

# State of Idaho

## Department of State

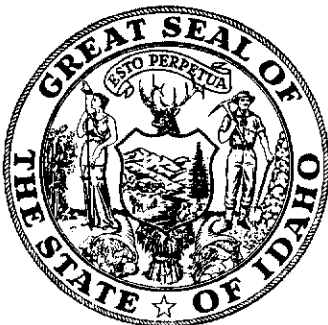
### CERTIFICATE OF INCORPORATION OF

SYRINGA GENERAL HOSPITAL FOUNDATION INCORPORATED  
File number C 115371

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 SYRINGA GENERAL HOSPITAL FOUNDATION 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: June 14, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION OF

SYRINGA GENERAL HOSPITAL FOUNDATION INCORPORATED

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is SYRINGA GENERAL HOSPITAL FOUNDATION INCORPORATED. The corporation shall commence business with the filing of these Articles.

SECOND: The period of existence and duration of the life of this corporation is perpetual.

THIRD: This organization is organized exclusively for CHARITABLE purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public

IDaho SECRETARY OF STATE

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1 purpose. Any such assets not so disposed of shall be disposed by  
2 the Court of Common Pleas of the county in which the principal  
3 office of the corporation is then located, exclusively for such  
4 purposes or to such organization or organizations, as said Court  
5 shall determine, which are organized and operated exclusively for  
6 such purposes.

7 FOURTH: The address of the initial registered office of the  
8 corporation is 607 West Main Street, Grangeville, Idaho 83530, and  
9 the name of its initial registered agent at such address is Jess  
10 Hawley.

11 FIFTH: The affairs of this corporation shall be managed by a  
12 board of directors. The qualifications of the directors, together  
13 with the terms of the office, manner of election, removal, number,  
14 filling of vacancies and of newly created directorships, powers,  
15 duties, and liabilities shall, except as otherwise provided in  
16 these Articles or by the laws of the State of Idaho, be as  
17 prescribed by the By-Laws.

18 SIXTH: Provisions for membership in the corporation shall be  
19 governed by the By-Laws. The members shall be subject to such dues  
20 and assessments as may be provided by the By-Laws.

21 SEVENTH: By-Laws of the corporation shall be adopted by the  
22 directors and may be amended only as provided therein, provided  
23 that such By-Laws and amendments thereto shall not conflict with  
24 the provisions of these Articles of Incorporation or of the laws of  
25 any governmental entity.

1       EIGHTH:   The Articles of Incorporation, except Articles  
2       Seventh and Tenth hereby, may be amended by a vote of two-thirds  
3       (2/3) of the members of the corporation at any annual meeting, or  
4       at a special meeting called for that purpose.

5       NINTH:   The rights and interests of all members shall be equal  
6       and no member can have or acquire a greater interest thereon than  
7       any other member.   The corporation shall not issue any capital  
8       stock.   The corporation is organized on a non-stock basis, and  
9       there shall be members in lieu of stockholders.   Certificates of  
10      membership shall be issued to members.

11      TENTH:   No part of the net earnings of this corporation shall  
12      be distributed to, or inure to the benefit of, any member,  
13      director, or officer of this corporation, contributor or private  
14      individual.   Upon the winding up and dissolution of this  
15      corporation, after paying or adequately providing for the debts and  
16      obligations of the corporation, the remaining assets shall be  
17      distributed to a nonprofit fund, foundation, or corporation which  
18      is organized and operated exclusively for charitable, educational,  
19      religious and/or scientific purposes and which has established its  
20      tax exempt status under section 501(c)(3) of the Internal Revenue  
21      Code.

22      ELEVENTH:   The names and addresses of each incorporator is:  
23      Donald J. Soltman - 1102 South B Street, Grangeville, ID 83530  
24      Carmelita Spencer - Route 2 Box 500, Grangeville, ID 83530

25      TWELFTH:   The number of directors constituting the initial  
26      board of directors of the corporation is five (5), and the names  
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1 and addresses of the persons who are to serve as directors until  
2 the first annual meeting of members or until their successors are  
3 elected or appointed and shall qualify are:

4 Donald J. Soltman - 1102 South B Street, Grangeville, ID 83530

5 Carmelita Spencer - Route 2 Box 500, Grangeville, ID 83530

6 IN WITNESS WHEREOF, for the purpose of forming this  
7 corporation under the laws of the State of Idaho as aforementioned,  
8 the undersigned, constituting the incorporators of this  
9 corporation, have executed these Articles of Incorporation this  
10 11 day of June, 1996.

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13 DONALD J. SOLTMAN

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15 CARMELITA SPENCER  
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