

FILED

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
STATE OF IDAHO

INTERMOUNTAIN WEST ALLERGY ASSOCIATION, 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"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is **INTERMOUNTAIN WEST ALLERGY ASSOCIATION, 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. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Twin Falls, County of Twin Falls, State of Idaho. The address of the initial registered office is 800 Falls Avenue Suite #2, Twin Falls, Idaho 83301, and the name of the initial registered agent at this address is Richard E. Henry, MD.

ARTICLE V. PURPOSES.

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

A. The association is a not-for-profit organization operated exclusively for scientific and educational purposes. In furtherance of such purposes, it may promote, ~~investigate, study, and~~ conduct and encourage the study of allergy and clinical immunology and exchange views and information in these fields. ~~It shall also~~ represent the membership in relationship with other organizations, organizations devoted to delivery of medical care, and with the public. It may assist in the instruction and training of individuals for improving and developing their capabilities in the

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field of allergy and in research in that field. Research will be carried on in the public interest and will be made available to the public on a nondiscriminatory basis. It may receive funds and other property by gift, transfer, devise or bequest, and invest and reinvest, hold, manage, administer, spend and apply such funds and property, subject to the conditions and limitations as may be expressed in any instrument evidencing such gifts, transfers, devises or bequests. No part of the income of principal of the Association shall inure to the benefit of or be distributed to any member or officer of the Association, but reimbursement for expenditures, payment of a stipend or honorarium to a person for original research or lectures to the Association, or travel expenses shall not be deemed a distribution of income or principal.

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 organizations under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing 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 the Corporation shall be 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. MEMBERS.

The Corporation shall have membership which shall be classified as fellow, member, affiliate, emeritus, special and

resident/fellow membership. The Corporation shall be managed by its fellows. The fellows shall elect a Board of Directors which shall consist of not less than three (3) individuals, each of whom, at all times, shall be a member and a fellow of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors 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>
Richard E. Henry, M.D.	800 Falls Avenue, Ste. 2 Twin Falls, ID 83301
Richard G. Gower, M.D.	Rockwood Clinic P.O. Box 3649 Spokane, WA 99220
Jospeh J. Callanan, M.D.	901 No. Curtis Road Ste. 100 Boise, ID 83706
David S. Gourley, M.D.	6065 South 300 East Murray, UT 84107

ARTICLE IX. MEMBERSHIP DUES.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. 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 of the assets to the Corporation consistent with the purpose of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal

Revenue Code of 1986, as 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 of the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as such court shall be determined with the purposes of the Corporation.

ARTICLE XI. INCORPORATOR.

The name and street address of the incorporator is Richard E. Henry, MD, 800 Falls Avenue Suite #2, Twin Falls, Idaho 83301.

ARTICLE XII. BYLAWS.

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

DATED this 3rd day of November, 1997.


Richard E. Henry, M.D.