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CLERK OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
BONNER PARTNERS IN CARE CLINIC, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I
NAME**

The name of the corporation is **BONNER PARTNERS IN CARE CLINIC, 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
REGISTERED OFFICE AND AGENT**

The location of the corporation is in the City of Sandpoint, County of Bonner, and in the State of Idaho. The mailing address of the initial registered office is:

BONNER PARTNERS IN CARE CLINIC, INC.
c/o Panhandle Health District
1020 Michigan Avenue
Sandpoint, Idaho 83864

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The physical address of the initial registered office is:

BONNER PARTNERS IN CARE CLINIC, INC.
c/o Panhandle Health District
1020 Michigan Street
Sandpoint, Idaho 83864

The name of the initial registered agent at this address is: Glenda Michaud.

ARTICLE V PURPOSES

The purposes for which the corporation is organized and will be operated are as follows:

A. To establish and maintain a community health center and all things incidental thereto and all other purposes permitted under Idaho law.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor may not at that time lawfully carry on or do.

ARTICLE VI LIMITATIONS

No part of the net earnings or the assets 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 Article V hereof. No substantial part of the activities of corporation shall be for 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 statements) any political campaign on behalf of any candidate for public office, notwithstanding any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII NO MEMBERS

The affairs of the corporation shall be managed by its Board of Directors. The number of directors serving on the Board of Directors shall be fixed in accordance with the corporation's Bylaws. Other than the directors constituting the initial Board of Directors, who are designated in these Articles, the directors shall be elected by the existing directors of the corporation 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:

<u>NAME</u>	<u>ADDRESS</u>
GLEND A MICHAUD	470 Meadow View Road Sagle, Idaho 83860
JUDITH K. FERRANTE	4067 Upper Pack River Road Sandpoint, Idaho 83864
LORA CARTELLI	127 S. First Avenue, Suite 3 Sandpoint, Idaho 83864

ARTICLE IX DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all the assets of the

corporation consistent with the purposes of the corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the corporation.

ARTICLE X INCORPORATOR

The name and the street address of the incorporator is:

GLEND A MICHAUD
470 Meadow View Road
Sagle, Idaho 83860

ARTICLE XI BYLAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.

The Board of Directors of the corporation shall be authorized to amend the corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

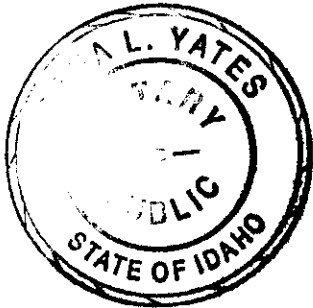
These Articles of Incorporation of BONNER PARTNERS IN CARE CLINIC, INC. shall be and are hereby adopted this 28th day of April, 2003.


GLEND A MICHAUD, Incorporator

STATE OF IDAHO)
) ss.
County of Bonner)

On this 28th day of April, 2003, before me, a Notary Public in and for said State, personally appeared GLENDA MICHAUD, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year last above written.



L. Yates
NOTARY PUBLIC--State of Idaho
Residing at: Sandpoint
My Commission Expires: 8-5-04