



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

PAYETTE HEALTH CARE, INC.

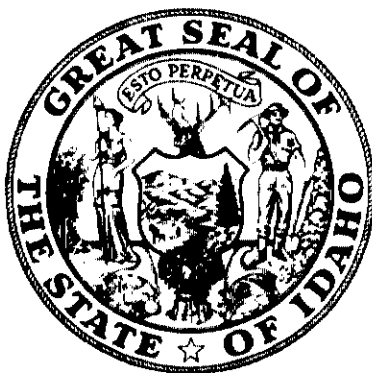
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PAYETTE HEALTH CARE, 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 30, 19 81



Pete T. Cenarrusa

SECRETARY OF STATE

Lenny Gurea

Corporation Clerk

1 DALE SMITH
Attorney at Law
2 P.O. Box 950
Fruitland, ID 83619
3 (208) 452-4040

4 PAYETTE HEALTH CARE, INC.

5 ARTICLES OF INCORPORATION

6 KNOW ALL MEN BY THESE PRESENTS: I , the undersigned,
7 a resident of the State of Idaho, over the age of 21 years,
8 for the purpose of forming a non-profit corporation pursuant to
9 Statutes of the State of Idaho.

10 ARTICLE I.-NAME AND LOCATION

11 The name of this corporation shall be Payette Health
12 Care, Inc. and its location shall be 45 Star Route, City of
13 Payette, County of Payette, State of Idaho. The initial regis-
14 tered agent at that address shall be Kay Stauff.

15 ARTICLE II.-DURATION

16 This corporation shall have perpetual duration.

17 ARTICLE III.-PURPOSE

18 This corporation is formed for the following charitable
19 purposes: To contact and mobilize, to the fullest extent
20 possible, all existing agencies and resources designed to pro-
21 vide health care for needy persons in the communities served
22 by this corporation.

23 To receive gifts and grants of money, property, and
24 services of every kind and to administer the same for the
25 charitable purposes of providing health services for needy per-
26 sons in the communities served by this corporation.

27 To establish health delivery for needy persons and to
28 employ such personnel as may be necessary.

29 To engage in any other such activities as may be
30 necessary or appropriate for the improvement of health and
31 living conditions of the members of all the communities served
32 by this corporation, as long as such activities are consistent

ARTICLES OF INCORPORATION-1-

1 with exempt status under Section 501 (c)(3) of the Internal
2 Revenue Code.

3 Upon dissolution of this corporation for any cause,
4 all the property, both real and personal, then owned or con-
5 trolled by this corporation shall become the absolute property
6 of a non-profit association, government agency, or foundation,
7 chosen by a majority of the Board of Directors, that is engaged
8 in charitable activities, within the meaning of Section 501(c)(3)
9 of the Internal Revenue Code. If the organization is a private
10 organization, it must qualify for an exemption from federal
11 income tax under Section 501(c)(3) of the Internal Revenue Code.
12 There shall be no distribution to any member of this corporation.

13 ARTICLE IV.-DIRECTORS

14 The number of directors of this corporation shall not
15 exceed fourteen (14) and they shall serve for a period as specified
16 in the by-laws. Qualification and territorial selection of the
17 directors shall be as stated in the by-laws. The names and
18 addresses of those who are to serve as the incorporating directors
19 are as follows:

20 Robert Maldonado	Pat Green
21 P.O. Box 662	1300 N. 9th
21 Fruitland, ID 83619	Payette, ID 83661
22 Donna Vivier	Seledonio Gonzales
23 1300 N. 9th #28	311 W. Main
23 Payette, ID 83661	Weiser, ID 83672
24 Julia Ledesma	Jose Flores
25 1015 E. Main	Route 4 Box 103
25 Weiser, ID 83672	Ontario, OR 97914

26 When one vacancy on the Board of Directors occurs, other
27 than by expiration of term, the vacancy may be filled by the re-
28 maining members of the Board. If there is not a unanimous vote
29 to fill the vacancy to be filled, a special meeting of the members
30 of the corporation may be called by the remaining directors, or,
31 if no directors remain, by any member, to vote upon an interim
32 director or directors. The director or directors who fill the

1 vacancy or vacancies shall assume any office position which the
2 previous director or directors occupies.

3 Directors will be elected every year by a majority
4 vote of a quorum of the members.

5 ARTICLE V.-CORPORATE OFFICERS AND THEIR FUNCTIONS

6 The general officers of the corporation shall be
7 president, vice-president, secretary, and treasurer.

8 The principal duties of the president shall be to pre-
9 side at all meetings of the members and the board of directors
10 and to have general supervision of the affairs of the corpor-
11 ation.

12 The principal duties of the vice-president shall be to
13 discharge the duties of the president in the event of absence or
14 disability, for any cause whatsoever, of the president.

15 The principal duties of the secretary shall be to
16 countersign all deeds, leases, and conveyances executed by the
17 corporation, affix the seal of the corporation thereto and to
18 such other papers as shall be required or directed to be sealed,
19 and to keep a record of the proceedings of the board of directors,
20 and to safely and systematically keep all books, papers, records,
21 and documents belonging to the corporation, or in any way per-
22 taining to the business thereof, except the books and records
23 incidental to the duties of the treasurer.

24 The principal duties of the treasurer shall be to keep
25 an account of all monies, credits and property of any and every
26 nature of the corporation which shall come into his hands, and to
27 keep an accurate account of all monies received and disbursed
28 and of proper vouchers for monies disbursed, and to render such
29 accounts, statements, and inventories of monies received and
30 disbursed and of money and property on hand, and generally of
31 all matters pertaining to his office, as shall be required by
32 the board of directors.

1 The board of directors may provide for the appointment
2 of such additional officers as they may deem for the best inter-
3 est of the corporation.

4 Whenever the board of directors may so order, any two
5 offices, the duties of which do not conflict, may be held by one
6 person.

7 The officers shall perform such additional or differ-
8 ent duties as shall from time to time be imposed or required
9 by the board of directors, or as may be prescribed from time
10 to time by the by-laws.

11 ARTICLE VI.-ELECTION OF OFFICERS

12 The officers shall be elected by the directors, who
13 shall first be elected by the members of this corporation.

14 ARTICLE VII.-CERTIFICATES OF MEMBERSHIP AND VOTING RIGHTS

15 Membership shall be evidenced by certificates of
16 membership rather than by shares of stock. The certificates
17 shall be non-assignable, the voting rights of all members shall
18 be as specified in the by-laws.

19 ARTICLE VIII.-MEMBERSHIP

20 Section I.-Any person who uses the services provided
21 by, or who contributes to Payette Health Care, Inc. may apply to
22 become a member of the corporation by agreeing to comply with and
23 be bound by the Articles of Incorporation and the by-laws, together
24 with any amendments thereto and such rules and regulations as may
25 be from time to time adopted by the Board of Directors.

26 Section 2.- The incorporating directors of Payette
27 Health Care, Inc. will constitute the Board of Directors. Any
28 applications for membership must be passed upon by the Board
29 of Directors of this corporation, and any new member thus admitted
30 shall be entitled to vote and share equally in the property of
31 this corporation with the existing membership in accordance with
32 the general rule of Article V.

Section 3.- There shall be no discrimination based on race, sex, color, creed, or nation origin.

ARTICLE IX.-AMENDMENTS

These articles may be amended in any manner provided by statute at the time of the amendment.

ARTICLE X.-INCORPORATOR

The name and address of the person forming this corporation is as follows:

Patricia A. Green
1300 N. 9th Street
Payette, ID 83661

ARTICLE XI.

EXECUTED in duplication this 28 day of December
198 1 .

Patricia A. Green

STATE OF IDAHO)
) ss.
County of Payette)

On this 28 day of December, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared PATRICIA A. GREEN, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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

James E. Lewis
Notary Public for said State
Residing at: New Plymouth