

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

SOUTH IDAHO MEDICAL SERVICE BUREAU, INC.

was filed in the office of the Secretary of State on the **Tenth** day
of **September** A. D. One Thousand Nine Hundred **Sixty-two** and
is duly recorded on Film No. **120** of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
& Section 41-3406
Sections 30-1001 to 30-1005, inclusive, 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

Boise in the County of **Ada.**

and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **10th** day of **September**,
A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION
of
SOUTH IDAHO MEDICAL SERVICE BUREAU, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, natural persons of full age and citizens of the United States of America, and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a non-profit medical and surgical service corporation under the provisions of Chapter 34, Title 41, Idaho Code, as amended.

AND, WE DO HEREBY CERTIFY:

ARTICLE I

The name of this corporation is, and shall be, "SOUTH IDAHO MEDICAL SERVICE BUREAU, INC."

ARTICLE II

This corporation is formed for the following purposes and shall have the following powers:

(1) The corporation is organized not for pecuniary profit but to provide for the residents and citizens of the State of Idaho health care service, including but not limited to the diagnosis, relief or treatment of any injuries, ailment or physical or mental condition of persons, and to make available medical and surgical aids, acts or services necessary or expedient toward the prevention, cure, alleviation of diseases, injuries and human ailments of all kinds,

and do all things now or hereafter authorized to medical and surgical service plans or corporations by the statutes of Idaho, and all things and acts necessary or incidental thereto.

(2) To contract with duly qualified and licensed physicians and surgeons who are members in good standing of the Idaho State Medical Association to the end that the services referred to in Paragraph (1) above may be made available to the persons subscribing to this corporation for such services, and to fix rates for such services to the subscribers and compensation therefor to the members of the corporation.

(3) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage or hypothecate, pledge or otherwise dispose of real and personal property of every class and description necessary to the operation of this corporation.

(4) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate or convey in trust or otherwise, any or all of the property of the corporation to secure the payment thereof.

(5) To enter into, make, perform, and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, state, municipality, government or other subdivision, district, department, agency, or instrumentality thereof.

(6) To do all things necessary, but on a strictly non-profit and cooperative basis, proper or convenient for the purpose of

promoting, establishing and operating said non-profit, medical or surgical plan or plans.

(7) To associate and contract with other associations, organizations or corporations, either in other states or of national character, whose purposes are, and who are devoted to, the same general purposes for which this corporation is formed.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered office and principal place of business of this corporation shall be Boise, Ada County, Idaho.

ARTICLE V

The membership of this corporation shall be limited to members in good standing of the Idaho State Medical Association who have entered into contracts as participating physicians and surgeons with this corporation. A certificate of membership shall be presented to each of such members upon the execution of such contract, which said membership shall not be assignable or transferable, and shall remain in good standing so long as said contract is in existence and has not been terminated under the provisions of the By-laws of this corporation or the statutes of the State of Idaho pertaining thereto. The rights, powers, duties and obligations of each member of the corporation shall be equal.

ARTICLE VI

The number, qualifications, and terms of office of the directors of this corporation shall be prescribed by the By-laws of

the corporation, provided, however, that such provision of the By-laws may be amended only by action of the members of this corporation at a regular meeting or at a special meeting called for such purpose, pursuant to notice as prescribed in the By-laws. The By-laws of this corporation may provide that directors of the corporation need not necessarily be persons eligible for membership in the corporation.

ARTICLE VII

The board of directors of this corporation shall have power to make By-laws as they deem proper for the management of the corporation and to set forth the officers of the corporation and prescribe the duties of officers, servants and employees, which By-laws shall be effective until repealed, amended or substituted by other By-laws promulgated by the board of directors, provided, however, that By-laws may be amended by the membership of the corporation at a regular or special meeting, and when so amended by the membership of the corporation, such By-laws which may be so amended shall not be repealed or amended or substituted by any other By-law without further approval of the membership of the corporation. The first board of directors of this corporation may be selected by the incorporators of this corporation.

ARTICLE VIII

This corporation reserves the right at any time to amend, alter or change any of the provisions contained in these Articles of

Incorporation in the manner now or hereafter prescribed by the statutes of the State of Idaho, and all of the duties, obligations and powers of the members of this corporation shall be construed to be in harmony with the statutes of the State of Idaho pertaining to non-profit medical corporations as now constituted or as hereafter amended and provided by the statutes of the State of Idaho.

ARTICLE IX

This corporation is not organized for the purpose of, and will not be operated for a pecuniary profit. This corporation is not organized and shall not be conducted for the purpose, directly, or indirectly, of fixing the price or regulating production of any article of commerce or the products of the soil.

ARTICLE X

At any meeting of the members, whether regular or special, those members present in person or by proxy, shall constitute a quorum.

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names and set forth their respective post office addresses this 6th day of September, 1962.

Name

Address

<u>W. M. Shaw M.D.</u>	<u>2121 College Blvd.</u>	Boise, Idaho
<u>Dr. Wm. Thomas M.D.</u>	<u>305 Fort St</u>	Boise, Idaho
<u>Alvin L. Merif. M.D.</u>	<u>518 Eastman Bldg</u>	Boise, Idaho
<u>Wm. E. Loney M.D.</u>	<u>303 No 5th</u>	Boise, Idaho
<u>James J. Gough M.D.</u>	<u>1015 N 8th -</u>	Boise, Idaho

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 6th day of September, 1962, before me,
the undersigned, Notary Public for said State, personally appeared
M. B. Shaw, M. D., Jos. W. Thomas, M.D., A. Curtis Jones, Jr.,
M. D., Wm. D. Forney, M.D., and James J. Coughlin, M.D.,

and _____, known to me to be the persons whose
names are subscribed to the within instrument, 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.

Edith Miller & Son
Notary Public for Idaho,
Residing at Boise, Idaho.

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

The above and foregoing Articles of Incorporation have
been submitted to and examined by the Department of Insurance, whose
approval thereof is endorsed hereon this 7 day of September,
1962, at Boise, Idaho.

DEPARTMENT OF INSURANCE
By [Signature]
Commissioner of Insurance of the
State of Idaho.

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

Subscribed and sworn to before me this 7th day of September, 1962.

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Neva R. Carroll
Boise, Idaho
My com. expires 4-5-63