

# State of Idaho

## Department of State

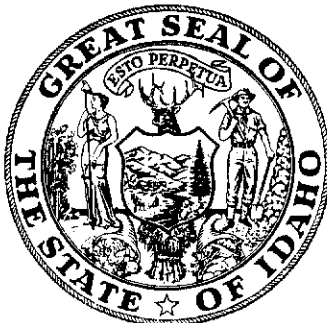
### CERTIFICATE OF INCORPORATION OF

TREASURE VALLEY HEALTHNET, INC.  
File number C 116124

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of TREASURE VALLEY HEALTHNET, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 16, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shannon Breier*

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SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLES OF INCORPORATION

### OF

### TREASURE VALLEY HEALTHNET, INC.

The undersigned incorporator, for the purpose of forming 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 for the Corporation.

#### ARTICLE I

##### NAME

The name of the Corporation is Treasure Valley HealthNet, 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 Nampa, County of Canyon, State of Idaho. The address of the initial registered office is c/o Givens, Pursley & Huntley, LLP, 277 North 6th Street, Suite 200, Boise, Idaho 83702, and the name of the initial registered agent at this address is Patrick J. Miller.

IDAHO SECRETARY OF STATE  
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## **ARTICLE V**

### **PURPOSES**

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

A. To transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Idaho, as they may be amended from time to time, and specifically, but not in limitation thereof, to establish an integrated and comprehensive health care system and to positively manage and improve the quality and access to health care services; to coordinate, plan and develop systems and structures to facilitate low cost, quality and accessible health care and to enable participating providers to provide services in a developing managerial care market.

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes. Nothing herein contained shall be deemed to authorize or permit the Corporation 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**

### **INITIAL BUSINESS**

The Corporation initially intends to establish a physician hospital organization to provide or to arrange for the provision of integrated health care services within southwestern Idaho.

## **ARTICLE VII**

### **MEMBERS**

The Corporation shall have no capital stock and no shares of stock in the Corporation shall be issued. The Corporation shall have two classes of members as follows:

Class A, consisting of Mercy Medical Center, Inc., an Idaho nonprofit corporation, whose address is 1512 12th Avenue Road, Nampa, Idaho 83686 ("MMC"); and

Class B, consisting of Medical Center Physicians, P.A., an Idaho professional corporation, whose address is 215 E. Hawaii Avenue, Nampa, Idaho 83686.

The members shall be entitled to appoint the Directors of the Corporation as set forth below. Except as otherwise required by law, all other voting rights shall be vested in the Board of Directors.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by its Board of Directors. A director of the Corporation must be an officer, director or employee of a member. The Board of Directors shall consist of six (6) directors, divided into two classes: Class A and Class B. The Class A directors shall be appointed exclusively by the Class A members and the Class B directors shall be appointed exclusively by the Class B members.

The names, street addresses and initial term of office for the initial Board of Directors are:

<u>Name</u>	<u>Address</u>	<u>Term of Office</u>
<b><u>Class A Directors:</u></b>		
1. Fred L. Clark	c/o Mercy Medical Center 1512 - 12th Avenue Road Nampa, Idaho 83686	1 Year
2. Steven E. Peterson	c/o Mercy Medical Center 1512 - 12th Avenue Road Nampa, Idaho 83686	2 Years
3. Joseph A. Messmer	c/o Mercy Medical Center 1512 - 12th Avenue Road Nampa, Idaho 83686	3 Years
<b><u>Class B Directors:</u></b>		
1. James F. Valentine, M.D.	c/o Medical Center Physicians, P.A. 215 East Hawaii Avenue Nampa, Idaho 83686	1 Year
2. David A. Martin	c/o Medical Center Physicians, P.A. 215 East Hawaii Avenue Nampa, Idaho 83686	2 Years
3. Randell L. Page, D.O.	c/o Medical Center Physicians, P.A. 215 East Hawaii Avenue Nampa, Idaho 83686	3 Years

After the initial terms as provided above, each Director shall hold office for a three (3) year term, or until his or her successors are elected or he or she is removed, disqualified, resigns or dies. Directors may serve successive terms.

## **ARTICLE IX**

### **DIRECTORS' LIMITED LIABILITY**

The personal liability of the Directors to the Corporation or its members for monetary damages for breach of fiduciary duty as Director shall be limited to the extent permissible under the Act.

## **ARTICLE X**

### **INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES**

To the extent of any uninsured liability, and subject to authorization of indemnification procedures, the Corporation shall indemnify to the fullest extent not prohibited by law, any person who was, is or is threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer or employee of the Corporation or a fiduciary within the meaning of Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation or served at the request of the Corporation as a director, officer or employee, or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise. The indemnification provided for in this Article X shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, general or specific action of the Board of Directors, vote of the members or otherwise.

## **ARTICLE XI**

### **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 to MMC, and to Medical Center Physicians, P.A., in proportion to their net contributions of capital to the Corporation.

## **ARTICLE XII**

### **BYLAWS**

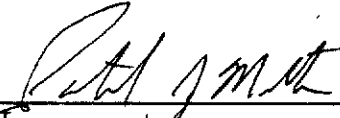
Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

## ARTICLE XIII

### INCORPORATOR

The name and street address of the incorporator is Patrick J. Miller, Givens Pursley & Huntley, LLP, 277 North 6th Street, Suite 200, Boise, Idaho 83702.

Dated this 16 day of August, 1996.

  
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Incorporator