



**Department of State.**

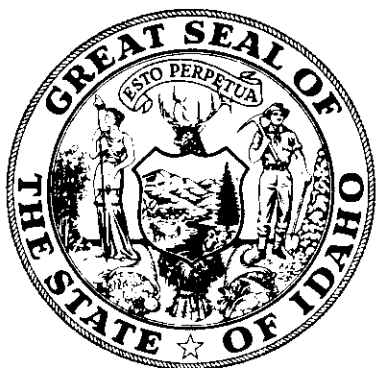
**CERTIFICATE OF INCORPORATION  
OF**

**TREASURE VALLEY HEALTH CARE COST CONTAINMENT COALITION INCORPORATED**

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 \_\_\_\_\_  
**TREASURE VALLEY HEALTH CARE COST CONTAINMENT COALITION INCORPORATED**,  
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 May 22, \_\_\_\_\_, 19 84.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Denise Huier*

Corporation Clerk

ARTICLES OF INCORPORATION

OF

TREASURE VALLEY HEALTH CARE COST CONTAINMENT COALITION  
INCORPORATED

94 MAY 22 PM 1 01

SECRETARY OF  
STATE

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned citizens, all being of the age of majority and over, and citizens of the United States of America, and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under Chapter 3, Title 30, of the Idaho Code, and for that purpose we do hereby make, sign, acknowledge, file, and adopt the following Articles of Incorporation and we hereby certify in writing as follows:

ARTICLE I.

THAT the name of this corporation is and shall be TREASURE VALLEY HEALTH CARE COST CONTAINMENT COALITION INCORPORATED.

ARTICLE II.

THAT the period of existence and duration of the life of this corporation shall be in perpetuity.

ARTICLE III.

THAT the location of the registered office and registered agent of this corporation shall be: STEVE YOUNG  
ALBERTSON'S, INC.  
250 PARKCENTER BOULEVARD  
P.O. BOX 20, BOISE, IDAHO 83726

ARTICLE IV.

THAT the nature of the association and the objects and purposes of this corporation shall be to:

- A. Share health care cost management ideas with member companies to help increase employees' awareness and encourage their

- involvement in implementing creative solutions.
- B. Offer support to employers in designing cost-effective benefit plans.
  - C. Create a community focus for coordination of cost-effective, quality health care delivery.
  - D. Develop community-wide health care data to aid in analysis of cost trends.
  - E. Present and explain health care issues and strategies to employees, regulatory and legislative agencies, and the public.
  - F. Establish a forum where all interested parties can actively pursue cost-containment goals and share information.
  - G. Other such goals as may be from time identified in the bylaws.

#### ARTICLE V.

The rights and interests of all members of this corporation shall be equal and no member can have or acquire a greater interest therein than any other member. Membership in this corporation may be acquired in such manner upon such terms and conditions as shall be prescribed by the bylaws.

#### ARTICLE VI.

This corporation shall not issue any corporate stock, but shall issue membership certificates to each member hereof, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation, except by resolution of the Board of Directors and under such regulations as the bylaws shall prescribe.

#### ARTICLE VII.

No dividends of any kind or nature shall ever be declared to any member of this corporation and no member shall ever receive any pecuniary profit from certificate of membership in this corporation, it being expressly provided that this shall be a strictly non-profit corporation.

#### ARTICLE VIII.

The Board of Directors of this corporation shall have the power by two-thirds vote of the entire Board to repeal or amend the bylaws of this corporation and adopt new bylaws; provided, however, that this power so conferred may be altered or repealed either by a two-thirds vote of the entire Board of Directors or by the two-thirds vote of a quorum present in any regular or special corporation membership meeting; and provided further that the Board of Directors shall not make or alter any bylaws fixing their number, classification, qualification, term of office and compensation. The existing Directors of the corporation shall elect the successor Directors as provided for in the bylaws.

#### ARTICLE IX.

The Board of Directors shall consist of not less than five nor more than fifteen members, the number to be designated in the bylaws, and the officers shall consist of at least a chairman, vice chairman, and secretary-treasurer. Additional officers and an executive committee may be authorized by the bylaws.

ARTICLE X.

The names and addresses of the persons who are to act as the officers and directors until the election of their successors are:

Chairman, Dick Harding, Boise Cascade Corporation  
One Jefferson Square, P.O. Box 50, Boise, ID 83728

Vice Chairman, Ron Winans, J. R. Simplot Company  
999 Main Street, P.O. Box 27, Boise, ID 83707

Secretary-Treasurer, Steve Young, Albertson's, Inc.  
250 Parkcenter Blvd., P.O. Box 20, Boise, ID 83726

Directors: Steve Swadley, State of Idaho, Dept. of Administration  
650 W. State Street, Boise, ID 83720

Jay Anderson, Idaho First National Bank  
101 S. Capitol Blvd., P.O. Box 8247, Boise, ID 83707

Tom Snediker, Morrison-Knudsen Company, Inc.  
One Morrison-Knudsen Plaza, P.O. Box 7808, Boise, ID 83729

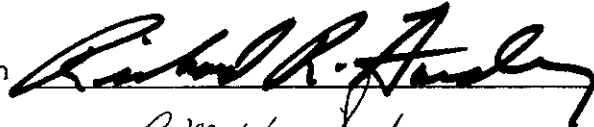
Bob Trerise, Hewlett-Packard  
11311 Chinden Blvd., P.O. Box 15, Boise, ID 83707

ARTICLE XI.

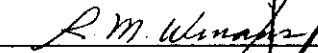
The Undersigned persons are the incorporators of this corporation and the address of each incorporator is set opposite his name, and the names of such persons are incorporated by reference in this paragraph as fully as if written herein.

IN WITNESS WHEREOF, We have hereunto set our hands and seals to this instrument, which is executed in duplicate originals, this 18<sup>th</sup> day of May, 1984.

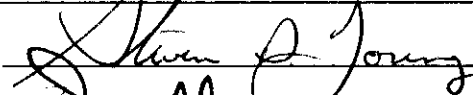
DICK HARDING, Chairman



RON WINANS, Vice Chairman



STEVE YOUNG, Secretary-Treasurer



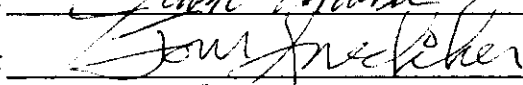
STEVE SWADLEY, Director



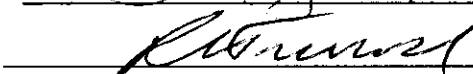
JAY ANDERSON, Director



TOM SNEDIKER, Director



BOB TRERISE, Director



STATE OF IDAHO )  
                  ) ss.  
County of ADA )

On this 18<sup>th</sup> day of May, 1984, before  
me, the undersigned, a Notary Public in and for the State of Idaho,  
personally appeared Dick Harding,  
Ron Winans, Steve Young,  
Steve Swadley, Jay Anderson,  
Tom Snediker and Bob Ickes,  
known to me to be the persons whose names are subscribed to the within  
ARTICLES OF INCORPORATION 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 first above written.

Patricia A. Licks  
Notary Public for Idaho  
Residing at Boise  
My commission expires 7/8/85.