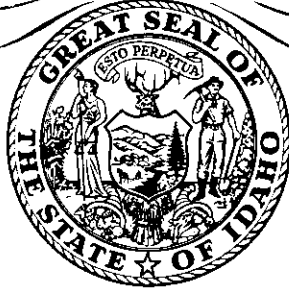


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

CLEARWATER VALLEY HEALTH AND WELFARE SOCIETY, INC.

was filed in the office of the Secretary of State on the **Fourth** day of **December**, A. D. One Thousand Nine Hundred **Sixty-one** and is duly recorded on Film No. **114** 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 **Orofino** in the County of **Clearwater** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative 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 **4th** day of **December**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves for the purpose of forming a nonprofit cooperative association pursuant to the Non-Profit Cooperative Association Act, Chapter 10, Title 30, Idaho Code, and we do hereby certify:

ARTICLE I.

That the name of this society shall be the Clearwater Valley Health and Welfare Society, Inc.

ARTICLE II.

The period of the existence of this corporation shall be unlimited and perpetual.

ARTICLE III.

The purposes and business for which this corporation is formed are: to generally promote the health and welfare of the people of Clearwater County;

To build, acquire, construct and make available for public or private use offices, housing or facilities for health, educational, recreational, medical and social welfare programs or clinics, both public and private.

To accept donations, to acquire, buy, sell, mortgage, lease, exchange or otherwise deal with real or personal property in furtherance of the general purposes of the corporation.

To make such gifts, disbursements or other disposition of the company property as will, in the judgment of the directors,

best serve the interest of the people of Clearwater County.

To enter into any agreements with other corporations, associations or individuals in furtherance of the business which are not prohibited by law, and are, in the judgment of the directors, necessary, advisable or expedient.

ARTICLE IV.

The location of this society shall be at Orofino, County of Clearwater, State of Idaho, which is designated as the principal office for the transaction of the business of this corporation.

ARTICLE V.

All natural persons may become members of this corporation who manifest an interest in the objects of this corporation and the rights and interests of all members shall be equal and no member can acquire or have a greater interest therein than any other member.

ARTICLE VI.

No capital stock shall be issued but the corporation shall issue membership certificates, which certificates cannot be assigned so that the assignee thereof can by such transfer, become a member of the corporation except by resolution of the board of directors under such regulations as the by-laws may prescribe.

ARTICLE VII.

The by-laws of this corporation may, in addition, prescribe such other matters not prohibited by law.

ARTICLE VIII.

The number of directors of this corporation shall be three, who must be members of the corporation, citizens of the

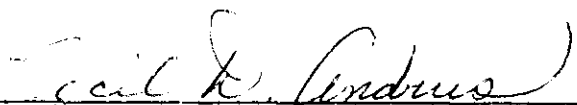
United States and residents of Clearwater County. The term of office of such directors shall be as provided in the by-laws. Provided further, that the term of office of the directors who serve for the first term shall expire upon the date of the annual meeting of the membership.


ARTICLE IX.

The names and residences of the incorporators are as follows:

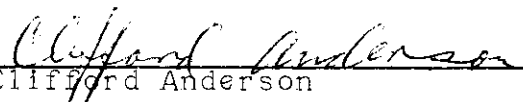
Cecil Andrus	Orofino, Idaho
Alph Johnson	Orofino, Idaho
Francis Portfors	Orofino, Idaho
Clifford Anderson	Orofino, Idaho
Ray McNichols	Orofino, Idaho
Samuel F. Swayne	Orofino, Idaho
Jack Fagan	Orofino, Idaho

IN WITNESS WHEREOF, the incorporators, being persons above named, all of whom are natural persons of full age and citizens of the United States, have hereunto set their hands this 28th day of November, 1961.

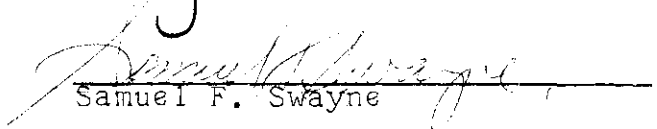

Cecil Andrus

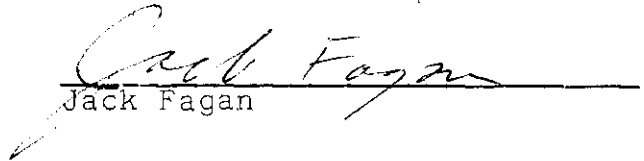

Alph Johnson


Francis Portfors


Clifford Anderson


Ray McNichols

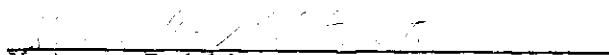

Samuel F. Swayne


Jack Fagan

STATE OF IDAHO)
County of Clearwater) ss.

On this 28 day of November, in the year 1961, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared Cecil Andrus, Alph Johnson, Francis Portfors, Clifford Anderson, Ray McNichols, Samuel F. Swayne and Jack Fagan, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public
In and for the State of Idaho.
Residing at Orofino, Idaho.