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ARTICLES OF INCORPORATION **SECRETARY OF STATE**
OF **STATE OF IDAHO**
LIBERTY HEALTH ALLIANCE FOUNDATION, INC.

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

ARTICLE I
NAME OF THE CORPORATION

The name of the Corporation is Liberty Health Alliance Foundation, Inc.

ARTICLE II
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 Meridian, County of Ada, and in the State of Idaho. The address of the initial registered office is 6700 North Linder Road, Suite 156-106, Meridian, Idaho 83646, and the name of the initial registered agent at this address is Jeffery Ogletree.

ARTICLE V
PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Act for charitable purposes. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law.

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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 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 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 provisions of these Articles, the Corporation shall not carry on 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, as amended from time to time.

ARTICLE VII NO MEMBERS

The corporation shall not have any members.

ARTICLE VIII BOARD OF DIRECTORS

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, which number shall be no less than three. 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>
Jeffery Ogletree, MBA	6700 N. Linder Rd., Ste. 156-106, Meridian, ID 83646
Charles DeCook, MD	6700 N. Linder Rd., Ste. 156-106, Meridian, ID 83646
Brian Boyette	6700 N. Linder Rd., Ste. 156-106, Meridian, ID 83646

**ARTICLE IX
PROHIBITION OF ACTS RESULTING IN
PRIVATE FOUNDATION PENALTY TAXES**

Notwithstanding any other provision of these Articles, the Corporation shall:

A. Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code.

B. Not make any investments which would jeopardize the carrying out of any of the exempt purposes of the Corporation within the meaning of Section 4944 of the Internal Revenue Code so as to subject it to tax under Section 4944(a) of the Internal Revenue Code.

C. Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code which would give rise to liability for the tax imposed by Section 4945(a) of the Internal Revenue Code.

**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 the assets of the Corporation consistent with the purposes of the Corporation to any entity designated by the Board of Directors to receive such distribution, provided such entity is at the time of distribution qualified under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time. If that entity is not so qualified, the Board of Directors shall make the distribution to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3), 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 XI
INCORPORATOR**

The name and street address of the incorporator is Jeffery Ogletree, 6700 North Linder Road, Suite 156-106, Meridian, Idaho 83646.

**ARTICLE XII
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.

**ARTICLE XIII
LIMITATION OF LIABILITY AND INDEMNIFICATION**

The Corporation shall indemnify, hold harmless, and defend present and former directors, officers, employees and agents of the Corporation to the fullest extent permitted by, and in accordance with, the Act as the same exists at the time of the adoption of these Articles or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment). Expenses, including attorney fees, incurred by present and former directors, officers, employees and agents of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in accordance with the Act.

DATED this 9th day of August, 2016.



Jeffery Ogletree, Incorporator