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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

of

UPPER VALLEY FREE CLINIC, INC.

An Idaho Nonprofit Corporation

The following Articles of Incorporation are hereby adopted by the undersigned
incorporator(s):

1. Name.

The name of this nonprofit corporation is **UPPER VALLEY FREE CLINIC, INC.**

2. Nonprofit Corporation.

This corporation is a nonprofit corporation organized under the provisions of Idaho Code,
Title 30, Chapter 3, which statutes are known as the Idaho Nonprofit Corporation Act.

3. Duration.

This nonprofit corporation shall have perpetual duration unless sooner dissolved, as
provided by law.

4. Purposes.

The purpose of this corporation shall include:

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1. Promote health and wellness by providing health care services to the medically uninsured, at no charge, using volunteer professional staff.

2. Serve as a medical screening and referral resource.

3. Provide health demonstration and education.

4. Serve as a forum for medical education and training.

5. Solicit, use and administer gifts, grants, donations, bequests and devises for the foregoing purposes.

6. To engage in any and all lawful activities incidental to and consistent with the foregoing purposes.

The corporation is organized and operated exclusively for charitable and educational purposes, and exclusively in furtherance of such purposes shall carry out and promote only such activities and projects as are consistent with these articles.

To achieve the specific purposes listed above, this nonprofit corporation shall have all power to perform those functions authorized for nonprofit corporations by the Idaho Nonprofit Corporations Act including those functions and powers specifically enumerated in Section 30-3-24, Idaho Code.

5. Membership.

The corporation shall have no members.

6. Registered Agent and Office.

The name of the initial registered agent and the address of the initial registered office of the corporation is:

Corey Barnard

272 E. 2nd S.
Rexburg, Idaho 83440

7. Directors.

The affairs of the corporation shall be conducted by a Board of Directors of not less than three (3) nor more than ten members, the exact number of which shall, from time to time, be fixed by the Bylaws.

The initial Board of Directors who shall serve on an interim basis until the First Annual Meeting, at which time directors shall be formally elected are listed as follows:

	<u>Name</u>	<u>Address</u>
1.	Corey Barnard	272 E. 2 nd S. Rexburg, Idaho 83440
2.	Darren Furman	110 N. 2 nd E. Rexburg, Idaho 83440
3.	Jeffrey G. Hopkin	393 E. 2 nd N. Rexburg, Idaho 83440
4.	Michael S. Kam	25 N. 2 nd E. Rexburg, Idaho 83440
5.	Margo McFadden	314 North 3 rd E. Rexburg, Idaho 83440
6.	Brad Reed	124 E. Main Rexburg, Idaho 83440
7.	Janet W. Thomas	P. O. Box 310 Rexburg, Idaho 83440
8.	Kim VanWagoner	Ricks College Nursing Dept 175 Clarke Bldg. Rexburg, Idaho 83450

9. Carolyn Wright

P. O. Box 310
Rexburg, Idaho 83440

The terms of the directors shall be staggered by dividing the initial board of directors into two groups. The first group shall consist of all even numbered directors as set forth above and the second group shall consist of all odd numbered directors as set forth above. The terms of the office for the several groups need not be uniform. The term of the first group shall expire December 1, 2001. The term of the second group shall expire December 2, 2002. Upon the termination of the above named terms, the successor directors shall serve for terms of two years.

8. Incorporators.

The names and addresses of the incorporators:

<u>Name</u>	<u>Address</u>
Corey Barnard	272 E. 2 nd S. Rexburg, Idaho 83440

9. Nonprofit Status.


No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons. No substantial 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the

corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

10. Dissolution.

Dissolution shall occur upon the vote of a majority of directors. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the 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 operated exclusively for charitable, educational, religious, or scientific purposes as shall 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 of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

DATED This 28 day of November, 2000.


Corey Barnard

County of Madison)

On this 28th day of November, 2000, before me, the undersigned a Notary Public in and for said State, personally appeared Corey Barnard, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the
day and year in this certificate first above written.



Marsha L. Maharry
Notary Public for Idaho
Residing at Rexburg, Idaho
My Commission Expires: 4-10-2006