

Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that
THE DANMOR COMPANY

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **18th** day of **June** 19⁷³, a properly authenticated copy of its articles of incorporation, and on the **18th** day of **June** 19⁷³, a designation of **Dale Clemons** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **18th** day of **June**, A.D., 19⁷³.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed are true and correct copies of the Articles of Incorporation and all amendments thereto of **MADISON HOME, INC.**, including amendatory articles changing the name to **MADISON CONVALESCENT CENTERS, INC.**, and the amendment again changing the name to **THE DANMOR COMPANY**, which have been duly filed and recorded in my office in accordance with law; I further certify that **THE DANMOR COMPANY** has not been dissolved and is in good standing as a subsisting corporation of the State of Washington with all of its license fees paid to July 1, 1973; and I further certify that I am the officer having the legal custody of the official record of the original articles of Incorporation and all amendments to the articles of said corporation.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

June 1, 1973

A. LUDLOW KRAMER
SECRETARY OF STATE

United States of America
State of Washington



I, VICTOR A. MEYERS, Secretary of State of the State of Washington, do hereby certify that

ARTICLES OF INCORPORATION
OF THE

MADISON HOME, INC.

a Domestic Corporation, of Seattle, Washington, was, on
the 1st day of July, A. D. 1964, at 9:39 o'clock A.M.,
filed for record in this office and now remains on file herein.

Filed at request of

Mortimer & Prescott, Attys.

660 Central Bldg.

Seattle, Washington 98104

Filing and recording fee \$ 50.00

License to June 30, 1965 \$ 30.00

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1069

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IN TESTIMONY WHEREOF, I have hereunto set

my hand and affixed hereto the Seal of the
State of Washington. Done at the Capitol, at
Olympia, this 1st day of July,

A. D. 1964.

Victor A. Meyers
VICTOR A. MEYERS, Secretary of State

06

ARTICLES OF INCORPORATION
OF
MADISON HOME, INC.

APPROVED
AS TO FORM AND FILED

JUL 1 - 1964

VICTOR A. MEYERS
SECRETARY OF STATE
BY *Paul Henderson*
ASSISTANT SUPERVISOR OF CORPORATIONS

We, the undersigned, T. Dan Mortimer, Loren D. Prescott and Beverly B. Weston, all residents of King County, Washington, each of whom is a citizen of the United States, do hereby associate ourselves together for the purpose of forming a corporation under the general incorporation laws of the State of Washington and do make and execute and adopt in triplicate the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be MADISON HOME, INC.

ARTICLE II

The purpose for which this corporation is formed is to transact all lawful business of every kind and character in which this corporation may be authorized to engage at any time in the State of Washington and in all other jurisdictions, and it shall have authority to perform all such acts as are necessary or proper to accomplish such purpose and which are not repugnant to law.

That the corporation shall commence doing business on the 1st day of July, 1964.

ARTICLE III

The duration of this corporation shall be in perpetuity.

ARTICLE IV

The location and post office address of the registered office of the corporation shall be 660 Central Building, Seattle 4, Washington.

ARTICLE V

The authorized capital stock of this corporation shall consist of Five Thousand (5,000) shares of stock having no par or stated value. Subscriptions for shares thereof shall be made payable with consideration of the character and value determined by the Board of Directors.

ARTICLE VI

The amount of paid in capital with which this corporation will begin business is the sum of Five Hundred Dollars (\$500.00).

ARTICLE VII

The number of Directors of this corporation shall at the commencement of business be three (3), but the Board of Directors may at any time, by amendment of the By-Laws, be increased to any number not exceeding nine (9), or decreased to any number not less than three (3). The names and post office addresses of the first directors of the corporation, who shall serve until the annual meeting of the shareholders or until their successors are elected, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
T. Dan Mortimer	660 Central Building, Seattle, Washington
Loren D. Prescott	660 Central Building, Seattle, Washington
Beverly B. Weston	102 N. E. 110 th St., Seattle, Washington

ARTICLE VIII

The entire Board of Directors or any individual Director may, at a special meeting of the shareholders called for that purpose in the manner provided by Revised Code of Washington 23.01.280, be removed from office by a vote of shareholders holding a majority of the outstanding shares entitled to vote at an election of directors. In case the Board or any one or more Directors be so removed, new Directors may be elected at the same meeting. However, the cumulative voting rights of minority shareholders in the removal of individual directors shall be protected in accordance with Revised Code of Washington 23.01.320.

ARTICLE IX.

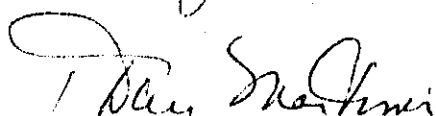
The names and addresses of the respective incorporators and a statement of the number of shares subscribed for by each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
T. Dan Mortimer	660 Central Bldg. Seattle	2498
Loren D. Prescott	660 Central Bldg. Seattle	1
Beverly B. Weston	102 N. E. 110th St. Seattle	1

ARTICLE X.

By-Laws of this corporation may be made, amended or repealed by the Board of Directors or the stockholders, provided only that the Directors shall not make, amend, or repeal By-Laws fixing their own qualifications, classifications, terms of office or compensation.

IN WITNESS WHEREOF, we the undersigned, have hereunto
set our hands and seals this 29 day of June, 1964.


T. Dan Mortimer

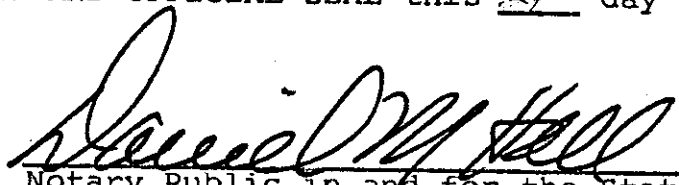

Loren D. Prescott


Beverly B. Weston

STATE OF WASHINGTON)
COUNTY OF K I N G) ss:

THIS IS TO CERTIFY THAT ON THE 29th day of June,
1964, before me, the undersigned, a Notary Public in and for the
State of Washington, duly commissioned and sworn, personally came
T. Dan Mortimer, Loren D. Prescott and Beverly B. Weston, to me
known to be the individuals described in and who executed the
within instrument, and acknowledged to me that they signed the
same as their free and voluntary act and deed for the purposes
therein mentioned.

WITNESS MY HAND AND OFFICIAL SEAL this 29th day of
June, 1964.


Notary Public in and for the State
of Washington, residing at Seattle

AFFIDAVIT OF NON-PAR CAPITAL STOCK

OF

MADISON HOME, INC.

STATE OF WASHINGTON)
COUNTY OF K I N G) ss:

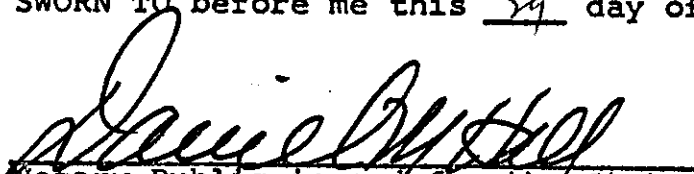
The undersigned, being first duly sworn, on oath deposes and says:

That he is one of the incorporators of the above named corporation, and that to the best of his knowledge and belief, the value of the assets received and to be received by the above named corporation in return for the issuance of its non-par value common stock does not exceed Fifty-Thousand Dollars (\$50,000).


T. Dan Mortimer

SUBSCRIBED AND SWORN TO before me this 24 day of

 June, 1964.


Notary Public in and for the State
of Washington, residing at Seattle

D-201767
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

AMENDED
ARTICLES OF INCORPORATION

of MADISON HOME, INC.
a domestic corporation of Seattle, Washington,
(Changing name to MADISON CONVALESCENT CENTERS, INC.)

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of.....
.....Madison Convalescent Centers.....
.....400 108th N. E., Suite 500.....
.....Bellevue, Washington 98004.....

Filing and recording fee . . . \$ 10.00

License to June 30, 19..... \$

.....Excess pages @ 25¢ \$

Microfilmed, Roll No. 1181

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In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

November 17, 1969

A. LUDLOW KRAMER
SECRETARY OF STATE

28336 NOV 18 1969

APPROVED
AS TO FORM AND FILED

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
MADISON HOME, INC.

NOV 17 1969

A. LUDLOW KRAMER
SECRETARY OF STATE
BY *[Signature]*
CORPORATION SECRETARY

T. DAN MORTIMER and ADA YEAROUT, being first duly sworn on oath, state:

1. That the sole shareholder of this corporation has heretofore consented in writing to the amendment of the Articles of Incorporation as set forth below:

ARTICLE I

The name of this corporation shall be MADISON
CONVALESCENT CENTERS, INC.

2. The amendment to the Articles of Incorporation was adopted at a special meeting of stockholder and directors held on November 3, 1969, at which the sole shareholder, holding 5,000 shares, being all of the issued and outstanding shares of the corporation, voted affirmatively for the amendment to the Articles of Incorporation.

DATED this 3rd day of November, 1969.

[Signature]

President
[Signature]

Secretary

STATE OF WASHINGTON)
County of King) ss.

T. DAN MORTIMER, being first duly sworn, deposes and says: that he is one of the persons who executed the foregoing instrument; that he has read the same and knows the contents thereof; that the matters stated therein are true of his own knowledge, except such matters as are stated to be upon information and belief and as to those matters he believes them to be true.

[Signature]

Subscribed and sworn to before me this 12 day of November, 1969.

[Signature]

Notary Public in and for the state
of Washington, residing at Newton

D-226965
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

AMENDED
ARTICLES OF INCORPORATION

of MADISON CONVALESCENT CENTERS, INC.
a domestic corporation of Bellevue, Washington,
(Changing name to THE DANMOR COMPANY)

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of.....
Bogle, Gates, Dobrin, Wakefield & Long
14th Floor Norton Bldg.
Seattle, Wa 98104
Attn: Robert S. Jaffe

Filing and recording fee ... \$ 10.00
License to June 30, 19..... \$
.....Excess pages @ 25¢ \$

Microfilmed, Roll No. 1260
138-70
Page

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

February 7, 1973

A. LUDLOW KRAMER
SECRETARY OF STATE

148449 FEB 7 73

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

FILED
FEB 7 1973

A. LUDLOW KRAMER
SECRETARY OF STATE

MADISON CONVALESCENT CENTERS, INC.

Articles of Amendment of the Articles of Incorporation of MADISON CONVALESCENT CENTERS, INC., are herein executed by said corporation, pursuant to the provisions of RCW 23A.16.040 and 23A.16.050, as follows:

1. The name of the corporation is MADISON CONVALESCENT CENTERS, INC.
2. The amendment to the Articles of Incorporation of said corporation is as follows:

ARTICLE I.

The name of this corporation shall be THE DANMOR COMPANY.

3. The amendment to the Articles of Incorporation was adopted at a special meeting of stockholder and directors held on January 31, 1973, at which the sole shareholder, holding twenty-five hundred (2500) shares, being all of the issued and outstanding shares of the corporation, voted affirmatively for the amendment to the Articles of Incorporation.

DATED: Jan. 31, 1973

T. Dan Mortimer President

Ada Yearout Secretary

STATE OF WASHINGTON)
) ss.
County of King)

T. DAN MORTIMER, being first duly sworn, deposes
and says:

That he is one of the persons who executed the
foregoing instrument; that he has read the same and knows
the content thereof; that the matters stated therein are
true of his own knowledge, except such matters as are
stated to be upon information and belief and as to those
matters he believes them to be true.

T. Dan Mortimer
T. Dan Mortimer

SUBSCRIBED AND SWORN to before me this 31 day
of January, 1973.

Marie R. Van Cleave
Notary Public in and for the State of
Washington, residing at *Gig Harbor*