

# State of Idaho

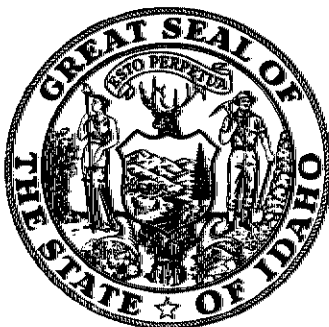
## Department of State

### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of PATHWAY HOSPICE, INC., an Idaho corporation, file number C 107344 into PATHWAY HOSPICE, INC., an Oregon corporation, not qualified in Idaho, duly executed pursuant to the provisions of the Idaho Business 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 merger, and attach hereto a duplicate original of the Articles of merger.

Dated: January 16, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sonya Herold*

Submit the original  
and one true copy

Corporation Division - Business Registry

FOR OFFICE USE ONLY

\$30.00 fee

SURVIVOR'S REGISTRY NUMBER:  
492054-87

JAN 16 8 54 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

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STATE OF IDAHO

ARTICLES OF MERGER

1. Name of the Oregon corporation: Pathway Hospice, Inc. (an Oregon corporation)

Oregon registry #: 492054-87

2. Name of the Idaho corporation: Pathway Hospice, Inc. (an Idaho corporation)

Idaho registry #: 107344

3. Name of surviving corporation: Pathway Hospice, Inc. (an Oregon Corporation)

4. A copy of the plan of merger setting forth the manner and basis of converting shares of the Idaho corporation into shares of the Oregon corporation or into cash or other property is attached.

5. Pathway Hospice, Inc. (of Oregon) has 1000 no par common shares authorized and of those, 100 shares have been issued. The plan was approved by 100% of the Board of Directors and 100% of the outstanding shares of Pathway Hospice, Inc. (of Oregon). The mailing of a copy of the plan or summary was waived by all outstanding shares.

6. Pathway Hospice, Inc. (of Idaho) has 50,000 \$1.00 par common shares authorized and of those, 15,000 shares have been issued. The plan was approved by 100% of the Board of Directors and 100% of the outstanding shares of Pathway Hospice, Inc. (of Idaho). The mailing of a copy of the plan or summary was waived by all outstanding shares.

7. The effective date of the Merger is 12:01 a.m. on January 1, 1996.

 Charles G. Cooper President  
Signature Printed Name Title

 Betty K. Cooper Secretary  
Signature Printed Name Title

IDAHO SECRETARY OF STATE  
DATE 01/02/1996 0900 26314

Person to contact about this filing:

Charles Oakes  
Name

(541) 889-2302  
Telephone Number

JAN 11 1997 CUST# 63657

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COPY

**AGREEMENT OF MERGER AND PLAN OF REORGANIZATION**

JAN 16 8 54 AM '96  
SECRETARY  
STATE OF IDAHO

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STATE OF IDAHO

This Agreement of Merger and Plan of Reorganization, dated December 29, 1995, is hereby entered into by and between Pathway Hospice, Inc. (of Idaho) an Idaho corporation (hereinafter called "PHI"), and Pathway Hospice, Inc. (of Oregon), an Oregon corporation (hereinafter called "PHIO").

**WHEREAS:**

1. The Boards of Directors of PHI and PHIO have resolved that PHI be merged pursuant to the general corporation law of the State of Oregon and the business corporation law of the State of Idaho into a single corporation existing under the laws of the State of Oregon, to wit, Pathway Hospice, Inc. (of Oregon), which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of PHI consists of 50,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "PHI Common Stock"), of which 15,000 shares are issued and outstanding;

3. The authorized capital stock of PHIO consists of 1,000 shares of Common Stock with no par value (hereinafter called "PHIO Common Stock"), 100 shares of which are issued and outstanding; and

4. The respective Boards of Directors of PHI and PHIO have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreement, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the general corporation law of the State of Oregon and the business corporation law of the State of Idaho that PHI shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Oregon, to wit, Pathway Hospice, Inc. (of Oregon) which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

**1. Stockholders' Meetings; Filings; Effects of Merger**

**1.1 PHI Stockholders' Meeting.** PHI shall call a meeting of its stockholders to be held in accordance with the business corporation law of the State of Idaho at the earliest practical date, to consider and vote upon, among other matters, adoption of this Agreement.

**1.2 Action by Stockholders of PHIO.** On or before December 30, 1995, the stockholders of PHIO, shall adopt this Agreement in accordance with the general corporation law of the State of Oregon.

**1.3 Filing Articles of Merger; Effective Date.** If (a) this Agreement is adopted by the stockholders of PHII in accordance with the business corporation law of the State of Idaho, (b) this Agreement has been adopted by the stockholders of PHIO in accordance with the general corporation law of the State of Oregon, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the general corporation law of the State of Oregon and Articles of Merger shall be filed in accordance with the business corporation law of the State of Idaho. Such filing shall be made on the same day. The Merger shall become effective at 12:01 a.m. on January 1, 1996, which date and time are herein referred to as the "Effective Date".

**1.4 Certain effects of Merger.** On the Effective Date, the separate existence of PHII shall cease, and PHII shall be merged into PHIO which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the liabilities, restrictions, disabilities, and duties of PHII and all and singular, the rights, privileges, powers, and franchises of PHII and all property, real, personal, and mixed, and all debts due to PHII on whatever account, as well for stock subscriptions and all other things in action or belonging to PHII shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of PHII and the title to any real estate vested by deed or otherwise, under the laws of Oregon or Idaho or any other jurisdiction, in PHII shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of PHII shall be preserved unimpaired, and all debts, liabilities, and duties of PHII shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of PHII or the corresponding officers of the Surviving Corporation, may, in the name of PHII, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all PHII property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purpose of this Agreement.

## **2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws**

**2.1 Name of Surviving Corporation.** The name of the Surviving Corporation from and after the Effective Date shall be Pathway Hospice, Inc.

**2.2 Certificate of Incorporation.** The Certificate of Incorporation of PHIO as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

**2.3 By-Laws.** The By-Laws of PHIO, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

### 3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of PHII and the nature and amount of securities of PHIO which the holders of shares of PHII Common Stock are to receive in exchange for such shares are as follows:

3.1 **PHII Common Stock.** Each one hundred fifty (150) shares of PHII Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of PHIO Common Stock, and outstanding certificates representing 150 shares of PHII Common Stock shall thereafter represent one share of PHIO Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

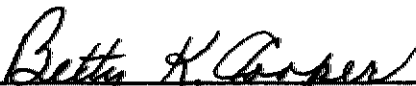
### 4. Miscellaneous.

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of PHII, the Board of Directors of PHII, the Shareholders of the Surviving Corporation, or the Board of Directors of the Surviving Corporation, duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.


IN WITNESS WHEREOF, this Agreement has been executed by Pathway Hospice, Inc. (of Idaho) and Pathway Hospice, Inc. (of Oregon) all on the date first above written.

Pathway Hospice, Inc. (of Idaho) by:

  
Betty K. Cooper, Secretary, Director  
and Shareholder

  
Charles G. Cooper, President, Director,  
and Shareholder

Pathway Hospice, Inc. (of Oregon) by:

  
Betty K. Cooper, Secretary, Director  
and Shareholder

  
Charles G. Cooper, President, Director  
and Shareholder

COMPLIANCE WITH IC 30-1-77

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SECRETARY OF STATE  
STATE OF IDAHO  
Pathway Hospice, Inc. (of Oregon), in compliance with Idaho Code 30-1-77, may be served with process in the state of Idaho in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to the merger or consolidation of Pathway Hospice, Inc (of Idaho) into Pathway Hospice, Inc. (of Oregon) and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against Pathway Hospice, Inc. (of Oregon).

Pathway Hospice, Inc. (of Oregon) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and

Pathway Hospice, Inc. (of Oregon) will promptly pay to the dissenting shareholders of any such domestic corporation, the amount, if any, to which they shall be entitled under provisions of this act with respect to the rights of dissenting shareholders.

Dated: December 29, 1995



Charles G. Cooper, President, Director, Shareholder  
Pathway Hospice, Inc. (of Oregon)



Betty K. Cooper, Secretary/Director, Shareholder  
Pathway Hospice, Inc. (of Oregon)