



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

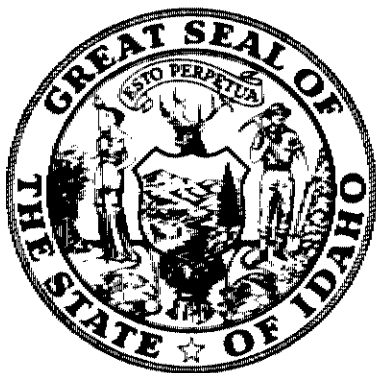
**BENEWAH COMMUNITY BUSINESS & HEALTH ALLIANCE, INC.**

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 BENEWAH COMMUNITY  
BUSINESS & HEALTH ALLIANCE, 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 26, 19 87



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Sandra Mathews*

Corporation Clerk

**ARTICLES OF INCORPORATION**  
**OF**  
**BENEWAH COMMUNITY BUSINESS & HEALTH ALLIANCE, INC.**

SECRET  
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I, the undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, Idaho Code, Section 30-301 et seq., and laws amendatory thereof and supplementary thereto, do hereby form a body corporate and adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be:

**BENEWAH COMMUNITY BUSINESS & HEALTH ALLIANCE, INC.**

**ARTICLE II**

This corporation is organized and shall be operated as a nonprofit corporation for civic, charitable, scientific and educational purposes, and in connection therewith, to facilitate the delivery of high quality, reasonably-priced health care in the area of Benewah County, Idaho. This corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of the business of this corporation or expedient for the attainment of the purposes stated herein.

For its purposes and not otherwise, this corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Idaho Nonprofit Corporation Act, as now enacted or as hereafter amended.

#### ARTICLE III

No part of the income of this corporation shall be distributed to any of its members, directors or officers. Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to officers or directors of this corporation for services actually rendered by them to this corporation.

#### ARTICLE IV

The period of duration of this corporation's corporate existence shall be perpetual.

#### ARTICLE V

The registered office of this corporation shall be located at 229 7th Street, St. Maries, Idaho 83861. The name of the initial registered agent of this corporation is John E. Thomson, D.D.S.

#### ARTICLE VI

This corporation shall have members with voting rights who shall be ascertained in the manner prescribed in the Bylaws of this corporation. The Board of Directors may establish a class or classes of non-voting members upon such conditions and terms as it from time to time deems appropriate.

#### ARTICLE VII

The management and direction of the business of this corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation.

#### ARTICLE VIII

The number of members of the first Board of Directors is seven (7), each of whom shall serve until the annual meeting of the Board of Directors set forth below opposite his or her name and until his or her successor has been elected and qualified. The name and address of each such director is as follows:

<u>Name and address</u>	<u>Term Expires</u>
D. G. Henriksen, M. D. 229 South 8th Street St. Maries, ID 83861	1991
Tom Moss 902 Main Avenue St. Maries, ID 83861	1991
Vicki Hedlund 704 Main Avenue St. Maries, ID 83861	1991
John E. Thomson, D.D.S. 201 South 8th Street St. Maries, ID 83861	1991
Terry Duffey 1525 Main Avenue St. Maries, ID 83861	1990
Joyce A. Shepherd 278 G. Street Plummer, ID 83851	1990
James J. Beal 101 Mutch Creek Road St. Maries, ID 83861	1990

#### ARTICLE IX

This corporation shall have no capital stock.

## ARTICLE X

The members, directors and officers of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, directors or officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

## ARTICLE XI

These Articles of Incorporation may be amended from time to time in the manner provided by law.

## ARTICLE XII

This corporation may be dissolved in accordance with the laws of the State of Idaho. Upon dissolution of this corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, community chests or foundations organized and operated exclusively for one or more of the purposes of this corporation, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to an executory of special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE XIII

The name and street address of the incorporator is:

John E. Thomson, D.D.S.  
201 8th Street  
St. Maries, ID 83861

IN WITNESS WHEREOF, I have hereunto set my hand this

13 day of August, 1987.

John Thomson DDS

STATE OF IDAHO     )  
                          ) ss.  
COUNTY OF BENEWAH)

On the 13<sup>th</sup> day of August, 1987, before me, a Notary Public, within and for said County, personally appeared John E. Thomson, D.D.S, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation; and by me duly sworn, he acknowledged that he executed the same for the uses and purposes therein expressed, and as his free act and deed.

My Commission Expires: life term.

Patrick R. McTadden

Notary Public

residing at: St. Maries