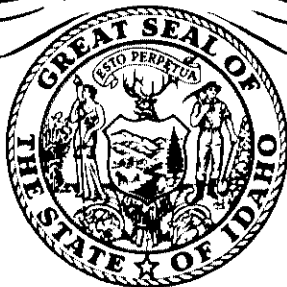


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. CENARRUSA
I, ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

NORTH IDAHO DISTRICT MEDICAL SERVICE BUREAU, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **15th** day of **November** 19 **71**, original articles of amendment, as provided by ~~Section~~ **Chapter 34, Title 41, Idaho Code, amendment of Article II**

and that the said articles of amendment contain the statement of facts required by law, and are **to be** ~~recorded on film~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **15th** day of **November**, A. D., 19 **71**.

Secretary of State



STATE OF IDAHO
DEPARTMENT OF INSURANCE
206 STATE HOUSE
BOISE 83707

November 15, 1971

Honorable Pete T. Cenarrusa
Secretary of State
Building

Attention: Corporation Clerk

RE: North Idaho District Medical
Service Bureau, Inc. -
Articles of Amendment of the
Articles of Incorporation

Dear Sir,

Please find enclosed an original and two copies of the latest Amendment presented by this company. You will note that they have been approved by Commissioner Blaine as is required. Please return two processed copies to this Department for future filing and disposition.

Thank you very much.

Sincerely yours,

DEPARTMENT OF INSURANCE

A handwritten signature in dark ink, appearing to read "W. W. Roberts", written over the typed name and title.

W. W. Roberts
Deputy Commissioner

WWR:gc

Enclosures



STATE OF IDAHO

OFFICE OF THE ATTORNEY GENERAL

BOISE 83707

W. ANTHONY PARK
ATTORNEY GENERAL

November 12, 1971

Mr. John R. Blaine
Commissioner
Department of Insurance
STATEHOUSE MAIL

Dear Commissioner Blaine:

We have reviewed the attached North Idaho District Medical Service Bureau, Inc. Articles of Amendment of the Articles of Incorporation and are of the opinion that the same are in accordance with Title 41, Idaho Code, and not inconsistent with the Constitution of this State.

Very truly yours

FOR THE ATTORNEY GENERAL

A handwritten signature in black ink, appearing to read "Stewart A. Morris".

STEWART A. MORRIS
Assistant Attorney General

SAM:bg
Attach.

ARTICLES OF AMENDMENT
OF
NORTH IDAHO DISTRICT MEDICAL SERVICE BUREAU, INC.

an Idaho Corporation

KNOW ALL MEN BY THESE PRESENTS: That Dan E. Stipe, President, and Walter W. Seibly, Secretary, of the above named corporation, respectfully represent that the above named corporation was incorporated under the laws of the State of Idaho and is a duly qualified corporation, operating under and pursuant to Chapter 34, Title 41, Idaho Code; that on the 20th day of October, 1971, at the semi-annual meeting of said corporation, held pursuant to due notice of meeting and for the specified purpose, among others as set forth in said notice, of amending the Articles of Incorporation, and at which meeting a majority of the members of said corporation were present in person or by proxy, the following resolution was duly moved and seconded:

BE IT HEREBY RESOLVED, That the following paragraph of Article II of the Articles of Incorporation which now reads:

"To provide an organization through which the duly licensed physicians and surgeons of the State of Idaho who are or become members thereof can render their professional services and make available benefits of medical and surgical care and hospitalization to individuals or groups of persons of low income whose financial condition has made it impossible for them to receive such services in the past, and to provide for the rendition of such services for compensation within the means of such persons or groups of persons."

Be hereby amended to read as follows:

"To provide an organization whereby participant physicians and surgeons licensed by the State of Idaho, as defined in §41-3403(9)(f), Idaho Code, can render their professional services pursuant to health care programs; to make available medical, surgical, hospital and like services for health care to individuals or groups of persons, including low income groups whose financial condition has made it impossible for them to receive such services in the past; to provide for the rendition of such services for compensation within the

means of such groups or persons; and to further provide an organization with adequate facilities and personnel to undertake a continuing program of research and development in health care fields for the purpose of evaluating, implementing, maintaining, supervising and administering programs of medical and hospital care to insure the quality and efficiency of such programs."

and that the following paragraph of Article II of the Articles of Incorporation which now reads:

"To act as agent for member physicians and surgeons in the negotiation of contracts for services to be rendered by such physicians and surgeons to any individual or group of individuals to whom the member physicians and surgeons are willing to provide and render their professional services under conditions to be prescribed by said contracts, and as to which said services, such physicians and surgeons rendering the same shall look solely to the available funds of this association for compensation, and to collect and receive, as agents for member physicians and surgeons all such amounts as may become payable to the association under any and all such contracts from the persons contracted with and receiving or eligible to receive the services provided by such contracts."

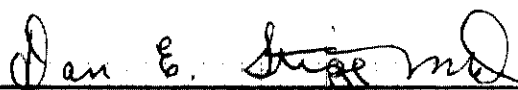
be hereby amended to read as follows:

"To act as agent for participant physicians and surgeons in the negotiation of contracts for services to be rendered by such physicians and surgeons to any individual or group of individuals to whom the participant physicians and surgeons are willing to provide and render their professional services under conditions to be prescribed by said contracts, and as to which said services, such physicians and surgeons rendering the same shall look solely to the available funds of this association for compensation, and to collect and receive, as agents for participant physicians and surgeons all such amounts as may become payable to the association under any and all such contracts from the persons contracted with and receiving or eligible to receive the services provided by such contracts."

BE IT FURTHER RESOLVED, that all other provisions of the Articles of Incorporation as heretofore amended and now constituted be hereby ratified, confirmed and affirmed."

That upon being put to a vote the aforementioned resolution was passed unanimously, all present and entitled to vote voting in the affirmative and the President and Secretary were advised to issue their certificate to the Secretary of State of the State of Idaho for the purpose of amending the Articles of Incorporation in compliance with this resolution.

IN WITNESS WHEREOF, We have hereunto set our hands and
seals this day of October, 1971.

 (SEAL)
DAN E. STIPE - President

 (SEAL)
WALTER W. SEIBLY - Secretary

STATE OF I D A H O)
: ss.
County of NEZ PERCE)

DAN E. STIPE and WALTER W. SEIBLY, being first duly sworn upon oath, each for himself and not one for the other, deposes and says:

That he is a duly elected officer of NORTH IDAHO DISTRICT MEDICAL SERVICE BUREAU, INC., an Idaho corporation, and respectfully represents that at a meeting of the members of said corporation, called and held on the 20th day of October, 1971, at Lewiston, Idaho, all members entitled to vote were present in person or by proxy. The resolution set forth in those certain Articles of Amendment, to which this certificate is attached and which are hereby made a part hereof by reference, was duly passed by unanimous vote.

Dan E. Stipe (SEAL)
DAN E. STIPE

Walter W. Seibly (SEAL)
WALTER W. SEIBLY

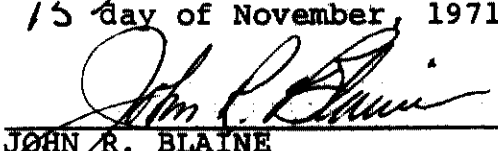
SUBSCRIBED AND SWORN to before me this 27 day of October, 1971.

(S E A L)

Clayton L. Lamm
Notary Public in and for the State of
Idaho, Residing at Lewiston, therein.

APPROVAL

THE within and foregoing ARTICLES OF AMENDMENT having been submitted to the undersigned pursuant to §41-3406(3), Idaho Code, and having been referred to the Attorney General of the State of Idaho, and the Attorney General and the undersigned having approved the form and content of said Articles of Amendment as conforming to law, the undersigned does hereby execute the approval of the office of the Commissioner of Insurance this 15th day of November, 1971.



JOHN R. BLAINE
Commissioner of Insurance
State of Idaho

(SEAL)