



CERTIFICATE OF INCORPORATION  
OF

McCALL MEMORIAL HOSPITAL FOUNDATION, INC.

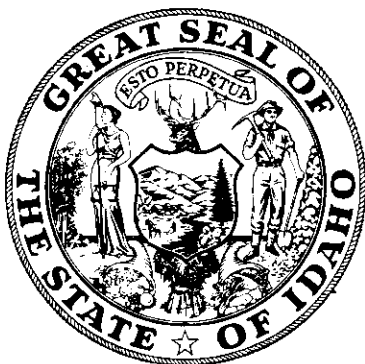
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

McCALL MEMORIAL HOSPITAL FOUNDATION, 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 February 24, 19 83.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
McCALL MEMORIAL HOSPITAL FOUNDATION, INC.  
A NON-PROFIT CORPORATION

The undersigned acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is McCALL MEMORIAL HOSPITAL FOUNDATION, INC., which corporation is a non-profit corporation.

ARTICLE II

Period of Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes and Powers

1. PURPOSES: The purpose of this corporation is to conduct fund raising activities and solicit donation of assets for the exclusive use and benefit of the McCall Memorial Hospital, McCall, Idaho so as to obtain, maintain and enhance the health care facilities services provided by the Hospital to its service area and the members of the public, who utilize such services, including both preventative and treatment oriented care and services.

2. EXEMPT STATUS: The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors, or officers except to the extent permitted under the Not-for-Profit Corporation Law. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, 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 1954 (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 1954 (or the corresponding provisions of any future United States internal revenue law).

3. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Idaho.

4. To have the capacity to act possessed by natural persons in the performance of such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law, including the right to accept, hold, invest and re-invest, and administer any donations, gifts, bequests, trust benefits, and the like, so long as same are ultimately used, disbursed or donated exclusively for the use and benefit of McCall Memorial Hospital.

5. To appoint such officers, employees and agents as the activities of the corporation may require and to make by-laws not inconsistent with any existing law for the management of its activities and the regulation and conduct of its affairs; to do all acts permitted by the laws of the State of Idaho, and all such other acts as are necessary and expedient to accomplish its stated purposes except as limited by the laws of the State of Idaho.

6. The foregoing clauses shall be construed both as Purposes and Powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation, save as set forth.

#### ARTICLE IV

The Corporation shall be governed by the provisions set forth in the corporations by-laws.

## ARTICLE V

The street address of the corporations initial registered office and the name of its initial registered agent at such address are as follows:

Street Address:	200 E. park Street McCall, Idaho 83638
Registered Agent:	Killen & Pittenger, P.A.
Mailing Address:	P. O. Box A. O. McCall, Idaho 83638

## ARTICLE VI

### DATA RESPECTING INITIAL DIRECTORS/INCORPORATORS

There shall be two (2) directors initially. The names and post office address of each of the initial directors/ incorporators who will serve until their successors are selected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
William M. Killen	P. O. Box A. O. McCall, Idaho 83638
Brad Gauss	P. O. Box A.F. McCall, Idaho 83638

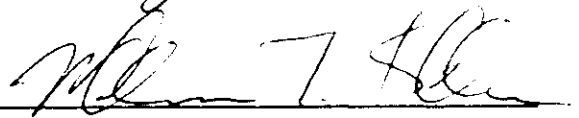
The successor Directors shall be selected by the Directors themselves, as set forth in the Bylaws. In the event the number of directors equals or exceeds nine (9), the directors shall be divided into three (3) classes, each class to be as nearly equal in number as possible; the term of office of the first class shall expire at the first annual meeting after their election; that of the second class as of the second

annual meeting, and that of the third, if any, to expire at the third annual meeting following their election.

#### ARTICLE VII

In the event of dissolution, all the remaining assets and property of the Corporation shall, after necessary expenses thereof, be exclusively distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

EXECUTED this 14th day of February, 1983.

  
Brad Hines