

FILED EFFECTIVE

ARTICLES OF INCORPORATION

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of

STATE OF IDAHO **GLENN DAVIS COMMUNITY HEALTH SERVICES, INC.**

An Idaho Nonprofit Corporation

The following Articles of Incorporation are hereby adopted by the undersigned
incorporator:

1. Name.

The name of this nonprofit corporation is **GLENN DAVIS COMMUNITY HEALTH SERVICES, INC.**

2. Nonprofit Corporation.

This corporation is a nonprofit corporation organized under the provisions of Idaho Code, Title 30, Chapter 3, which statutes are known as the Idaho Nonprofit Corporation Act.

3. Duration.

This nonprofit corporation shall have perpetual duration unless sooner dissolved, as provided by law.

4. Purposes.

The purpose of this corporation shall include:

1. To maintain an organization that will provide healthcare services which may include primary medical and dental healthcare services, diagnostic laboratory services, diagnostic radiological services, emergent medical services, ambulatory surgical treatment services,

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psychiatric medical services, psychological counseling and treatment services, anesthesiological services, medical specialty services, primary rural hospital services, and other disease prevention and health promotion services as needed to promote, foster and maintain good health.

2. To coordinate corporate services delivery with the pre-existing community resources.

To provide non-sectarian and non-discriminatory services.

3. To do all things, including the lease, purchase, or assignment of real and personal property, necessary to accomplish the aforementioned corporate purposes.

4. Solicit, use and administer gifts, grants, donations, bequests and devises for the foregoing purposes.

5. To engage in any and all lawful activities incidental to and consistent with the foregoing purposes.

The corporation is organized and operated exclusively for charitable and educational purposes, and exclusively in furtherance of such purposes shall carry out and promote only such activities and projects as are consistent with these articles.

To achieve the specific purposes listed above, this nonprofit corporation shall have all power to perform those functions authorized for nonprofit corporations by the Idaho Nonprofit Corporations Act including those functions and powers specifically enumerated in Section 30-3-24, Idaho Code.

5. Membership.

The corporation shall have no members other than the corporation itself.

6. Registered Agent and Office.

The name of the initial registered agent and the address of the initial registered office of the corporation is:

Robert Hodgen
2590 South 4000 West
Rexburg, Idaho 83440

7. Directors.

The affairs of the corporation shall be conducted by a Board of Directors of not less than nine (9) nor more than twenty-five (25) members, the exact number of which shall, from time to time, be fixed by the Bylaws.

The initial Board of Directors who shall serve on an interim basis until the First Annual Meeting, at which time directors shall be formally elected are listed as follows:

	<u>Name</u>	<u>Address</u>
1.	Robert Hodgen	2590 South 4000 West Rexburg, Idaho 83440
2.	Cory Barnard	310 North 2 nd East, #141 P.O. Box 882 Rexburg, Idaho 83440
3.	Jeffrey G. Hopkin, M.D.	Rexburg Medical Center 393 East 2 nd North Rexburg, Idaho 83440
4.	Diana Janson	153 South 1 st West Rexburg, Idaho 83440
5.	Margo McFadden	District 7 Health Department 314 North 3 rd East Rexburg, Idaho 83440

6. Gregory W. Moeller
Rigby, Thatcher, Andrus,
Rigby, & Moeller, Chartered
25 North 2nd East
P.O. Box 250
Rexburg, Idaho 83440
7. Brad Reed
Rudd & Company
124 East Main
Rexburg, Idaho 83440
8. Kim VanWagoner
Brigham Young University
Department of Nursing
175 Clarke Bldg.
Rexburg, Idaho 83460-0620
9. Mabel Ceron
341 West 2nd South
Rigby, Idaho 83442

The terms of the directors shall be staggered by dividing the initial board of directors into two groups. The first group shall consist of all even numbered directors as set forth above and the second group shall consist of all odd numbered directors as set forth above. The terms of the office for the several groups need not be uniform. The term of the first group shall expire January 15, 2005. The term of the second group shall expire January 15, 2006. The term of any additional directors duly appointed after the date of this document, but prior to January 15, 2006, will expire on January 15, 2007. Upon the termination of the above named terms, the successor directors shall serve for terms of three years.

8. Incorporators.

The names and addresses of the incorporators:

<u>Name</u>	<u>Address</u>
Robert Hodgen	2590 South 4000 West Rexburg, Idaho 83440

9. Nonprofit Status.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons. 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 (a) by 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) by 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).

10. Dissolution.

Dissolution shall occur upon the vote of a majority of directors. 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, religious, or scientific purposes as shall 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. Any of such assets not so disposed of

