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State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

COOPERATIVE HEALTH RESOURCES, 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 COOPERATIVE HEALTH RESOURCES, INC. duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: December 2, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Andrews*

**AMENDED AND RESTATED ARTICLES
OF INCORPORATION**

DEC 2 2 35 PM '93

OF

SECRETARY OF STATE

COOPERATIVE HEALTH RESOURCES, INC.

Pursuant to the provisions of Section 30-3-90 of the Idaho Nonprofit Corporation Act, the undersigned corporation, pursuant to a resolution adopted by the Board of Directors on November 10, 1993, adopts the following Amended and Restated Articles of Incorporation:

ARTICLES OF AMENDMENT

I

The name of this corporation shall be COOPERATIVE HEALTH RESOURCES, INC.

II

Section IV, BOARD OF DIRECTORS, of the original Articles of Incorporation which read:

The initial Board of Directors shall consist of three (3) directors, but during their terms of office or thereafter, the number of directors may be provided by the By-laws; provided that the number of directors shall not be less than three (3).

The following persons are named as initial directors of the corporation to serve until their successors are elected and qualified:

Barbara J. Miller	163 E. Mallard Drive, Apt. 247, Boise, Idaho 83706
Glenn A. Fordyce	9458 Fairview Ave., Suite K, Boise, Idaho 83704
Shane M. Kelly	2153 S. Century Way, Boise, Idaho 83709

was amended to read:

The initial Board of Directors shall consist of three (3) directors, but during their terms of office, or thereafter, the number of directors may be provided by the By-laws; provided that the number of directors shall not be less than three (3).

The following persons are named as initial directors of the corporation to serve until their successors are elected and qualified.

Barbara J. Miller	163 E. Mallard Drive, Apt. 247, Boise, Idaho 83706
Glenn A. Fordyce	9458 Fairview Avenue, Suite K, Boise, Idaho 83704
Steven S. Inch	2525 S. Swallowtail Lane, Boise, Idaho 83706

III

Section VII, MEMBERS, of the original Articles of Incorporation which read:

The Corporation shall have equity members who shall have such qualifications and who shall be admitted in such manner as is provided for in the Bylaws. Equity memberships shall have all of the voting rights and privileges of the members of the Corporation and shall be the only classifications of members entitled to vote. The Bylaws may provide for one or more classes of nonvoting members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

was amended to read:

The Corporation shall have not less than five (5) classes of voting members who shall have such qualifications and who shall be admitted in such manner as is provided for in the Bylaws. Voting memberships shall have all of the voting rights and privileges of the members of the Corporation. The Bylaws may provide for one or more classes of nonvoting members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

IV

The amendment to Article IV, BOARD OF DIRECTORS, and to ARTICLE VII, MEMBERS, was adopted by unanimous vote of the Board of Directors, there being no current members, on November 16, 1993. Approval of the amendmenets by any third persons is not required.

RESTATED ARTICLES OF INCORPORATION

I

NAME

The name of this corporation shall be COOPERATIVE HEALTH RESOURCES, INC.

II

PERPETUAL EXISTENCE

The period of existence and duration of the life of this corporation shall be perpetual.

III

PURPOSE

The purpose for which this corporation is organized is the transaction of any lawful activity.

IV

BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) directors, but during their terms of office, or thereafter, the number of directors may be provided by the By-Laws; provided that the number of directors shall not be less than three (3).

The following persons are named as initial directors of the corporation to serve until their successors are elected and qualified:

Barbara J. Miller	163 E. Mallard Drive, Apt. 247 Boise, Idaho 83706
Glenn Fordyce	9458 Fairview Avenue, Suite K Boise, Idaho 83704
Steven S. Inch	2525 S. Swallowtail Lane Boise, Idaho 83706

V

REGISTERED OFFICE

The address of the registered office of this corporation is 9458 Fairview Avenue, Suite K, Boise, Idaho 83704. The name of the registered agent at such address is Barbara J. Miller.

VI

INCORPORATOR

The name and post office address of the incorporator is Barbara J. Miller, 9458 Fairview Avenue, Suite K, Boise, Idaho 83704.

VII

MEMBERS

The Corporation shall have five (5) classes of voting members who shall have such qualifications and who shall be admitted in such manner as is provided for in the Bylaws. The Bylaws may provide for one or more classes of nonvoting members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

VIII

DISTRIBUTION ON DISSOLUTION

The Corporation is a nonprofit corporation under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under the law.

These Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended and supersede the original Articles of Incorporation.

Dated: ^{December 1,} November 16, 1993

COOPERATIVE HEALTH RESOURCES, INC.

By: Barbara J. Miller
Barbara J. Miller, Director

By: Glenn A. Fordyce
Glenn A. Fordyce, Director

By: Steven S. Inch
Steven S. Inch, Director

STATE OF IDAHO)
) ss
County of Ada)

On this ^{December} ~~1st~~ day of ~~November~~, 1993, before me, a Notary Public in and for said State, personally appeared before me Glenn A. Fordyce and Steven S. Inch who, being by me first duly sworn, declared that they are Directors of the Corporation, that they signed the foregoing document as Directors of the Corporation, and that the statements therein contained are true.

Barbara J. Miller
Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires: 11-15-94

STATE OF IDAHO)
) ss
County of Ada)

On this ^{December} 1st day of ~~November~~, 1993, before me, a Notary Public in and for said State, personally appeared BARBARA J. MILLER who, being by me first duly sworn, declared that she is a Director of the Corporation, that she signed the foregoing document as a Director of the Corporation, and that the statements therein contained are true.

Debra Souma
Notary Public for the State of Idaho
Residing at Boise, Idaho
Commission Expires: 4-22-97