

FILED
JUN 4 3 46 PM '98

**ARTICLES OF DISSOLUTION
OF
HUMPHREYS DIABETES CENTER EDUCATION FUND, INC.**

SECRETARY OF STATE

Pursuant to the provisions of the Idaho Nonprofit Corporation Act, Idaho Code § 30-3-1, et seq., and the constituent documents of Humphreys Diabetes Center Education Fund, Inc., an Idaho nonprofit corporation (the "Corporation"), the Corporation adopts the following Articles of Dissolution.

1. The Corporation's plan of dissolution provides that as of July 21, 1997, all of the Corporation's assets and equity have been assigned to the Humphreys Diabetes Center, an Idaho nonprofit corporation and a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code (collectively, "Education Fund"). A copy of the Plan of Dissolution is attached hereto as Exhibit A.

2. The Corporation is managed by a Board of Directors, who unanimously approved the dissolution of the Corporation.

3. The notice requirements of Idaho Code Section 30-3-311 have been satisfied or waived by the undersigned Board of Directors.

4. All debts, obligations and liabilities of the Corporation have been paid and discharged or adequate provision has otherwise been made therefore.

5. There are no suits pending against the Corporation or adequate provisions have been made for the satisfaction of any judgment, order or decree which may be entered against the Corporation in any pending suit, if any.

IN WITNESS WHEREOF, the undersigned Directors, consisting of all of the Board of Directors of the Corporation, execute these Articles of Dissolution effective as of May 15, 1998.


Nancy Montgomery, Director


Pat Gustavel, Director


L. Edward Miller, Director

IDAHO SECRETARY OF STATE

06/05/1998 09:00
CR: 205% CT: 1626 IN: 116927

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EXHIBIT A

PLAN OF DISSOLUTION

1. **NAMES OF DISSOLVING CORPORATION.** This plan of dissolution ("Plan of Dissolution") is made by Humphreys Diabetes Center Education Fund, Inc., an Idaho nonprofit corporation ("Corporation").

2. **TERMS AND CONDITIONS.**

2.1 As of July 21, 1997, all of the rights, powers, privileges and assets of the Corporation were assigned, transferred and conveyed to the Humphreys Diabetes Center, Inc., an Idaho nonprofit corporation and a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code ("Humphreys") and all debts, obligations and liabilities of the Corporation have been paid and discharged or adequate provision has otherwise been made therefore.

2.2 Following the filing of the Articles of Dissolution, the Board of Directors shall take all actions necessary to wind up and liquidate the affairs of the Corporation as authorized by the Corporation's Articles and Bylaws and Idaho Code Section 30-3-113, and thereafter transact no further business of whatsoever type or kind.