

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

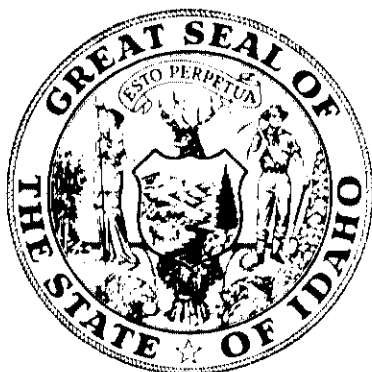
MEDICAL SERVICE BUREAU OF IDAHO, INC.

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of **MEDICAL SERVICE BUREAU OF IDAHO, INC.**

duly signed and verified pursuant to the provisions of the Idaho Business 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated **September 29**, 19 **86**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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KNOW ALL MEN BY THESE PRESENTS: That Daniel R. Miller,

That on the 9th day of April, 1986, at the annual

BE IT HEREBY RESOLVED that the Articles of Incorpora-

That upon being put to a vote, the aforementioned resolution was passed unanimously, all present and entitled to vote and those voting by proxy voting in the affirmative. The chairman and secretary were then advised to issue their certificate to the Secretary of State of the State of Idaho for the purpose of amending the Articles of Incorporation in compliance with this resolution.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 22nd day of September, 1986.


DANIEL R. MILLER, Chairman


DOUGLAS A. MACKELVIE, Secretary

STATE OF IDAHO)
 : ss.
County of Nez Perce)

Daniel R. Miller, Chairman, and Douglas A. MacKelvie, Secretary, being duly sworn, on oath, each for himself and not for the other, deposes and says:

That he is a duly elected officer of the Medical Service Bureau of Idaho, Inc., an Idaho corporation, and respectively represents that at the annual meeting of the members of said corporation, called and held on April 9, 1986, at Lewiston, Idaho, pursuant to due and timely written notice thereof, and a quorum being present in person or represented by proxy, all members entitled to vote in person or by proxy voted unanimously to adopt those certain articles of amendment to which this

certificate is attached, and which are made a part hereof by reference.

Daniel R. Miller
DANIEL R. MILLER

Douglas A. Mackelvie
DOUGLAS A. MACKELVIE

SUBSCRIBED AND SWORN to before me on September 22, 1986.

Lonna L. Neumayer
Notary Public in and for the State of
Idaho, residing at Lemiston, therein
My commission expires 11-19-86

(S E A L)

ARTICLES OF INCORPORATION

OF

MEDICAL SERVICE BUREAU OF IDAHO, INC.

EXHIBIT A

ARTICLES OF INCORPORATION
OF
MEDICAL SERVICE BUREAU OF IDAHO, INC.
(As Amended To April 9, 1986)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, both of whom are citizens of the United States of America and bona fide residents of the State of Idaho, do hereby adopt the following amended Articles of Incorporation of a non-profit Idaho Corporation under the provisions of Chapter 10, Title 29, Idaho Code:

ARTICLE I

The name of this corporation shall be

MEDICAL SERVICE BUREAU OF IDAHO, INC.

ARTICLE II

This corporation is not organized and shall not be conducted for the purpose directly or indirectly of fixing the price or regulating production of any article of commerce or of the produce of the soil or for consumption by the people.

Pecuniary profit is not the object or the purpose of organizing this corporation and shall not be an object or purpose of such corporation.

This corporation is organized and shall be operated exclusively for charitable and public welfare purposes to be attained in the manner hereinafter expressed, pursuant to the following specific purposes for which this corporation is organized, to-wit:

The specific purposes and powers of this corporation shall be:

To provide an organization whereby participant health providers licensed by the State of Idaho, as defined in S41-3403(9) (f), Idaho Code, can render their professional services pursuant to health care programs; to make available medical, surgical, hospital and like services for health care to individuals or groups of persons, including low income groups whose financial condition has made it impossible for them to receive such services in the past; to provide for the rendition of such services for compensation within the means of such groups or persons; and to further provide an organization with adequate facilities and personnel to undertake a continuing program of research and development in health care fields for the purpose of evaluating, implementing, maintaining, supervising and administering programs of medical and hospital care to insure the quality and efficiency of such programs.

To act as agent for participant health providers in the negotiation of contracts for services to be rendered by such health providers to any

individual or group of individuals, to whom the participant health providers are willing to provide and render their professional services under conditions to be prescribed by said contracts, and as to which said services, such health providers rendering the same shall look solely to the available funds of this corporation for compensation, and to collect and receive, as agents for participant health providers all such amounts as may become payable to the corporation under any and all such contracts from the persons contracted with and receiving or eligible to receive the services provided by such contracts.

To act as agent for ambulance service companies and hospitals for the rendition of ambulance services and hospitalization to persons or groups of persons of low income to whom such ambulance companies and hospitals are willing to render their services for compensation within the means of such individuals or groups of persons, and to collect and receive, as agent for such ambulance companies and hospitals, all such amounts as may become payable under such contracts for the services rendered or to be rendered thereunder, from the person or persons receiving or eligible to receive such services under any contracts so provided, and which said ambulance companies and hospitals shall look solely to the available funds of this corporation for compensation for all services rendered by them under any such contract.

To purchase or otherwise acquire, own and hold unlimitedly, such real estate and personal property of every kind and description, suitable, necessary, useful or advisable in connection with any or all of the objects and purposes herein set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise, dispose of such property or any part thereof.

To receive and accept or make donations and contributions for the purpose of promoting and carrying out any and all purposes of this corporation; to borrow money, to lend money, and to evidence and indebtedness of the corporation by notes, bonds, or other instruments, and to secure the same by pledge, mortgage, trust deed or such other instrument or instruments as to the corporation shall seem proper.

To do any and all things incidental to the purposes herein expressed, and generally to have and exercise all such powers as are by law conferred upon corporations of like character, and without in any particular limiting any of the objects or purposes or powers of the corporation. The business and purpose of the corporation shall be from time to time to do any one or more or all of the acts and things herein set forth and all such other acts, things and business in any manner connected therewith or necessary, incidental, convenient or auxiliary thereto or calculated, directly or indirectly, to promote the interests of the corporation or enhance the value of any of its property or rights as such corporation may lawfully do; and in carrying on its business or for the purpose of attaining any of its objects, to do any and all things and exercise any and all powers not prohibited by law and either as or by and/or through principals, agents, attorneys, trustees, contractors, factors, lessors, lessees, or otherwise, either alone or in conjunction with others.

ARTICLE III

The place where the principal office of this corporation shall be maintained, its principal place of business and the location and post office address of its registered office in this state, is at Lewiston, Idaho.

ARTICLE IV

The number of directors of this corporation shall be not less than five, as shall be fixed by the bylaws of this corporation.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

This corporation is organized without capital stock; the rights and interests of all members shall be equal and no member may acquire or have any greater interest therein than any other member; membership in the corporation may be acquired only by persons possessing the qualifications prescribed by the bylaws of this corporation and may be acquired by such persons only upon the terms and conditions and in the manner provided by the bylaws of the corporation; membership certificates shall be issued to each member of the corporation upon compliance with all conditions prescribed by the bylaws of this corporation; membership certificates shall not be assignable or transferable; the time, manner, method, conditions and effect of expulsion or withdrawal from and of restoration to membership in the corporation together with all other matters governing the operation, management and conduct of the affairs of this corporation shall all be in accordance with and as fixed and prescribed by the bylaws of this corporation.

ARTICLE VII

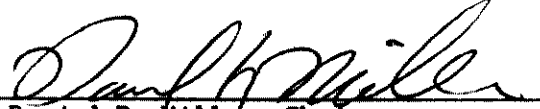
The members of this corporation shall not be personally responsible or liable for any debt or obligation of the corporation.

ARTICLE VIII

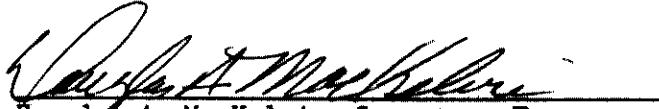
These articles may be amended under the provisions and requirements of the laws of the State of Idaho by the affirmative vote of the majority of the members of this corporation present at any meeting called for that express purpose; provided, however, that the original purpose of this corporation as herein expressed shall not be altered at any time so as to provide that any member hereof shall ever become individually responsible for any debt or obligation of the corporation or to provide that any part of the net income or earnings of this corporation shall inure to the benefit of any member or members hereof, as such; that this corporation shall at all times be and remain a non-profit corporation.

ARTICLE IX

IN WITNESS WHEREOF we have hereunto set our hands and seals in triplicate as of the 9th day of April, 1986.



Daniel R. Miller, Chairman



Douglas A. MacKelvie, Secretary-Treasurer

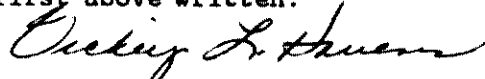
STATE OF IDAHO

SS.

COUNTY OF NEZ PERCE

On this 9th day of April, 1986, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Daniel R. Miller and Douglas A. MacKelvie, known to me to be the persons whose names are subscribed to the within and foregoing 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.



VICKEY L. HAVENS

Notary Public in and for the State of
Idaho, residing at Lewiston, therein.

(SEAL)

The within and foregoing Articles of Amendment, having been submitted to the undersigned pursuant to Section 41-3406(3), Idaho Code, and having been referred to the attorney general of the State of Idaho, and the attorney general and the undersigned having approved the form and content of said Articles of Amendment as conforming to law, the undersigned does hereby execute the approval of the office of the commissioner of insurance this 4th day of September, 1986.

Dee-esta

Wayne Soward

(SEAL)

WAYNE SOWARD

Commissioner of Insurance of the
State of Idaho