

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
CANYON COUNTY COMMUNITY CLINIC, INC.

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, title 30, Chapter III, Idaho code ("the Act"), adopt the following articles of incorporation ("Articles").

Article I. Name

The name of this Corporation shall be Canyon County Community Clinic, Inc.

Article II. Registered Office and Agent

The Corporation is located in Nampa, Idaho with the registered office and physical address of 1623 Park Ave, Nampa, Idaho 83687. Tracy J. Mitchell is listed as the agent.

Article III. Nonprofit Status

The Corporation is a nonprofit corporation.

Article IV. Mission

The mission of this nonprofit corporation is to provide medical care to the underserved population of Canyon County.

Article V. Corporate Purpose and Powers

Canyon County Community Clinic is organized to provide medical care to the underserved population of Canyon County.

V1. Canyon County Community Clinic provides charity medical and dental services to lower income, uninsured patients by using volunteer health professionals.

V2. This corporation is organized exclusively for charitable and educational 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 either Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by

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a Corporation, contributions to which are deductible under either Section 170 (c) (2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

V3. In addition, this corporation shall have any and all other powers, rights, and privileges which a corporation organized under the Idaho Non-Profit Corporation Act by law may now or hereafter have or exercise.

Article VI. Limitations

At all times the following shall operate as conditions restricting the operations and activities of the Corporation;

1. No part of the net earnings of the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article V hereof.
2. No substantial part of the activities of the Corporation shall be for 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) and political campaign on behalf of any candidate for public office.
3. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (3) (c) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII. Members

The Corporation will not have Members.

Article VIII. Liability/Board of Directors

No officer or director of this Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

The Corporation shall indemnify any director, officer or former director or officer of the Corporation against expenses actually and reasonably incurred by him/her in connection with the defense on an action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of having been a director or officer, except in relation to matters as to which

he/she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation; and to make indemnification that is authorized by the Bylaws.

The affairs of the Corporation shall be managed by its Board of Directors. The number of the Board shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors of the Corporation in the manner and the term provided in the Bylaws of the Corporation.

Article IX. Mailing Address

The mailing address of the Corporation shall be 1623 Park Ave., Nampa, Idaho 83687.

Article X. Funds and Properties

All funds and properties received by this corporation shall be used in the first instance, or shall be invested and the income there from used, after payment of necessary expenses, for the exclusive objects and purposes set forth in these Articles of Incorporation as deemed advisable by the Board of Directors.

Article XI. Bylaws

These Articles of Incorporation may be altered, amended or replaced by the Board of Directors at any regular or special meeting, as provided for in the Bylaws of the Corporation. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Article XII. Duration/Dissolution

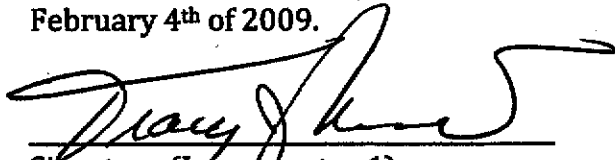
The duration of the corporate existence shall be perpetual until dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of liabilities of the Corporation, distribute the assets of the Corporation consistent with the purpose of the Corporation. In doing so, the Board of Directors shall distribute such assets among nonprofit organizations as shall at that time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the

principal office of the Corporation is then located, exclusively for the purposes of the Corporation or to such organizations, as such court shall determine to be consistent with the purpose of the Corporation.

Article XIII. Incorporators / Directors

In witness whereof, we the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Idaho and certify we executed these Articles of Incorporation the February 4th of 2009.



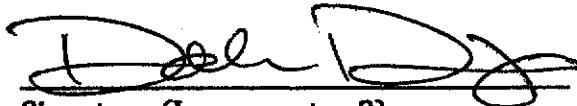
Signature (Incorporator 1)
1623 Park Ave. Nampa, Idaho 83687

Tracy J. Mitchell
2-4-09



Signature (Incorporator 2)
2371 River Oaks Drive, Nampa, Idaho 83686

B. Edgar Johnson
2-4-09



Signature (Incorporator 3)
~~1223 S. 1st St. Nampa~~
P.O. Box 232, Nampa, ID 83653

2-4-09
Dale Dixon



Signature (Incorporator 4)
5223 W. Crossridge St
Meridian, ID 83646

Rick Tivis
2-4-09