

FILED/EFFECTIVE

2002 DEC 9 AM 8:33
STATE

ARTICLES OF INCORPORATION

The undersigned, acting to form a nonprofit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, adopt the following Articles of Incorporation for such Corporation:

1. NAME: The name of the Corporation is Portneuf Health Care Foundation, Inc.
2. NONPROFIT: This is a nonprofit Corporation.
3. DURATION: The period of its duration is perpetual.
4. PURPOSES: The purposes for which the Corporation is organized and will be operated are as follows:

A) To promote the medical, scientific and educational purposes of the community through the Portneuf Medical Center and its affiliates.

B) To receive and maintain a fund or funds of real or personal property or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or part of the facility, property or the income therefrom exclusively for medical, scientific, charitable, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended.

C) To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a Corporation formed under the Act, or any amendment thereto or substitute therefore, may not at any time lawfully carry on or do.

IDAH0 SECRETARY OF STATE
12/19/2002 05:00
CX: 2041 CT: 2902 BH: 652245
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5. EXEMPT STATUS: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 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 in (including the publishing or distribution of statements) 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 other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code ("Code") of 1986 and its regulations as they now exist or as they may hereinafter be amended, or by an organization, contributions to which are deductible under Sections 170(c)(2) of the code and regulations as they now exist or as they may hereinafter be amended.

6. DISSOLUTION: 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 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, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall 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 organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

7. INTERNAL AFFAIRS: Provisions for the regulation of the internal affairs of the Corporation are such as may be provided in detail by the Corporation's By-Laws, which may be made, altered or amended by the Corporation's Board of Directors.

8. REGISTERED AGENT AND OFFICE: The initial registered agent is:

Geri Rackow

and the initial registered office is:

651 Memorial Drive
Pocatello, ID 83201

9. MEMBERS: This Corporation shall have no members. The management of its affairs shall be vested in its Board of Directors pursuant to Idaho Code §30-314(a).

10. BOARD OF DIRECTORS: The Board of Directors of this Corporation shall be not less than ten nor more than thirty individuals as set from time to time by resolution of the Board of Directors. The initial Board shall be composed of twenty-nine (29) individuals whose names, addresses and expiration of their initial term as a director are listed on Exhibit A.


11. INCORPORATORS: The names and addresses of the incorporators are:

Alan VanOrden
651 Memorial Drive
Pocatello, ID 83201

Craig W. Christensen
651 Memorial Drive
Pocatello, ID 83201

DATED this 11th day of December, 2002

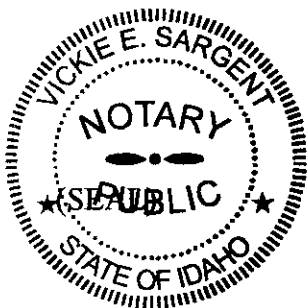

Alan VanOrden, Incorporator


Craig W. Christensen, Incorporator

STATE OF IDAHO)
:SS
County of Bannock)

On this 11th day of December, 2002, before me, the undersigned Notary Public, in and for said State, personally appeared Alan VanOrden, 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 affixed my official seal the day and year first written above.

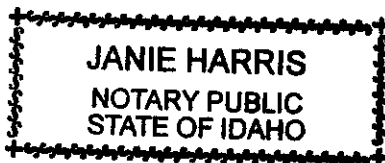


Vickie E. Sargent
NOTARY PUBLIC-STATE OF IDAHO
My Commission Expires: May 30, 2006

STATE OF IDAHO)
:SS
County of Bannock)

On this 11th day of December, 2002, before me, the undersigned Notary Public, in and for said State, personally appeared Craig W. Christensen, 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 affixed my official seal the day and year first written above.



Janie Harris
NOTARY PUBLIC-STATE OF IDAHO
My Commission Expires: 1-19-05

(SEAL)

EXHIBIT A

<u>Name</u>	<u>Address</u>	<u>Term</u>
1. Carolyn Chester, President	651 Memorial Drive, Pocatello, ID	3 years
2. Mark Buckalew, Vice President	651 Memorial Drive, Pocatello, ID	3 years
3. Mary Huneycutt, Secretary	651 Memorial Drive, Pocatello, ID	3 years
4. Dr. Julian Smith, Treasurer	651 Memorial Drive, Pocatello, ID	3 years
5. Lael Abbott	651 Memorial Drive, Pocatello, ID	1 year
6. Beverly Bistline	651 Memorial Drive, Pocatello, ID	3 years
7. Lloyd Call, M.D.	651 Memorial Drive, Pocatello, ID	1 year
8. Michael Callaghan, M.D.	651 Memorial Drive, Pocatello, ID	2 years
9. Craig W. Christensen	651 Memorial Drive, Pocatello, ID	2 years
10. Connie Funk	651 Memorial Drive, Pocatello, ID	1 year
11. Susan Gibbens	651 Memorial Drive, Pocatello, ID	1 year
12. Linda Groom	651 Memorial Drive, Pocatello, ID	2 years
13. Julie Lawless	651 Memorial Drive, Pocatello, ID	3 years
14. Lisa Lewis	651 Memorial Drive, Pocatello, ID	1 year
15. Jim Lothspeich	651 Memorial Drive, Pocatello, ID	2 years
16. Vicky Mainzer	651 Memorial Drive, Pocatello, ID	2 years
17. Carolyn Meline	651 Memorial Drive, Pocatello, ID	2 years
18. John T. Mooney, D.M.D.	651 Memorial Drive, Pocatello, ID	2 years
19. John Murphy	651 Memorial Drive, Pocatello, ID	2 years
20. Sam Nettinga	651 Memorial Drive, Pocatello, ID	2 years
21. Eva Nye	651 Memorial Drive, Pocatello, ID	3 years
22. Earl Pond	651 Memorial Drive, Pocatello, ID	1 year
23. Sharon Price	651 Memorial Drive, Pocatello, ID	3 years
24. V. Gene Rufi, M.D.	651 Memorial Drive, Pocatello, ID	3 years
25. Gail Siemen	651 Memorial Drive, Pocatello, ID	1 year

26. Alan Van Orden	651 Memorial Drive, Pocatello, ID	1 year
27. Dr. Carla Wiggins	651 Memorial Drive, Pocatello, ID	2 years
28. Dave Simmons, Governing Board Representative	651 Memorial Drive, Pocatello, ID	
29. (To be Named in January, 2003) Auxiliary Representative	651 Memorial Drive, Pocatello, ID	