



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

FAMILY PRACTICE RESIDENCY OF EAST IDAHO, INC.

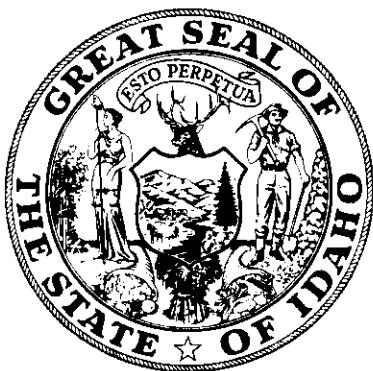
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

FAMILY PRACTICE RESIDENCY OF EAST IDAHO, INC., _____,

duly signed pursuant to the provisions of the Idaho Business 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 November 7, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FILED

11-7-79

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ARTICLES OF INCORPORATION

OF

SECRETARY OF
STATE

FAMILY PRACTICE RESIDENCY OF EAST IDAHO, INC.

The undersigned, acting as incorporators under the Idaho Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is Family Practice Residency of East Idaho, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The purposes of the corporation and its powers are the following:

1. To have specifically, and exclusively, a scientific, educational and charitable purpose for all its activities, and to have no purpose nor engage in any activity which would not be scientific, educational or charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

2. To develop and maintain a program designed to further the education of graduate physicians in the medical specialty of family medicine and family practice.

3. To provide clinical training in family practice through the establishment and operation of a model clinic which would furnish ambulatory care and medical attention to persons in need of medical service, thereby promoting the education and training of medical personnel and advancing medical knowledge while providing patient care in keeping with highest medical standards of treatment.

4. To conduct a medical education program including operation of the model clinic so that the council on medical education of the American Medical Association will grant approval to such program for residency training in family practice.

5. To promote a professionally attractive environment for the recruitment and retention of medical manpower in regional communities which are currently underserved.

6. To support health education activities and programs for the general public, a purpose which is consistent with the emphasis of family practice upon preventive medicine, health maintenance and the use of all relevant community resources.

7. To receive from any and all available sources, including the proceeds from grants, fees, donations, bequests and legacies, funds for and contributions to the development, maintenance and operation of such educational programs and medical treatment and for any other purposes for which this corporation is formed.

8. All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to charitable, scientific and educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any stockholders of this corporation, except as such stockholder may be a corporation organized and operated exclusively for charitable, scientific or educational purposes, including medical research, and which is exempt from taxation, and particularly the Federal Income Tax. No substantial part of the activities of the organization 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 provisions of these articles, the organization shall not carry on any other activities not permitted by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision 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 organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes and which shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine; provided however, and subject to the above limitations, if any of such assets have been acquired under a Federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. Any of 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 organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

10. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act.

ARTICLE FIVE

MEMBERSHIP

The corporation shall have no members.

ARTICLE SIX

LOCATION

The location and address of the initial registered office of the corporation is 1348 East 17th Street, Idaho Falls, Idaho 83401, and the name of its initial registered agent at such address is Lyman B. Knutson, M.D.

ARTICLE SEVEN

INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Lyman B. Knutson, M.D.	1348 East 17th Street Idaho Falls, Idaho 83401

ARTICLE EIGHT

BOARD OF DIRECTORS

The board of directors of the corporation shall consist of no fewer than five (5) and no more than nine (9) members. The number of directors constituting the initial board of directors shall be five (5), and the names and addresses of the persons who are to serve as directors until the first annual election of directors or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Lyman B. Knutson, M.D.	1348 East 17th Street Idaho Falls, Idaho 83401
J. Allen Jensen	1255 East 17th Street Idaho Falls, Idaho 83401
Richard E. Gillock	P. O. Box 1180 Idaho Falls, Idaho 83401
R. Reed Fife, M.D.	9th & Oxford Drive Idaho Falls, Idaho 83401
David H. Hume, M.D.	870 Memorial Drive Idaho Falls, Idaho 83401

ARTICLE NINE

ELECTION OF BOARD OF DIRECTORS

While the number of directors of the corporation is five (5) or six (6), two (2) directors shall be elected annually by the board of directors of Idaho Falls Consolidated Hospitals, Inc., a nonprofit corporation; and, when the number of directors of the corporation is seven (7), eight (8) or nine (9), three (3)

directors shall be so elected. The remaining directors shall be elected at the annual meeting of the board of directors of the corporation for terms of one (1) year, and they shall hold office until their successors are duly elected and qualified.

IN WITNESS WHEREOF, we have hereunto set out hand and seals this 25th day of October, 1979.

Lyman B. Knutson
Lyman B. Knutson, M.D.

STATE OF IDAHO)
) ss.
County of Bonneville)

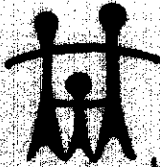
ON THIS 25th day of October, 1979, before me, the undersigned, a Notary Public in and for said State, personally appeared LYMAN B. KNUTSON, M.D. known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Q. Trusting (HP) Ems
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: Perpetual

(SEAL)

family
practice
medical center



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SECRETARY OF
STATE

414 North 1st Street • Boise, Idaho 83702 • Telephone 845-3400

November 6, 1979

Corporate Clerk Office
Secretary of State
State of Idaho
Statehouse
Boise, ID 83720

Dear Sir:

I have had conversation with Dr. Lyman Knutson, the director of a new family practice residency in Idaho Falls, Idaho, about the corporate name of that residency. Dr. Knutson tells me that their board prefers the name, "Family Practice Residency of East Idaho." Our program has no objection to their use of that name.

If you have any further questions or comments, please contact me. I will be happy to help in any way that I can.

Thank you.

Cordially,

Robert Matthies, M.D.

Robert W. Matthies, M.D.
Director
Family Practice Residency of Southwest Idaho

RWM/cs