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State of Alaska
Department of Commerce

APR 15 2011

ARTICLES OF INCORPORATION
OF

Division of Corporations, Business
and Professional Licensing
✓ 50 PE

HOSPICE AND PALLIATIVE CARE OF KODIAK, INC.

We, the undersigned natural persons of the age of nineteen (19) years or more, acting as incorporators of a nonprofit corporation under AS 10.20, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is Hospice and Palliative Care of Kodiak, Inc.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose or purposes for which the corporation is organized is to provide physical and emotional support to the terminally ill and their families.

In addition to the foregoing, the corporation shall have and exercise all the general powers enumerated in AS 10.20.011, as amended.

ARTICLE IV.

The corporation is authorized to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for corporate purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code and regulations thereunder, as now existing or hereafter in effect, it being intended that the corporation be organized and operated for non-profit,



scientific, and educational purposes and not for pecuniary profit, so as to qualify as an organization exempt from taxation under Section 501(c)(3) of the United States Internal Revenue Code and regulations thereunder, as now existing or hereafter in effect.

ARTICLE V.

Upon the dissolution of the corporation, the board of directors, shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for non-profit, educational, or scientific purpose, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the United States Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) as the board of directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the judicial district in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VI.

The initial registered agent of the corporation is Alan L. Schmitt, 3295 Woody Way Loop, Kodiak, Alaska 99615.

ARTICLE VII.

The board of directors of the corporation is expressly authorized to frame and adopt such bylaws for the corporation as are not inconsistent with these articles or the laws of the State of Alaska. Any bylaws so adopted by the board of directors of the corporation may be

amended or repealed by a majority vote of a quorum of the board of directors or the voting members of the corporation.

ARTICLE VIII.

The corporation reserves the right to amend, add to, or repeal any provisions contained in these Articles of Incorporation in a manner consistent with the law.

ARTICLE IX.

There shall be at least three (3) directors serving on the initial board of directors. The names and addresses of the initial directors, who shall serve as directors until the first annual meeting of the members or until their successors are elected and qualified, are as follows:

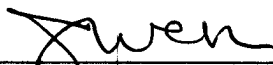
Elaine Loomis Olsen, 1111 Purto Street, Kodiak, AK 99615
Jennifer Webster, PO Box 1305, Kodiak, AK 99615
Genevieve Stevens, PO Box 628, Kodiak, AK 99615
Kathleen Nussbaum, PO Box 8981, Kodiak, AK 99615
Alan L Schmitt, 3295 Woody Way Loop, Kodiak, AK 99615

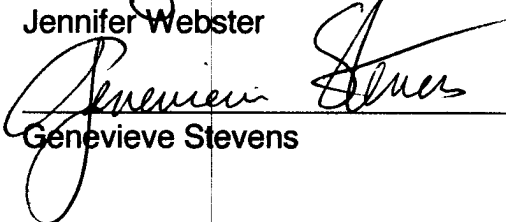
ARTICLE X.

The names and addresses of the incorporators are:


Jennifer Webster, PO Box 1305, Kodiak, AK 99615
Genevieve Stevens, PO Box 628, Kodiak, AK 99615
Kathleen Nussbaum, PO Box 8981, Kodiak, AK 99615
Alan L. Schmitt, 3295 Woody Way Loop, Kodiak, AK 99615


IN WITNESS WHEREOF, we have hereunto set our hands this 13th day of April, 2011.



Jennifer Webster


Genevieve Stevens


Kathleen Nussbaum


Alan L. Schmitt

DISCLOSURE OF CORPORATE PURPOSE USING THE
NORTH AMERICAN INDUSTRY CLASSIFICATION SYSTEM
(NAICS)

The 6-digit NAICS industry grouping code which most clearly describes the initial activities of the corporation is: 621610