

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "DELAWARE NURSING CENTERS, INC.", CHANGING ITS NAME FROM "DELAWARE NURSING CENTERS, INC." TO "WESTSIDE HEALTH, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MARCH, A.D. 1998, AT 8:30 O'CLOCK A.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

*Edward J. Freel, Secretary of State*

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AUTHENTICATION: 8984035

DATE: 03-20-98

RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
DELAWARE NURSING CENTERS, INC.

(Originally incorporated September 8, 1983)

FIRST: The name of this Corporation is Westside Health, Inc.

SECOND: Its registered office in the State of Delaware is to be located at 300 Delaware Avenue, County of New Castle, City of Wilmington. The registered agent in charge thereof is Colonial Charter Company, 300 Delaware Avenue, Wilmington, Delaware.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, to carry out the within purpose, except as herein expressly limited.

The purposes for which this organization is organized shall be exclusively for charitable and educational purposes as defined in Section 501(c) (3) of the Internal Revenue Code. No part of the net earnings shall inure to the benefit of any private individual and no powers shall be exercised except in furtherance of such purposes.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation, the Board of Directors shall after payment of all liabilities, dispose of all the assets of the Corporation exclusively for the purpose and in such manner or to such an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify for exemption under Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

It shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

It shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

It shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

It shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of subsequent Federal tax laws.

FOURTH: This Corporation shall not be for profit, nor shall it have any capital stock. The directors shall be the members of the Corporation. It shall be governed and controlled by a board of directors, the size and election of which shall be established by the By-Laws, but in no event shall there be less than three directors. Officers shall be elected in accordance with the By-Laws.

FIFTH: The name and address of the incorporator is

Colonial Charter Company  
1102 West Street  
Wilmington, Delaware 19801

SIXTH: The existence of this Corporation is to be perpetual.

SEVENTH: The private property of the incorporator, members, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: The Board of Directors shall have power to make and to alter or amend the By-Laws, and to authorize and cause to be executed bonds, mortgages, and liens without limit as to amount upon the property and franchise of this Corporation.

By-Laws of the Corporation may be adopted by the directors at any regular meeting or at any special meeting called for the purpose.

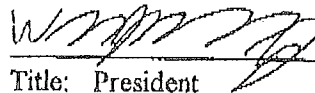
The By-Laws shall determine whether and to what extent the accounts and books of this Corporation, or any of them, shall be open to inspection.

The Directors shall have any power by a resolution passed by a majority vote of the whole Board, under suitable provisions of the By-Laws, to designate two or more of their number to constitute an Executive Committee, which Committee shall for a time being, as provided in said resolution or in the By-Laws, have and exercise any or all of the powers of the Board of Directors which may be lawfully delegated in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of said Corporation to be affixed to all papers which may require it.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the statutes of the State of Delaware, and all rights conferred on officers, directors and members herein are granted subject to this reservation.

NINTH: A director of this Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended, changed or modified in any way to further eliminate or limit the liability of directors to the Corporation or third parties, then directors of the Corporation, in addition to the circumstances in which directors are not personally liable as set forth in the preceding sentence, shall also not be personally liable to the Corporation or third parties for monetary damages to such further extent permitted by such amendment, change or modification.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which restates and integrates and does further amend the provisions of the Corporation's Certificate of Incorporation and having been duly adopted by the Board of Directors of the Corporation in accordance with the provisions of Section 242(b)(3) of the General Corporation Laws of the State of Delaware, has been executed this 17<sup>th</sup> day of FEBRUARY, 1998, by William J. Rhodunda, Jr., its authorized officer.



Title: President