



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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 original of the articles of incorporation of

Cassia Health Care Foundation, Inc.

was filed in the office of the Secretary of State on the *ninth* day
of *November* A. D. One Thousand Nine Hundred *seventy-seven* and
/is duly recorded on *will be* Film-No. *microfilm* of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Burley in the County of *Cassia*
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

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 *ninth* day of *November*
A.D., 19 *77* .

Secretary of State.

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION
OF
CASSIA HEALTH CARE FOUNDATION, INC.
A Nonprofit Corporation

We, the undersigned natural persons, over the age of twenty-one years, acting as incorporators of a nonprofit corporation under the Idaho Nonprofit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE 1

CORPORATE NAME

The name of this Corporation shall be: Cassia Health Care Foundation, Inc.

ARTICLE 11

DURATION OF CORPORATION

This Corporation is to have perpetual existence unless otherwise terminated according to law.

ARTICLE 111

CORPORATION PURPOSES

This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt 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).

The specific and primary purpose for which this Corporation is formed is the procurement and disbursements of financial aid for the expansion and development of health care facilities in the Mini-

Cassia area, including Cassia Memorial Hospital and Medical Center and for the conduct of health care related programs and activities, including medical education and research.

The general purposes of the Corporation shall be to have and exercise all rights and powers conferred on nonprofit corporations under the Idaho Code Provisions for Nonprofit Corporations, provided, however, that it may exercise such rights and powers only insofar as they are necessary or expedient for the attainment of its specific and primary purpose.

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.

ARTICLE IV

CORPORATE POWERS

In order to carry out the purposes of the corporation herein set forth, this corporation shall have the following powers:

- (a) To exercise any and all powers which exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 of the United States as amended (or the corresponding provisions of any future United States Internal Revenue Law) and nonprofit corporations organized under Title 30, Chapter 11, of the laws of Idaho now and thereafter in existence are permitted to exercise;
- (b) To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof but not for the pecuniary profit or financial gain of its directors or officers.

ARTICLE V

CAPITAL STOCK

The Corporation shall have no capital stock, nor certificates of membership, and no dividends or pecuniary profits shall be declared to the members, directors or officers of the Corporation.

ARTICLE VI

MEMBERS

The Corporation shall have one class of members, and the property, voting and other rights, interests and privileges of each member shall be equal. There shall be no limitation on the number of members, no person shall hold more than one (1) membership in the Corporation, and no more than one-half (1/2) of the members may be directors, officers or employees of any particular hospital or health care facility or organization. Memberships in the Corporation shall be non-assignable. Members of the Corporation shall elect the Directors thereof as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS

The business and affairs of the Corporation shall be conducted by a Board of Directors consisting of not less than, but not limited to twelve (12) persons, who shall be nominated and elected by the members of the Corporation as provided in the Bylaws, not more than one-half of the Directors may be directors, officers or employees of any particular hospital or health care facility or organization.

A majority of the members of the Board of Directors shall constitute a quorum and are authorized to transact the business and exercise the powers of the Board as herein provided. The Directors shall adopt Bylaws for the regulation of the internal affairs of the Corporation which Bylaws may be amended from time to time or repealed by said Directors as provided therein.

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>Francis E. Ham</u>	<u>1459 Burton Avenue, Burley, Idaho</u>
<u>Dale A. Dammarell</u>	<u>627 East 27th Street, Burley, Idaho</u>
<u>Kenneth M. Walker</u>	<u>2313 Conant Avenue, Burley, Idaho</u>
<u>Donald E. Westfall</u>	<u>594 Birch Drive, Burley, Idaho</u>

Sheila M. Doherty	1803 Washington Avenue, Burley, Idaho
Donald A. Chisholm	1511 Conant Avenue, Burley, Idaho
H.R. Bowen	Route #2, Box 206, Burley, Idaho
Ione H. Rambo	1550 Burton Avenue, Burley, Idaho
Fred W. Schloss	531 Cedar Drive, Burley, Idaho

The term of office of each Director other than those on the initial Board shall be three (3) years from the date of his or her election, provided that any Director other than the President of the Corporation may be elected to no more than three (3) consecutive terms of office. However, after one (1) year's absence from the Board, a former Director having served three (3) consecutive terms may be re-elected to the Board.

In order to establish an orderly succession of the initial Board, approximately one-third (1/3) of the initial Board members shall serve for a term of one (1) year, approximately one-third (1/3) shall serve for a term of two (2) years, and approximately one-third (1/3) shall serve for a term of three (3) years. The term of each initial Board member shall be determined by lot at the first Board meeting. Upon expiration of such initial terms, all future elections or appointments to fill vacancies from any cause shall be for three (3) years as provided above.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Regular and special meetings of the Board of Directors of this Corporation shall be held at such times and places and on such notice as provided in the Bylaws.

Articles of Incorporation

ARTICLE IX

OFFICERS OF THE FOUNDATION

The Chief Executive Officer of the Corporation shall be the President who shall be appointed by the Board of Directors and shall serve as a voting member of the Board. The President and all other officers shall be appointed by and serve at the pleasure of the Board.

ARTICLE X

OFFICE AND REGISTERED AGENT

The location and street address of the Corporation's principal office is 2303 Parke Avenue, Burley, Idaho. The registered agent of the Corporation is Fred W. Schloss, 2303 Parke Avenue, Burley, Idaho. The Corporation may change its office or registered agent or both from time to time as permitted by law.

ARTICLE XI

LIMITED LIABILITY

The members, directors and officers of the Corporation shall not be individually or personally liable for the debts or obligations of the Corporation.

ARTICLE XII

AUDIT

There shall be an annual independent audit of the books and accounts of the Corporation conducted by an auditor designated by the Board of Directors. The report of each such audit shall be presented to the Board at the next regular meeting thereof after completion of the audit.

ARTICLE XIII

DISSOLUTION

The property, assets, profits, and net revenue of this Corporation are irrevocably dedicated to the purposes for which this Corpora-

tion is formed, as set forth herein.

(a) Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to the Cassia Memorial Hospital and Medical Center, or its successor, provided that it or its successor shall then qualify as a tax-exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended. If Cassia Memorial Hospital and Medical Center shall not then be in existence and has no successor, the remaining assets of this Corporation shall be distributed to such organization or organizations which are established and operated exclusively for charitable, educational, or scientific purposes and shall at that time qualify as tax-exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

(b) No part of the net earnings of this Corporation shall inure to or for the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purpose for which it was formed.

(c) Notwithstanding any other provisions of these Articles, this 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 of 1954, as amended.

ARTICLE XIV

AMENDMENT AND SAVING CLAUSE

These Articles of Incorporation may be amended by the Members of the Corporation in any particular as provided by the laws of the State of Idaho. In the event any provision of these Articles, or any amendment hereafter adopted, shall be judged ultra vires or otherwise

invalid, the remaining provisions, powers and conditions herein expressed shall be deemed unaffected and in full force and effect as far as the same may be severable.

IN WITNESS WHEREOF, we the undersigned incorporators and initial members of the Board of Directors, have executed these Articles of Incorporation this 26th day of October, 1977.

Francis E. Ham
Dale A. Dammarell

Kenneth M. Walker

Donald E. Westfall

Sheila M. Doherty

Donald A. Chisholm

H.R. Bowen

James H. Rambo

Fred W. Felson

STATE OF IDAHO)
County of Cassia)

ss.

I, Jerald D. Anderson, a Notary Public, do hereby certify that on this 26th day of October, 1977, personally appeared:

Francis E. Ham

Dale A. Dammarell

Kenneth M. Walker

Donald E. Westfall

Sheila M. Doherty

Donald A. Chisholm

H.R. Bowen

Ione H. Rambo

Fred W. Schloss

and Paul D. Anderson who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing Articles of Incorporation as incorporators and initial members of the Board of Directors of the Corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand seal this

26th day of October, 1977.

Paul D. Anderson
NOTARY PUBLIC
Residing at: My commission expires 8-18-79
Notary Public of Idaho
Residing at Burley, Idaho

My Commission Expires: _____