

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

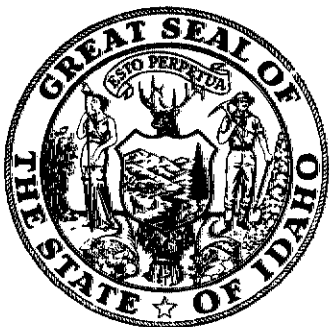
BONNER HEALTH NETWORK INC.

File number C 108599

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 BONNER HEALTH NETWORK 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: December 16, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

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**ARTICLES OF INCORPORATION
OF
BONNER HEALTH NETWORK INC.**

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IDAHO SECRETARY OF STATE
The undersigned, acting as the incorporator of a nonprofit ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is Bonner Health Network INC.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Sandpoint, County of Bonner, State of Idaho. The address of the initial registered office is 520 North 3rd, Sandpoint, Idaho, and the name of the initial registered agent at this address is Richard Neher, M.D.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. The purpose for which this Corporation is organized is to provide an organized system for coordination, delivery and provision of certain comprehensive health care services, and to otherwise engage in any lawful business for which nonprofit corporations may be incorporated pursuant to the Idaho Nonprofit Corporation Act. The corporation shall have and may exercise all of the powers, rights and privileges that corporations organized pursuant to the Idaho Nonprofit Corporation Act may have and exercise.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

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 therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of net earnings or the assets of the Corporation shall inure to the benefit of, or to be distributable to, its members, directors, 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 V 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 of 1986, as amended from time to time.

ARTICLE VII. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist five individuals, each of whom, at all times, shall be a member of the

Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

NAME	ADDRESS
Richard Neher, M.D.	520 North Third Avenue Sandpoint, Idaho 83864
David Masuda, M.D.	520 North Third Avenue Sandpoint, Idaho 83864
James Arthurs, M.D.	520 North Third Avenue Sandpoint, Idaho 83864
Gene Tomt	520 North Third Avenue Sandpoint, Idaho 83864
Sheryl Rickard	520 North Third Avenue Sandpoint, Idaho 83864

ARTICLE IX. MEMBERSHIP DUES.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members of classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. DISTRIBUTION ON DISSOLUTION

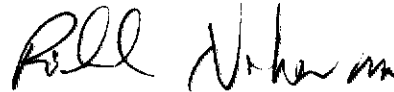
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI. INCORPORATOR.

The name and street address of the incorporator is Richard Neher, M.D. 520 North Third Avenue, Sandpoint, Idaho 83864.

DATED this 20 day of November 1994.

A handwritten signature in dark ink, appearing to read "R. Neher", is written over a horizontal line.

Richard Neher, M.D.