

**FILED/EFFECTIVE**

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SECRETARY OF STATE  
STATE OF IDAHO

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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

A Special Touch Home Care, Inc.

**KNOW ALL MEN BY THESE PRESENTS:** That we, the undersigned, being all natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the state of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

**FIRST**

The name of the corporation is **A Special Touch Home Care, Inc.**

**SECOND**

The purposes and objects for which the corporation is formed are:

To carry on the business of providing in home health care for individuals with elderly or medical special needs and related services together with the transaction of any and/or all lawful business, for which corporations may be incorporated under the Idaho Business Corporations Act.

**THIRD**

The corporation is to have perpetual existence.

**FOURTH**

The name and location of the registered agent and office of the corporation is:

**Christine J. Fleming  
216 W. Idaho  
P.O. Box 933  
Homedale, Idaho 83628**

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**FIFTH**

The amount of capital stock of this corporation shall be and is 1,000 shares of common stock; \$1 par value, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

**SIXTH**

The names and post office addresses of the incorporators are as follows:

**James W. Fleming Sr.  
P.O. Box 1052  
Homedale, Idaho 83628**

**Christine J. Fleming  
P.O. Box 1052  
Homedale, Idaho 83628**

**SEVENTH**

The private property of the stockholders of the corporation shall not be subject to the payment of the corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessments for the purpose of paying expenses, conducting business, or paying debts of the corporation.

**EIGHTH**

The number of directors of the corporation shall be specified in the By-Laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, and in accordance with Section 30-1-803 of the Idaho Code provided that the first Board of Directors shall be two (2) in number. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. In the case of an increase in the number of directors, the additional directors may be elected by a majority of the remaining directors even though less than the quorum of the new Board of Directors. The directors so elected shall hold office until the next annual meeting or at any special meeting duly called for that purpose and until their successors are elected and qualified.

NINTH

The names and addresses of the members of the first Board of Directors of the Corporation are:

<b>James W. Fleming Sr.</b>	<b>P.O. Box 1052</b>	<b>Homedale, Idaho 83628</b>
<b>Christine J. Fleming</b>	<b>P.O. Box 1052</b>	<b>Homedale, Idaho 83628</b>

Such persons shall hold office until the first annual meeting of the shareholders, and until the successors have been elected and qualified.

TENTH

Stockholders of the corporation shall have preemptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized. Any stock issued by the corporation shall first be offered to the stockholders of the corporation.

ELEVENTH

A voluntary sale, lease or exchange of all the property and assets of the corporation, including its good will, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation.

TWELFTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction for the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority hereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

THIRTEENTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands on this 14<sup>th</sup> day of June, 2001.

James W. Hendry Sr.

Christine J. Heming