



CERTIFICATE OF INCORPORATION
OF

CANYON SUICIDE PREVENTION HOTLINE, 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 _____

CANYON SUICIDE PREVENTION HOTLINE, 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 August 16, 1985.



SECRETARY OF STATE

Corporation Clerk

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SEC. OF STATE
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ARTICLES OF INCORPORATION

OF

CANYON SUICIDE PREVENTION HOTLINE, INC.

A Non-Profit Corporation

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, citizens and residents of the State of Idaho and the United States of America, being over the age of twenty-one (21) years, for the purpose of organizing and forming a non-profit corporation under the provisions of the Idaho Non-Profit Corporation Act (Title 30, Chapter 3, Idaho Code, §30-301 to §30-332), and all other pertinent laws of the State of Idaho, do hereby associate ourselves and adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of this corporation is CANYON SUICIDE PREVENTION HOTLINE, INC.

ARTICLE II

Non-Profit Status

The corporation is a non-profit corporation under the Idaho Non-Profit Corporation Act (Title 30, Chapter 3, Idaho Code, §30-301 to §30-332).

The corporation is not organized for pecuniary profit. This corporation shall not have the power to issue certificates of stock or declare dividends; no part of the net earnings (if any) of the corporation shall inure to the benefit of, be distributable to, nor shall dividends be paid to, any member, director, officer, or any other private person. Provided that the corporation shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in accordance with the corporate purposes set forth in Article IV, below.

ARTICLE III

Duration

The period of duration of this corporation is perpetual.

ARTICLE IV

Purposes

The general purpose of this organization shall be to provide a program for suicide prevention which may include, but need not be limited to, the following activities:

a. To provide an emergency service designed to prevent suicide, and assist potential suicides in obtaining help.

b. To conduct programs of education that will contribute to a suicide prevention program.

c. To collect statistics and maintain records that will increase the effectiveness of the program and add to the existing body of knowledge regarding suicide.

d. To carry on such other activities as may be appropriate to the above purpose.

e. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons, organizations (of any kind or nature) such as corporations, firms, associations, trusts, institutions, foundations or government bureaus, departments and agencies.

f. To hire employees or otherwise maintain in various employment and contractual relations persons to assist in carrying out the purpose for which this corporation is organized.

g. To have power to acquire, purchase, construct, own, hold, invest in, lease, manage, develop, maintain, rehabilitate, improve, sell, lease, exchange or otherwise dispose of improved or unimproved property, real, personal or mixed, and any interest therein, of every kind and description.

h. To borrow money and execute such evidence of indebtedness and such contracts, agreements, mortgages, deeds, leases, assignments, conveyances, security agreements or other instruments as may be necessary.

i. To do any lawful act or thing necessary or proper to carry out the foregoing purposes and powers. To exercise all other rights and powers conferred upon non-profit corporations formed under the general Non-Profit Corporation Act of the State of Idaho.

Provided, however, that the corporation shall not engage in any activity whatsoever, including those mentioned above, that is not in furtherance of the charitable purpose of the corporation. All the foregoing purposes and powers shall be exercised exclusively for charitable purposes and in such manner that the corporation shall qualify as a tax exempt organization under the Internal Revenue Code of the United States of America and applicable Idaho State Tax Statutes, as they are currently or shall hereinafter be in force and effect.

ARTICLE V

Membership

The corporation is to have one (1) class of members. The manner of election or appointment, and the qualifications and rights of members shall be set forth in the By-Laws of the corporation. Instruments evidencing membership, if any, will be set forth, established and issued pertinent to the By-Laws of the corporation. Provisions for meetings of the members shall be set forth in the By-Laws of the corporation.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is c/o Mercy Medical Center, 1512 12th Avenue Road, Nampa, Idaho 83651; the name of the corporation's initial registered agent at this address is Adele Billingsly.

ARTICLE VII

Directors

The number of Directors constituting the initial Board of Directors shall be fourteen (14). However, the Board of Directors may allow any and all persons or committees of such persons that they desire to attend meetings and otherwise assist in the management of the corporation.

The names and addresses of the persons who are appointed to act in the capacity of Director until the election of their successors are:

Jack Alban, Ph.D.
111 Palmer Drive
Nampa, ID 83651

Brandon L. W. Adams, M.D.
1004 4th St. South
Nampa, ID 83651

Sister Alicia Gallagher
Mercy Medical Center
1512 12th Avenue Road
Nampa, ID 83651

Robert J. Emerson, M.D.
Medical Center Physicians
215 E. Hawaii
Nampa, ID 83651

Rosanne Dapsauski
1920 E. Lewis Lane
Nampa, ID 83651

George Gunn
927 Florence
Nampa, ID 83651

Sandy McHugh
Route 8, Box 383
Caldwell, ID 83605

Paula Pamperien
709 West Iowa
Nampa, ID 83651

Jim Saemenes
615 West Ash
Caldwell, ID 83605

Luis Vendrell
619 S. Canyon
Nampa, ID 83651

Dean J. Miller
Gigray, Miller, et al
P. O. Box 640
Caldwell, ID 83606-0640

John Theurer
The College of Idaho
2112 Cleveland Blvd.
Caldwell, ID 83605

Sam Summers, M.D.
1819 Ellis Avenue
Caldwell, ID 83605

Guerin Walsh, M.D.
7713 Spring Drive
Nampa, ID 83651

The Board of Directors shall be elected by the members of the corporation at an annual meeting. The annual meeting (including the first annual meeting) will be held on dates and times specified in the By-Laws of the corporation.

ARTICLE VIII

Management of Corporation by Directors

1. The management of all the affairs and business of the corporation shall be vested in the Board of Directors.

2. The number, qualifications, powers, duties, terms of office, manner of election, and times and places for meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the By-Laws of the corporation.

3. The Board of Directors may adopt By-Laws by a majority vote that will further the purposes of the corporation as established in Article IV.

4. These Articles of Incorporation, and the By-Laws of the corporation, may be amended by a majority vote of the Board of Directors.

5. All actions by the corporation shall be decided upon by a majority vote of the Board of Directors and placed in the records of the corporation in the form of a resolution. Provided that all major corporate activities, including but not limited to those in Article IV, Sections 1 and 3 above, shall only be considered after written notice to the members of the Board of Directors, unless such written notice be explicitly waived at the Board of Directors' meeting.

6. The officers of the corporation shall be designated, named, elected or appointed in a manner to be prescribed in the By-Laws of the corporation.

ARTICLE IX

Termination of Corporation

The corporation may be terminated and dissolved and will cease to exist upon a majority vote of the Board of Directors.

Upon termination and dissolution, the balance (if any) of money received by the corporation for operations, after payment in full of all operating expenses, debts and obligations of the corporation of whatever kind or nature, shall be used for a purpose consistent with Article IV above.

ARTICLE X

Indemnification and Insurance for Directors

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or officer of the corporation shall be indemnified by the corporation against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that the Director is liable for negligence or misconduct.

The Board of Directors shall establish insurance to ensure this indemnification, as they deem necessary, in the By-Laws of the corporation.

ARTICLE XI

Incorporators

The name and address of each incorporator of the corporation is as follows:

Jack Alban, Ph.D.
111 Palmer Drive
Nampa, ID 83651

George Gunn
927 Florence
Nampa, ID 83651

Dr. Guerin Walsh
7713 Spring Drive
Nampa, ID 83651

IN WITNESS WHEREOF, The undersigned have hereunto set their hands and affixed their seals the 17 day of July, 1985.


Jack Alban, Ph.D.

(SEAL)


Dr. Guerin Walsh

(SEAL)


George Gunn

(SEAL)

STATE OF IDAHO)
) ss.
County of Canyon)

On this 17th day of July, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared JACK ALBAN, Ph.D.; GEORGE GUNN; and GUERIN WALSH, M.D., 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.

David E. Linder
Notary Public for Idaho
Residing at ~~Caldwell~~, Idaho
Nampa