

ARTICLES OF INCORPORATION
OF

SHOSHONE COMMUNITY HEALTH CLINIC, INC.

97 OCT 24 AM 8:41
SECRETARY OF STATE
STATE OF IDAHO

We, the undersigned, for the purpose of forming a non-profit corporation, under and pursuant to Title 30, Chapter 3, of the "Idaho Non-Profit Corporation Act" and amendments thereof, do hereby associate ourselves as a non-profit organization and do hereby adopt the following Articles of Incorporation:

I.

The name of the corporation is Shoshone Community Health Clinic, Inc..

II.

The period of its duration is perpetual.

III.

This Corporation shall be a non-profit corporation.

IV

This corporation is organized exclusively to provide health care and services to the needy at no cost or at a reduced cost tailored to meet a persons resources.

This corporation shall be and remain a non-profit corporation wherein pecuniary profit is not the object of the members of the corporation; it is organized and shall exist under the provisions of Idaho Code, Section 30-3-1 to 30-3-145, both inclusive; no part of the earnings of this corporation shall inure to the benefit of any member or members, but shall be devoted exclusively to the purposes of said corporation.

V.

The Principal place of business of this corporation shall be in Kellogg, Shoshone County, Idaho.

The address of the principal registered office is located in Pinedale, Idaho and the business

IDAHO SECRETARY OF STATE

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1. ARTICLES OF INCORPORATION

or corporation address shall be: 107 Church Street, Pinehurst, Idaho 83850.

The name of and address of its initial registered agent is Allen Seely, M.D., 107 Church Street, Pinehurst, Idaho 83850.

VI.

The government and business affairs of this corporation shall be managed by a board of at least nine (9) and not more than seventeen (17).

The number, qualifications, terms of office, manner of election and the powers and duties of the directors shall be set forth and prescribed in the By-Laws.

The Board of Directors shall elect a Chair, a Vice-Chair, a secretary and a treasurer and may provide for such other officers and agents as it may deem necessary to transact the business of the corporation.

No member shall be liable for, nor shall any of their property be subject to any debts or obligations of the corporation.

VII.

The name and address each of the incorporators constituting the First Board of Directors, all of whom are citizens of the United States of America, are as follows: Allen Seely, M.D., 107 Church Street, Pinehurst, Idaho 83850 and Michael F. Peacock, Attorney at Law, 123 McKinley Avenue, P.O. Box 779, Kellogg, Idaho 83837

IX.

This corporation shall have no capital stock, nor shall any member, at any time, upon dissolution of said corporation, or in any other way, be considered to be the owner of any corporate assets, or be entitled to any extent to any of the assets or funds or property of said corporation, all of which assets funds or property shall be exclusively devoted to the maintenance of the corporation. This provision, however, is not to prevent the return of expenses incurred by member in the fulfillment of duties being reasonable compensation to such members of said corporation.

X.

The dissolution of this Corporation shall be conducted in accordance with and be governed by the provisions of the Idaho Code as now or hereafter specified, with the precise details thereof to be


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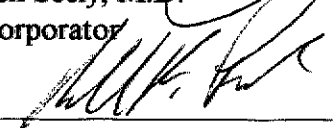
specified in the Bylaws of the Corporation. In the event of the termination, dissolution or winding up of this Corporation for any reason whatsoever, including, but not limited to the situation in which the corporation for reasons beyond its control has lost its Federal income tax exemption, substantially failed or abandoned its operations, or been dissolved, its remaining assets, if any, shall be distributed to such other organizations exempt from Federal income taxation under Section 501 © (3) of the Internal Revenue Code engaged in providing health care to the needy.

XI.

This corporation shall be governed by a code of By-Laws not inconsistent with the laws of the State of Idaho, and amendments there to, and repeal thereof any portion may be made pursuant to the then applicable statutes of the State of Idaho.

DATED this 21st day of October 1997


Allen Seely, M.D.
Incorporator


Michael F. Peacock
Incorporator

STATE OF IDAHO)
 :SS
County of Shoshone)

On this 21st day of October, 1997, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared, Allen Seely, M.D., and Michael F. Peacock, to me known to be the persona whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same as their free and voluntary act and deed for the purposes therein specified.

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



3. ARTICLES OF INCORPORATION

Notary Public in and for Idaho
Residing at: Walla Walla, therein
Commission expires: 10/9/2003

4. ARTICLES OF INCORPORATION