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SECRETARY OF STATE  
STATE OF IDAHO

**GARY L. MORGAN, P.A.**  
Attorney at Law  
Western Building  
107 S. Kimball Ave.  
P.O. Box 309  
Caldwell, Idaho 83606-0309  
Telephone: (208) 459-6376  
Facsimile: (208) 459-6377

IDAHO SECRETARY OF STATE

06/07/2001 09:00  
CK: 17413 CI: 36733 BH: 401364

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**ARTICLES OF INCORPORATION**

**OF**

**NORTHWEST CONFERENCE OF RADIOLOGIC TECHNOLOGISTS, INC.**

The undersigned, acting as the incorporators of a non-profit corporation, (the "Corporation"), organized under and pursuant to the Idaho Non-Profit Corporation Act, Idaho Code, Title 30, Chapter 3, (the "Act"), hereby adopt the following Articles of Incorporation of the Corporation.

**ARTICLE I. NAME**

The name of the Corporation is Northwest Conference of Radiologic Technologists, Inc.

**ARTICLE II. NON-PROFIT STATUS**

The Corporation is a non-profit corporation.

**ARTICLE III. PERIOD OF DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Sandpoint, Bonner County, State of Idaho. The address of the

initial registered office is 245 Liberty Lane, Sagle, Idaho, 83860. The name of the initial registered agent at this address is Judy K. Reetz.

#### **ARTICLE V. PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

A. Education of members.

B. The Corporation is organized as a non-profit corporation under the Act for the further purpose of engaging in charitable, religious, educational or scientific activity within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, from time to time, (the "Code), or any successor section of the Code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3) and not for the purpose of engaging in any activity for pecuniary profit.

C. To exercise all powers granted by law necessary and proper to carry out the above-stated 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 Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### **ARTICLE VI. LIMITATIONS**

No part of the net earnings of 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 payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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 Code or any successor section of the Code.

#### **ARTICLE VII. MEMBERS**

The Corporation shall have no capital stock. The Corporation's organization is one of membership. The Corporation shall have members who shall have such rights as

are provided in the Act and are consistent with the management authority that these Articles grant to the Board of Directors of the Corporation. Only associations/societies affiliated with the American Society of Radiologic Technologists or with the Canadian Association of Medical Radiation Technologists shall be a component part of the Northwest Conference of Radiological Technologists. The Corporation members delegate total authority and responsibility to the Board of Directors for the operation and management of the Corporation.

#### **ARTICLE VIII. BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted and managed by its Board of Directors directly or through committees of the Board of Directors. The Board of Directors shall consist of not less than five (5) nor more than eleven (11) individuals each of whom shall at all times be a member of the Corporation. The actual number of Directors shall be fixed by the By-Laws of the Corporation. Other than the Directors constituting the initial Board of Directors who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided by the By-Laws of the Corporation.

The names and street address of the persons constituting the initial Board of Directors who shall serve for

a term of one (1) year are:

1. Anne Warden  
P.O. Box 6006  
Salem, Oregon 97304
2. Charlotte Mierau  
#120-7172 Coach Hill Road S.W.  
Calgary, AB T3H 1C8
3. Wynn Harrison  
2136 N. 2200 E.  
Layton, Utah 84040
4. Judy K. Reetz  
245 Liberty Lane  
Sagle, Idaho 83860
5. Alison Merlo  
Box 335, Montrose B.C.  
Canada, VOG 1P0
6. Rance Haralson  
216 14th Ave. S.W.  
Sidney, Montana 59170

#### **ARTICLE IX. MEMBERSHIP DUES**

Annual dues shall be established by the voting membership and may be charged to all members in equal amounts.

#### **ARTICLE X. DISTRIBUTION ON 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 to such organization or organizations as shall at the time qualify as exempt organizations under Section

501(c)(3) of the Code or any successor section of the Code, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### **ARTICLE XI. INCORPORATORS**

The names and street addresses of the incorporators are the same as the members of the initial Board of Directors set forth in Article VIII.

#### **ARTICLE XII. BY-LAWS**

Provisions for the regulation of the internal affairs

of the Corporation shall be set forth in the By-Laws.

IN WITNESS WHEREOF, We, the incorporators of said Corporation, have hereunto set our hands this 2<sup>nd</sup> day of May, 2001.

Anne Warden (seal)  
Anne Warden  
Incorporator

Charlotte Mierau (seal)  
Charlotte Mierau  
Incorporator

Wynn Harrison (seal)  
Wynn Harrison  
Incorporator

Judy K. Reetz (seal)  
Judy K. Reetz  
Incorporator

Alison Merlo (seal)  
Alison Merlo  
Incorporator

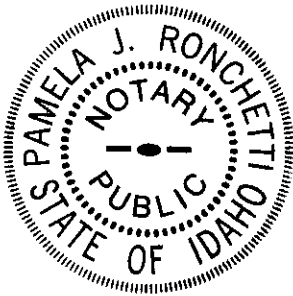
Rance Haralson (seal)  
Rance Haralson  
Incorporator

STATE OF IDAHO )  
 ) ss.  
County of Canyon )

On this 2<sup>nd</sup> day of May, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared ANNE WARDEN, CHARLOTTE MIERAU, WYNN HARRISON, JUDY K. REETZ, ALISON MERLO and RANCE HARALSON, known to me to be the persons whose names are subscribed to the

within instrument and acknowledged to me that they 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.



Pamela J. Ronchetti  
Notary Public for Idaho  
Residing at Caldwell  
My Commission Expires: 7-25-06