



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**THE POCATELLO FREE CLINIC,
INC.**

was filed in the office of the Secretary of State on the **9th** day of **February** A.D., One Thousand Nine Hundred **Seventy-two** and will be **XXXXX** Microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-108, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at **Pocatello** in the County of **Bannock**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **9th** day of **February**, A.D., 19 **72**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION OF
THE POCATELLO FREE CLINIC,
INC.

We, the undersigned, for the purpose of forming a corporation under the General Non-Profit Corporation laws of the State of Idaho do hereby adopt the following Articles of Incorporation:

I.

NAME

That the name of the Corporation is "THE POCATELLO FREE CLINIC, INC."

II.

PRIMARY PURPOSE

That the specific and primary purpose for which the corporation is formed is to operate a clinic to provide free medical and legal care, psychological counseling and other social services.

III.

SECONDARY PURPOSES AND POWERS

- (a) To develop, manage, direct, supervise and control a free medical-legal clinic;
- (b) To make contracts;
- (c) To acquire and dispose of, by deed, grant, contract, purchase, lease, mortgage, trust, agreement power, or otherwise, and to hold, possess, hypothecate, pledge or dedicate any and all property, real, personal and mixed, wheresoever located;
- (d) To receive grants and contributions of all types from individuals, organizations, corporations, government agencies and others to accomplish the purposes of this corporation.

(e) To cooperate and coordinate with other agencies, both public and private, in order to accomplish the purposes of this corporation;

(f) To provide for the payment of all necessary operating expenses and other bills as may be from time to time determined to be necessary by the Board of Directors.

(g) To exercise any other rights and powers conferred on non-profit corporations under the laws of Idaho;

(h) Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

IV.

NON-PROFIT CORPORATION

That the Pocatello Free Clinic is organized pursuant to the General Non-Profit Corporation Law of the State of Idaho.

V.

PRINCIPAL OFFICE

That the principal office for the transaction of the business of the Pocatello Free Clinic shall be located in the County of Bannock, State of Idaho.

VI.

DIRECTORS

The names and addresses of the initial Directors who shall serve until the first annual election of the Pocatello Free Clinic shall be: Vern E. Herzog, Jr., James J. Martin, Idaho J. Purce, Castula M. Guerra, Mel Morgan, Jerry L. Harris, John W. Moegan and Lela Liggins

VII.

That the authorized number and qualifications of the Directors and members of this corporation, the classes of membership in the corporation, the voting and other rights and privileges of such membership, and provision for election and term of office of the Board of Directors shall be set forth in the corporate By-Laws. This corporation is organized without shares of stock but each volunteer shall become a member and receive a certificate of membership with equal voting rights, privileges and duties, pursuant to Idaho Code 30-117A.

VIII.

This corporation is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof and is solely organized for non-profit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable purposes and no part of the profits or net income of this corporation shall inure to the benefit of any Director, officer or member thereof or to the benefit of any private individual. Upon dissolution of the corporation, the net assets shall be distributed to any one or more non-profit funds, foundations, corporations or associations organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), (4), (6), (7) and (8) of the Internal Revenue Code and Section 23701d of the Revenue and Taxation Code.

IX.

The private property of the members shall not be subject to the payment of corporate debts.

The general management of the affairs of the corporation shall be under the control, supervision and direction of the Board of Directors.

X.

EXISTENCE OF THIS CORPORATION shall be perpetual.

IN WITNESS WHEREOF, we the undersigned, constituting the initial Directors of this corporation, executed these Articles of Incorporation this 3 day of February, 1972

Vern E. Herzog, Jr.
James J. Martin
Idaho J. Purce
Castulo M. Guerra
Mel Morgan
Jerry L. Harris
John W. Morgan
Lela Liggins

STATE OF IDAHO)
) ss.
COUNTY OF BANNOCK)

On this 3rd day of February, 1972, before me, the undersigned Notary Public in and for said County and State, personally appeared Vern E. Herzog, Jr., James J. Martin, Idaho J. Purce, Castulo M. Guerra, Mel Morgan, Jerry L. Harris, John W. Morgan and Lela Liggins

_____, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they 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.

Theresa B. Brown
NOTARY PUBLIC for Idaho
Residing at: Pocatello, Idaho