

**ARTICLES OF INCORPORATION
OF PANHANDLE PUBLIC HEALTH FOUNDATION, INC.**

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The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Secretary of the State of Idaho.

Article 1: Name

The name of the corporation shall be Panhandle Public Health Foundation, Inc.

Article 2: Nonprofit Status

The Corporation is a nonprofit corporation.

Article 3: Period of Duration

The duration of the Corporation is perpetual.

Article 4: Purposes

A. The purpose of the Panhandle Public Health Foundation, Inc. is to support access to quality public health services in Benewah, Bonner, Boundary, Kootenai and Shoshone Counties in the State of Idaho. Broad public support shall be the basis of funding.

B. Said corporation is organized exclusively for charitable, religious, 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, as amended from time to time, or the corresponding section of any future federal tax code.

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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 Idaho Non profit Corporation Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

Article 5: Limitations

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or 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 to

IDAHO SECRETARY OF STATE
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furtherance of the purposes set forth in Article 4 hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to 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, as amended from time to time.

Article 6: Members

The Corporation shall have no members.

Article 7: Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporations' Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in the Articles, the Directors shall be elected by the existing Directors of the Corporation 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:

<u>NAME</u>	<u>ADDRESS</u>
Kay Kindig	1903 Pine Hill Court, Coeur d'Alene, Idaho 83815
Jeanne Bock	1705 Westwood Drive, Sandpoint, Idaho 83864
Murreleen Skeen	6577 Comanche, P.O. Box 3114, Bonners Ferry, Idaho 83805
Janette Compton	P.O. Box 1738, Coeur d'Alene, Idaho 83814
Dean Thie	17770 W. Bison Trail, Post Falls, Idaho 83854
Elaine Thie	17770 W. Bison Trail, Post Falls, Idaho 83854
Wanda Quinn	210 Lakeview, Coeur d'Alene, Idaho 83815

Article 8: Registered Office and Agent

The street address of the registered office is 250 Northwest Boulevard, Suite 204, Coeur d'Alene, Idaho. RA: PENNY FRIEDLANDER

Article 9: Incorporator

The name and address of the incorporator is:
Kay Kindig 250 Northwest Boulevard, Suite 204, Coeur d'Alene, ID 83814

Article 10: Mailing Address of the Corporation

The mailing address of the corporation shall be:

250 Northwest Boulevard, Suite 204, Coeur d'Alene, ID 83814

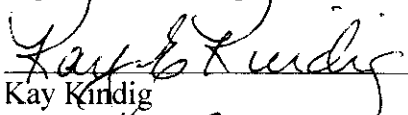
Article 11: Dissolution

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 for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, State of Idaho or local government, for a public purpose. Any such assets not so disposed of shall be disposed of 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 organization or organizations, as the Court shall determine which are operated exclusively for such purposes.

Article 12: Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Signature of incorporator:


Kay Kindig

Date: 4-07-04