

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

OLWYN HUGHES BROWN MEMORIAL FUND, 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 \_\_\_\_\_

OLWYN HUGHES BROWN MEMORIAL FUND, 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 November 23, 19 90.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Corbett M. Hanks*

Corporation Clerk

ARTICLES OF INCORPORATION  
of  
OLWYN HUGHES BROWN MEMORIAL FUND, INC.

ARTICLE I - NAME. The name of the Corporation shall be OLWYN HUGHES BROWN MEMORIAL FUND, INC.

ARTICLE II - NONPROFIT STATUS. The corporation is a nonprofit corporation.

ARTICLE III - PERIOD OF DURATION. The period of duration of the corporation is perpetual.

ARTICLE IV - INITIAL REGISTERED AGENT. The name and street address of the person who is the initial incorporator of the corporation is Janet Jeter Burnett Brown, 412 Fairway Loop, Sun Valley, Idaho 83353.

ARTICLE V - PURPOSES. The corporation is organized and will be operated exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt 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).

A. The principal purpose for which the corporation is being formed is to support and advance the quality of medical care to persons who reside in or visit the Wood River Valley of Blaine County, State of Idaho.

b. The corporation shall also have as its purpose the objective of exercising all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, of any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit. The corporation shall be entitled to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may at that time lawfully carry on or do.

ARTICLE VI - LIMITATIONS. 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 these Articles. 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

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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).

**ARTICLE VII - MEMBERS.** The corporation shall have members, and the members shall only include those persons who are the spouse and children of O. Hughes Brown.

**ARTICLE VIII - BOARD OF DIRECTORS.** The affairs of the corporation shall be managed by its board of directors. The board of directors shall consist of not less than three (3) nor more than fifteen (15) individuals, and it shall not be necessary for a director to be a member of the corporation. The actual number of the directors shall be fixed from time to time by the bylaws of the corporation. Other than the directors constituting the initial board of directors, who are designated in these Articles, the directors shall be elected or appointed by the existing directors in the manner and for the term provided in the bylaws of the corporation.

The names and street addresses of the persons constituting the initial board of directors are:

NAME	STREET ADDRESS
Angela Burnett Brown Linberg	6055 Waggoner Dallas, Texas 75230
Robert K. Davis	10442 Kling Street N. Hollywood, California 91602
Janet Jeter Burnett Brown	412 Fairway Loop Sun Valley, Idaho 83353

**ARTICLE IX - MEMBERSHIP DUES.** Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes or membership and some or members or classes of membership may be made exempt from such membership dues. The board of directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the board of directors may prescribe.

**ARTICLE X - DISTRIBUTION ON DISSOLUTION.** 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 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 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 of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of general jurisdiction 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 said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI - INCORPORATOR.** The place in the State of Idaho where the principal office of the Corporation is to be located is 412 Fairway Loop, City of Sun Valley, Blaine County. The address of the initial registered office of the corporation is P.O. Box 1730, Sun Valley, Idaho 83353. The name of the initial registered agent is Janet Jeter Burnett Brown.

**ARTICLE XII - BYLAWS.** Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws.

  
Janet Jeter Burnett Brown

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