

**ARTICLES OF INCORPORATION**  
**OF**  
**ADAMS COUNTY HEALTH CARE FOUNDATION, INC.**

(A non-profit corporation)

**FILED/EFFECTIVE**

JAN 10 4 52 PM '02  
CLERK

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens and residents of the United States and are over the age of majority, do hereby execute and make the following Articles of Incorporation for the purposes of forming a non-profit corporation under and pursuant to the Idaho Non-Profit Corporation Act, namely Title 30, Chapter 3 of the Idaho Code, and we do hereby certify:

**ARTICLE I.**

Name

The name of this corporation shall be: ADAMS COUNTY HEALTH CARE FOUNDATION, INC.

**ARTICLE II.**

Purpose

The specific and primary purposes for which this corporation is formed are charitable, and are to concern themselves with the procurement and extension of financial aid toward the operation, management and expansion of facilities of Council Community Hospital District, a governmental subdivision organized under the laws of the State of Idaho, hereafter "Council Community Hospital and Nursing Home," in full accord with the purpose of said hospital, and to the end that the greatest amount of health care service may be extended to the greatest number of persons in the area. The activities of the Corporation shall be broad in scope and there would be built up from year to year, a fund which would be continuously available for essential capital and supplemental operational needs of said hospital, for future development of its patient care, and medical education and research programs.

**ARTICLE III.**

Powers

The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Idaho law and Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. Notwithstanding any other provision of these Articles, the

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Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE IV.**

##### **No Members**

The Corporation shall have no members. Any action that would otherwise require approval by a majority of all members shall only require approval of the Board of Directors ("Board"). All rights that would otherwise vest in the members shall vest in the Board.

#### **ARTICLE V.**

##### **Restriction**

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

(b) No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### **ARTICLE VI.**

##### **Amendments**

All provisions of these Articles of Incorporation shall be subject to amendment consistent with the provisions of Idaho state law and Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, by the affirmative vote of the members entitled to vote in respect thereof, in attendance at the annual meeting or at any special meeting, providing that due notice of the amendment is included in the notice of said meeting.

#### **ARTICLE VII.**

##### **Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Board shall

determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the State of Idaho in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for charitable, educational, religious or scientific purposes.

## **ARTICLE VIII.**

### **Registered Office**

The location of the registered office of the corporation shall be Council Community Hospital and Nursing Home, 205 N Berkeley, P. O. Box 428, Council, Idaho 83612, and the registered agent shall be Virginia L. Stukel, Givens Pursley LLP, 277 N. 6<sup>th</sup> St., Boise, Idaho 83702.

## **ARTICLE IX.**

### **Duration**

The duration of this corporation shall be perpetual.

## **ARTICLE X.**

### **Management**

The affairs of the corporation shall be managed by a Board of Directors to be elected as provided in the Bylaws, but in no case shall the number of directors be less than three (3). The directors shall hold their offices for one (1) year, or such other period as the Bylaws shall determine, and until their successors are elected and qualified. The initial directors of the corporation shall be all of those persons whose names appear in these Articles as incorporators.

## **ARTICLE XI.**

### **Incorporator**

The name and address of the incorporator is Virginia L. Stukel, Givens Pursley LLP, 277 N. 6<sup>th</sup> St., Boise, Idaho 83702.

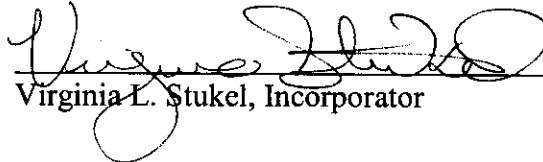
## **ARTICLE XII.**

### **Original Members and Directors**

The names and addresses of the original members of the Board of Directors of the corporation, each of whom shall serve as a director until his successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Mary Ann Masters	2270 Orchard Road, Council, ID 83612
Betty Thomason	206 N. Clarendon, Council, ID 83612
Dan Huter	105 School Ave., Council, ID 83612
Nello Jenkins	102 1 <sup>st</sup> Ave., Council, ID 83612
Cynthia A. Jordan	2555 Fruitvale Glendale Rd., Fruitvale, ID 83620

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective as of the  
10<sup>th</sup> day of January, 2002.

  
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Virginia L. Stukel, Incorporator