

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

EXCEPTIONAL CANCER PATIENTS - WEST, INC.

File number C 118581

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 EXCEPTIONAL CANCER PATIENTS - WEST, 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: March 7, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Delacruz*

ARTICLES OF INCORPORATION
OF
EXCEPTIONAL CANCER PATIENTS - WEST, INC.

In compliance with the requirements of the "Idaho Nonprofit Corporation Code §§ 30-3-1, *et seq.*, the undersigned, being of lawful age, is forming a corporation, not for profit, and does hereby certify as follows:

1. **NAME.** The name of the corporation is **Exceptional Cancer Patients - West, Inc.**
2. **DURATION.** The duration of the corporation shall be perpetual.
3. **PURPOSES.** The purposes for which the corporation is founded are to educate and train persons with chronic illnesses to assist in their healing process and to also transact any lawful activity, except as otherwise restricted herein. This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code.
4. **MEMBERS.** The corporation shall not have members.
5. **REGISTERED OFFICE.** The registered office of the corporation is located at 818 Houston Road, Boise, Idaho 83706.
6. **REGISTERED AGENT.** The registered agent of the corporation, whose address is the same as that of the registered office of the corporation, is Arthur W. Atwell.
7. **BOARD OF DIRECTORS.** The affairs of the corporation shall be managed by a board of directors. The number of members of such board of directors shall be fixed from time to time by the Bylaws, but at no time shall the board be less than three (3) members nor more than nine (9) members. The names and addresses of the persons who are to act as the initial board of directors of the corporation, to serve until their successors have been selected, are:

Arthur W. Atwell

818 Houston Road
Boise, Idaho 83706

Barrett Rainey

2666 North Peregrine
Boise, Idaho 83702

Annette Park

901 Balsam
Boise, Idaho 83706

The selection process for board members, as well as their terms, removal, and duties shall be provided for in the Bylaws of the corporation.

8. **INCORPORATOR.** The name and address of the incorporator of the corporation are as follows:

Arthur W. Atwell

818 Houston Road
Boise, Idaho 83706

9. **DISSOLUTION.** The corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the board of directors of the corporation entitled to vote, such vote being taken at a meeting of the board of directors called for that purpose, or upon the written consent of all members of the board of directors of the corporation. Upon the dissolution or other termination of the corporation, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the directors of the corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to applicable provisions of law, be distributed, as directed by the board of directors of the corporation to or among any one or more corporations, trusts, community chests, funds or foundations described in § 501(c)(3) of the Internal Revenue Code or any successor provisions.
10. **AMENDMENTS.** Amendments to these articles shall require the affirmative vote of two-thirds (2/3) of the members of the board of directors of the corporation then in office voting at a special meeting of the board of directors called for that purpose.

11. ORGANIZATION. The affairs of the corporation shall be managed by its board of directors, and a majority of the number of directors then fixed by the Bylaws, excluding vacancies, shall constitute a quorum; provided, however a quorum shall not be less than one-third (1/3) of the number of directors then fixed by the Bylaws. The officers of the corporation shall be the President, Vice-President, Secretary and Treasurer, and such other officers as may be provided for in the Bylaws.

12. RESTRICTIONS.

- a. Pecuniary profit is not the object or purpose of this corporation. The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code or any successor provisions. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- b. The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or private person.

13. FUNDING. In order to carry out its purposes, the corporation shall be funded primarily by private donations of money, goods, or services from members of the public, to include individuals, corporations, clubs, associations and other organizations. When appropriate, the corporation may also receive funding in the form of money, goods, or services from federal, state and local governments as long as the receipt of such funds does not violate

any law or cause the corporation to lose its tax-exempt status under the United States Internal Revenue Code then in effect.

14. **SIGNATURE.** The undersigned incorporator of said Corporation has executed these Articles of Incorporation this 7th day of March, 1997.


ARTHUR W. ATWELL

STATE OF IDAHO)
) ss.
County of Ada)

On this, the 7th day of March, 1997, before me, the undersigned, a notary public in and for the county and state, personally appeared Arthur W. Atwell, 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 same day and year in this certificate first above written.



THOMAS G. WALKER
NOTARY PUBLIC — STATE OF
IDAHO
Residing at Boise, Idaho
Commission expires on April 1,
2001


NOTARY PUBLIC FOR IDAHO