



CERTIFICATE OF INCORPORATION
OF

FREMONT GENERAL HOSPITAL FOUNDATION, INC.

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 _____

FREMONT GENERAL HOSPITAL FOUNDATION, INC.

duly signed pursuant to the provisions of the Idaho Business 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 September 25, 1979.



SECRETARY OF STATE

Corporation Clerk

FILED

RECEIVED

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ARTICLES OF INCORPORATION
SECRETARY OF
STATE

SECRETARY OF
STATE

FREMONT GENERAL HOSPITAL FOUNDATION, Inc.

A Nonprofit Corporation

1. The name of the corporation is the FREMONT GENERAL HOSPITAL FOUNDATION, Inc.
2. The corporation is a nonprofit corporation organized under the provisions of the Idaho Nonprofit Corporation Act.
3. The period of its duration is perpetual.
4. The specific and primary purpose for which this corporation is formed is the procurement and disbursement of financial aid for the operation, maintenance and expansion of the Fremont General Hospital in St. Anthony, Idaho, 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 the rights and powers conferred on nonprofit corporations under the Idaho Nonprofit Corporation Act, 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.

5. 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 (1) membership in the Corporation, and no more than one-third (1/3) of the Members may be trustees, directors, officers or employees of the Fremont General Hospital. Membership in the Corporation shall be non-assessable and non-assignable. Members of the Corporation shall elect a Board of Directors thereof as provided in the By-Laws of the Corporation.

6. The initial registered office as at 125 North 8th West, St. Anthony, Idaho, and the initial registered agent as such address is Julianne S. Hill. The Corporation may change its office or registered agent from time to time, as permitted by law.

7. The business and affairs of the Corporation shall be conducted by a Board of Directors consisting of not less than nine or more than 12 persons, who shall be nominated and elected by the Members of the Corporation as provided in the By-Laws, not more than one-third (1/3) of which Directors may be Trustees, directors, officers or employees of the Fremont General Hospital.

A simple 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 By-Laws for the regulation of the internal affairs of the Corporation which By-Laws may be amended from time to time or repealed by the Directors as provided therein. 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 Chairman and 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 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.

8. 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 By-Laws.

9. The chief executive officer of the Corporation shall be a 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.

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

11. 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.

12. (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 Fremont General Hospital, 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 Fremont General Hospital 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 a 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, Trustees, 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.

13. The names and street addresses of the incorporators are as follows:

Nels T. Sahl	625 East 4th North, St. Anthony, Idaho
Julianne Hill	660 N. 5th W., St. Anthony, Idaho
Sara M. Jay	Rt. 1, Box 191-A, St. Anthony, Idaho
Jack A. Stone	535 N. 5th W., St. Anthony, Idaho
Beatrice S. Stone	535 N. 5th W., St. Anthony, Idaho
Helen H. Douglass	139 E. 7th S., St. Anthony, Idaho
William H. Douglass	139 E. 7th S., St. Anthony, Idaho
Raymond F. Nash	710 West Main, St. Anthony, Idaho
John H. Gold	31 E. 2nd N., St. Anthony, Idaho
Mary L. Skalet	352 E. 1st S., St. Anthony, Idaho
	St. Anthony, Idaho
	St. Anthony, Idaho

IN WITNESS WHEREOF, we, the undersigned incorporator and initial members of the Board of Trustees, have executed these Articles of Incorporation this 10th day of September, 1979.

Nels T. Sahl
Julianne Hill
Sara M. Jay
Jack A. Stone
Beatrice S. Stone
Helen H. Douglass

William H. Douglass
Raymond F. Nash
John H. Gold
Mary L. Skalet

STATE OF IDAHO)
) ss.
County of Fremont)

On this 10th day of September, 1979, before me, a Notary Public in and for the State of Idaho, personally appeared NELS T. SAHL, JULIANNE S. HILL, SARA M. JAY, JACK A. STONE, BEATRICE S. STONE, HELEN H. DOUGLASS, WILLIAM H. DOUGLASS, RAYMOND F. NASH, JOHN H. GOLD, and MARY L. SKALET, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same as the Incorporators of FREMONT GENERAL HOSPITAL FOUNDATION, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, th date and year in this certificate first above written.

William Chadwick

NOTARY PUBLIC for Idaho
Residing at St. Anthony, Idaho
Commission Expires: 4-24-82