



**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

**IDAHO RURAL CLINICS ASSOCIATION, INC.**

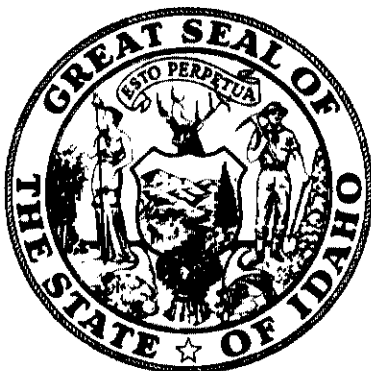
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**IDAHO RURAL CLINICS ASSOCIATION, INC.**

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated July 16, 19 91.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*W. J. Davis*

Corporation Clerk

# **Idaho Rural Clinics Association**

220 Idaho Street , American Falls, ID 83211-0006

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## **ARTICLES OF INCORPORATION OF IDAHO RURAL CLINICS ASSOCIATION , INC.**

### **ARTICLE I**

The name of this corporation shall be IDAHO RURAL CLINICS ASSOCIATION, INC.

### **ARTICLE II**

This corporation shall be a charitable nonprofit corporation organized for the purpose of providing support for rural practioners and their practices.

### **ARTICLE III**

This organization is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the laws of the State of Idaho. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of any member. This corporation is not empowered to engage in activities which are not in furtherance of a tax exempt purpose as provided under Section 501(c)(3) of the Internal Revenue Code. Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts or obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, such organization to be selected by the board of directors of the corporation.

#### **ARTICLE IV**

**The existence of this corporation shall be perpetual.**

#### **ARTICLE V**

**The management of the corporation shall be vested in the board of directors who shall be elected by the members of the corporation as is further set forth in the By-Laws of the corporation.**

#### **ARTICLE VI**

**The post office address of the corporation's initial registered office is 220 Idaho Street, American Falls, ID, 83211-0006. The corporation's initial registered agents shall be Steve Johnson, D.O., Larry T. Curtis M.D. and Jerry L. Knouf M.D. at said address.**

#### **ARTICLE VII**

**The number of directors constituting the corporation's initial board of directors is four (4), whose names and addresses are:**

- 1. Steve Johnson, D.O.  
230 W. 200 N. Malad, ID 83252**
- 2. Jerry L. Knouf M.D.  
220 Idaho Street, American Falls, ID, 83211**
- 3. Larry T. Curtis M.D.  
Box 29, Driggs, ID 83422**
- 4. Stephen Oishi, M.D.  
230 W. 200 N. Malad, ID 83252**

#### **ARTICLE VIII**

**At any annual meeting of the members of the corporation, the number of directors may be increased and the number of directors shall be as is thereafter established by the By-Laws of the corporation, but shall be no less than five and no more than nine directors in number.**

#### **ARTICLE IX**

**These Articles of Incorporation shall be amended only upon the adoption of a resolution setting forth the proposed amendment by 2/3**

majority vote of the board of directors and after approval thereof by a 2/3 majority vote of the members having voting rights as set forth in the By-Laws of the corporation.

#### ARTICLE X

This corporation, and any seminars, treatment programs, educational programs or any other programs or services shall admit clients of any race and accord to them all the rights, privileges, programs and activities generally accorded or made available to its clients and does not discriminate on the basis of race, color and/or national or ethnic origin in administration of its educational seminars, treatment programs, educational programs or any other programs or services, policies, and other programs.

#### ARTICLE XI

The name and address of each incorporator of this corporation is:

1. Steve Johnson, D.O.  
230 W. 200 N. Malad, ID 83252
2. Jerry L. Knouf M.D.  
220 Idaho Street, American Falls, ID, 83211
3. Larry T. Curtis M.D.  
Box 29, Driggs, ID 83422
4. Stephen Oishi, M.D.  
230 W. 200 N. Malad, ID 83252

DATED this 5th day of july, 1991

  
1. Steve Johnson, D.O.

  
2. Jerry L. Knouf M.D.

  
3. Larry T. Curtis M.D.

  
4. Stephen M. Oishi M.D.