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**ARTICLES OF INCORPORATION OF  
GREAT RIFT RURAL HEALTH NETWORK, INC.**

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of this corporation shall be **GREAT RIFT RURAL HEALTH NETWORK, INC.**

**ARTICLE II**

This corporation is a non-profit corporation.

**ARTICLE III**

The period of its duration is perpetual.

**ARTICLE IV**

This corporation is not organized for pecuniary profit or gain. There shall be no capital stock. The initial registered agent of the corporation is Mark Love, 560 N. Oregon Trail Rd., American Falls, ID 83211.

**ARTICLE V**

This corporation shall have the management vested in the Board of Directors, consisting of five directors.

The names and addresses of the initial Board of Directors are set out as follows:

- Mark Love, 560 N. Oregon Trail, American Falls, ID, 83211;
- Bob Brummond, 510 Roosevelt, American Falls, ID, 83211;
- Callen K. Northam, 651 Memorial Drive, Pocatello, ID, 83201;
- Jack Bennett, 1901 Alvin Ricken Dr., Pocatello, ID 83201;
- Gerald Goodenough, 845 W. Center, Ste. 202, Pocatello, ID, 83206;

**ARTICLE VI**

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The purpose of this corporation is to implement greater cooperation between healthcare providers by developing a rural health care network. Therefore, the members associated herewith, agree to collaborate on projects of mutual concern, coordinate resources, reduce duplication of services, and to create an integrated system of health care services for Power County and the southwestern Bingham County area utilizing Portneuf Medical Center as an advisory resource to the network.

The corporation shall represent the mutual interests of its members and do all things necessary to accomplish such purposes, including but not necessarily limited to expand access to capital for more efficient services and facilities, investigate and improve women's health care in American Falls, coordinate efforts for emergency personnel certification and training, assess and implement programs for area occupations, coordinate efforts and services between all stockholders and to cooperate in training programs and grant writing to facilitate technical assistance and development of infrastructure for the network.

#### ARTICLE VII

There shall be one class of membership in this corporation and each member shall be entitled to one vote.

#### ARTICLE VIII

All of the incorporators subscribed hereto are of full age and are citizens of the United States.

#### ARTICLE IX

This organization shall have powers to lease, purchase, hold, and sell or convey property and to enter into any business transaction necessary for corporation purposes.

#### ARTICLE X

Officers and Directors of this organization shall be elected by the members at the annual meeting. The number of officers and directors and all other matters relating to the management of the corporation shall be set out in the bylaws.

#### ARTICLE XI

No part of the net earnings of the corporation shall inure to benefit of or be distributable to its members, directors, officers or other private persons, except that this Corporation shall be authorized and empowered to reimburse members for out of pocket expenses incurred on behalf of the corporation and to make payments and distributions in furtherance of the purposes set forth in these Articles.

#### ARTICLE XII

The undersigned incorporators shall act as and shall constitute the initial Board of Directors until the first annual meeting and election is held.

#### ARTICLE XIII

These Articles may be altered and amended at any meeting of the organization providing a quorum is present, by a majority vote of the members present at such meeting.

#### ARTICLE XIV

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations created and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under subsection 501(c)(3) of the Internal Revenue

GREAT RIFT RURAL HEALTH NETWORK, INC. ART. INC.

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Code of 1954, or corresponding provision of any future State internal revenue law, as the Board of Directors may determine.

Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as the court may determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have made, signed, and acknowledged this certificate of incorporation this 15<sup>th</sup> day of July, 2003.

Mark Love

MARK LOVE

Bob Brummond

BOB BRUMMOND

Callen K. Northam

CALLEN K. NORTHAM

Jack Bennett

JACK BENNETT

Gerald Goodenough

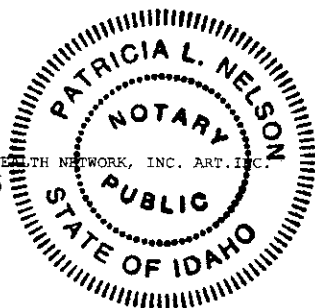
GERALD GOODENOUGH

STATE OF IDAHO           )  
                                  ) ss.  
County of Power        )

On this 14<sup>th</sup> day of July, 2003, before me, the undersigned Notary Public in and for said State, personally appeared MARK LOVE and BOB BRUMMOND known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

(Seal)



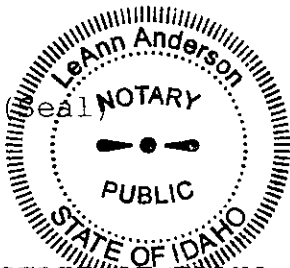
Patricia L. Nelson

NOTARY PUBLIC for Idaho  
Residing at: American Falls  
Commission expires: 3/30/06

STATE OF IDAHO                    )  
  ) ss.  
County of                            )

On this 14 day of July 2003, before me, the undersigned Notary Public ~~in~~ and for said State, personally appeared JACK BENNETT known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

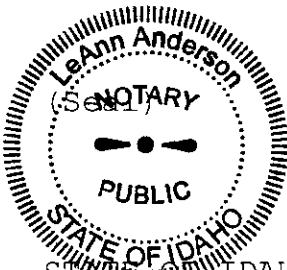


LeAnn Anderson  
NOTARY PUBLIC for Idaho  
Residing at:  
Commission expires: 2/16/07

STATE OF IDAHO                    )  
  ) ss.  
County of                            )

On this 14 day of July 2003, before me, the undersigned Notary Public ~~in~~ and for said State, personally appeared CALLEN K. NORTHAM known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



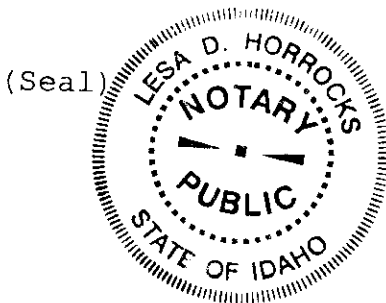
LeAnn Anderson  
NOTARY PUBLIC for Idaho  
Residing at:  
Commission expires:

STATE OF IDAHO                    )  
  ) ss.  
County of Bannock                )

On this 15th day of July 2003, before me, the undersigned Notary Public ~~in~~ and for said State, personally

appeared GERALD GOODENOUGH known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



*[Signature]*  
NOTARY PUBLIC for Idaho  
Residing at: *Pocatello*  
Commission expires: *9/14/2005*