee received \$5.00

