



**CERTIFICATE OF INCORPORATION  
OF**

**ACADEMY OF HEALTH, 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 ACADEMY OF HEALTH, 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 November 27, 19 87.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
ACADEMY OF HEALTH, INC.

RECEIVED  
SEC. OF STATE  
87 NOV 27 AM 10 25

We, the undersigned natural persons of age  
twenty-one (21) years or more, acting as incorporators under  
the provisions of the Idaho Non-Profit Corporation Act,  
hereby adopt the following Articles of Incorporation for  
Academy of Health.

ARTICLE I

CORPORATE NAME

The name of this corporation is Academy of Health, INC.

ARTICLE II

DURATION OF CORPORATION

The corporation is to have perpetual existence  
unless dissolved or terminated according to law.

ARTICLE III

NON-PROFIT PURPOSES

This corporation is organized as a non-profit  
corporation, exclusively for charitable, scientific and  
educational purposes as defined in Section 501(c)(3) of the  
Internal Revenue Code of 1954 (or the corresponding Section  
of any future United States Internal Revenue Law) including,  
for such purposes:

1. To support research related to injuries,  
diseases and disorders and to develop new techniques and new

equipment for treatment of such injuries, diseases and disorders.

2. To support education and research into human health, fitness, diet and nutrition.

3. To publish, via newsletter and other printed material, the results of research regarding new techniques, new equipment and developments for treatment of injuries, diseases and disorders and publish information regarding human health, fitness, diet and nutrition.

4. To conduct seminars and lectures to demonstrate to physicians and the public new techniques, new equipment and developments for treatment of injuries, diseases and disorders.

5. To conduct seminars and lectures for physicians and the public in order to provide information about human health, fitness, diet and nutrition.

6. To provide support for charitable, scientific and educational activities, including without limitation, providing grants and gifts to qualified charitable, scientific and educational organizations and engaging in qualified charitable, scientific and educational activities pursuant to Section 501(c)(3) of the Internal Revenue Code of 1953, as determined by Academy of Health.

7. To engage in any other charitable, scientific and educational activities permitted to be carried on by (a) a corporation 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 (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or by making contributions to any such organization that is described in Section 501(c)(3) and exempt from taxation under Section 501(a).

#### ARTICLE IV

##### MEMBERS

This corporation has members, which members may at the discretion of the governing board, be divided into various classes. There shall originally be, but shall not be limited to, three (3) classes of such members, with rights and privileges of such membership set forth in the By-Laws.

#### ARTICLE V

##### SHARES

This corporation shall not issue shares of stock.

#### ARTICLE VI

INTERNAL AFFAIRS

The governing board shall adopt by-laws for the regulation of the internal affairs of the corporation, which by-laws may be amended from time to time or repealed pursuant to law.

ARTICLE VII

CORPORATION EARNINGS

No part of the earnings of the corporation shall inure to the benefit of, or be distributed to persons having a personal and private interest in the activities of the corporation, trustees, officers, or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities which are not permitted to be carried on by (a) a

corporation 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 (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

#### ARTICLE VIII

##### SPECIAL PROVISIONS

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(c) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of

the Internal Revenue Code of 1954, or corresponding provision of any subsequent federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent federal tax laws.

#### ARTICLE IX

##### DISSOLUTION

Upon the dissolution of this corporation, the Board of Trustees shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all its remaining assets to such organizations formed and operating exclusively for charitable, educational, religious or scientific purposes, and which at the time are qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

#### ARTICLE X

##### BOARD OF TRUSTEES

The Board of Trustees shall consist of at least three (3) Trustees, but not more than nine (9). The Board of Trustees shall be elected as follows: Class A Members shall elect four (4); Class B Members shall elect three (3); and Class C Members shall elect two (2). The names and

addresses of the persons who are to serve as Trustees until their successors be elected and qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alberta K. "Beppy" Gibbons	HC 72 Box 2270 Bancroft, Idaho 83217
D. Grant Gibbons	647 South 700 West Provo, Utah 84601
Charlotte G. Hawkes	90 North 200 East Centerville, Utah 84014
De Lamar J. Gibbons	114 West 1st South Grace, Idaho 83241

#### ARTICLE XI

##### REGISTERED OFFICE AND AGENT

The address of this corporation's initial registered office is P. O. Box 497, Lava Hot Springs, Idaho 83246.

The name of this corporation's initial registered agent at such address is Alberta K. "Beppy" Gibbons.

The location of the registered office may be changed at any time by the Board of Trustees without amendment to these Articles of Incorporation.

#### ARTICLE XII

##### INCORPORATORS

The names and street address of the incorporators are as follows:



ALBERTA K. "Beppy" GIBBONS  
HC 72 Box 2270  
Bancroft, Idaho 83217

D. GRANT GIBBONS  
647 South 700 West  
Provo, Utah 84601

CHARLOTTE G. HAWKES  
90 North 200 East  
Centerville, Utah 84014

DE LAMAR J. GIBBONS  
114 West 1st South  
Grace, Idaho 83241

IN WITNESS WHEREOF, D. GRANT GIBBONS, ALBERTA K.  
"Beppy" GIBBONS, CHAROLETTE G. HAWKES, and DE LAMAR J.  
GIBBONS, the incorporators have hereunto set their hands  
this \_\_\_\_\_ day of September, 1987.

  
ALBERTA K. "Beppy" GIBBONS

  
D. GRANT GIBBONS

  
CHARLOTTE G. HAWKES

  
DE LAMAR J. GIBBONS

STATE OF Idaho )  
(ss.  
COUNTY OF Caribou

I, Earle Rasmussen, a Notary Public,  
hereby certify that on the 13<sup>th</sup> day of October,  
19 87, personally appeared before me, ALBERTA K. "Beppy"  
GIBBONS, who being first duly sworn, severally declared that  
she signed the foregoing document as an incorporator, and  
that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand  
and seal this 13<sup>th</sup> day of October, 19 87.

Earle Rasmussen  
NOTARY PUBLIC  
Residing at: Spencer, Id.

My Commission Expires:

10-23-92

STATE OF Utah )  
COUNTY OF Utah ) (ss.

I, Julie Willardson, a Notary Public,  
hereby certify that on the 9th day of October,  
1987, personally appeared before me, D. GRANT GIBBONS, who  
being first duly sworn, severally declared that he signed  
the foregoing document as an incorporator, and that the  
statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand  
and seal this 9th day of October, 1987.

Julie Willardson  
NOTARY PUBLIC  
Residing at: Provo, Utah

My Commission Expires:

July 15, 1990

STATE OF Utah )  
                                  (ss.  
COUNTY OF Weber )

I, Steve Patten, a Notary Public,  
hereby certify that on the 2 day of November,  
1987, personally appeared before me, CHARLOTTE G. HAWKES,  
who being first duly sworn, severally declared that she  
signed the foregoing document as an incorporator, and that  
the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand  
and seal this 2 day of November, 1987.

Steve D. Patten  
NOTARY PUBLIC  
Residing at: ogden Ut

My Commission Expires:

11-5-90

STATE OF Idaho )  
(ss.  
COUNTY OF Caribou )

I, Karla Rasmussen, a Notary Public,  
hereby certify that on the 13<sup>th</sup> day of October,  
19 87, personally appeared before me, DE LAMAR J. GIBBONS,  
who being first duly sworn, severally declared that he  
signed the foregoing document as an incorporator, and that  
the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand  
and seal this 13<sup>th</sup> day of October, 19 87.

Karla Rasmussen  
NOTARY PUBLIC  
Residing at: Grace Id.

My Commission Expires:

10-23-92