

90167



CERTIFICATE OF INCORPORATION
OF

PALOUSE REGIONAL HEALTH CORPORATION

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 _____

PALOUSE REGIONAL HEALTH CORPORATION

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 August 21, _____, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabrala

Corporation Clerk

RECEIVED
SEC. OF STATE
**ARTICLES OF INCORPORATION
OF
PALOUSE REGIONAL HEALTH CORPORATION**
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The undersigned, acting as incorporators of a corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation of such corporation:

ARTICLE I

The name of the Corporation is PALOUSE REGIONAL HEALTH CORPORATION.

ARTICLE II

PALOUSE REGIONAL HEALTH CORPORATION is a nonprofit Corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purposes for which the Corporation is organized are as follows:

a. To establish or maintain organizations to care for the sick and injured, with permanent facilities that include inpatient beds and medical services, specifically, but not limited to, the Moscow Hospital Association d/b/a Gritman Memorial Hospital, and to provide diagnosis and treatment for patients and associated services such as, but not limited to, extended care, rehabilitative care, outpatient care, and home care.

b. To provide services to affiliated institutions including, but not limited to, home office agencies and medical office buildings; to cooperate with community agencies and health organizations; to participate in activities which promote the general health of the community.

c. To carry on educational activities related to the care of the sick and injured or to the promotion of health that may be justified by the facilities, personnel, funds, and/or other resources that are or can be made available, and to cooperate with other educational or health institutions to carry out this purpose.

d. To promote and carry on research related to the care of the sick and injured insofar as, in the opinion of the Board of Directors, such research can be carried on in, or in connection with, the facilities it operates.

e. No enumeration herein set forth shall in any manner be deemed to be exclusive of objects or purposes not enumerated, but, on the contrary, such enumeration shall be construed as including all other and further objects and purposes of the same or similar type or character or of a related or connected character, regardless of how thin, vague, or indefinite the relationship or connection may be.

f. To engage in any lawful activity which is not for profit and which is consistent with the purposes set forth above, for which corporations may be organized under the Idaho Business Corporation Act being Title 30, Chapter 1 Idaho Code.

ARTICLE V

Provisions denying preemptive rights are none.

ARTICLE VI

Provisions for the regulation of the internal affairs of the Corporation are none.

ARTICLE VII

a. No part of the net earnings of the Corporation shall inure to the benefit or be distributed to its members, directors, officers, or other private persons, except that the

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation in carrying out one or more of its purposes.

b. Notwithstanding any other provision of these Articles, this Corporation shall not carry on nor engage in any 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 the corresponding provision of any future United States Internal Revenue law).

c. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

d. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, or 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.

e. In the event the Corporation is ever dissolved; the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to any successor, or for the purpose of the organization, in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any

such assets not so disposed of shall be disposed of by the District Court of the State of Idaho, County of Latah, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

The address of the initial registered office of the Corporation is 715 South Washington, Moscow, Idaho, 83843. The registered agent at said address is Robert A. Colvin.

ARTICLE IX

The number of directors constituting the initial Board of Directors of the Corporation is ten (10) directors, who are to serve as directors until the annual meeting of the membership or until their successors are elected and shall qualify, and who are:

Dorothy Anderson
Route 1, Box 97
Genesee, ID 83832

Spencer Long, M.D.
619 South Washington
Moscow, ID 83843

Dick Benjamin
Kendrick, ID 83537

Elizabeth Molina
632 Logan Street
Moscow, ID 83843

Robert Beutler
1217 Kirk Drive
Moscow, ID 83843

Patrick Nunan
P.O. Box 355
Troy, ID 83871

John H. Brown
Route 1, Box 790
Pullman, WA 99163

Jerry Nielson
1312 Ponderosa Drive
Moscow, ID 83843

Elmer Hingston
Mark IV Motor Inn
414 North Main
Moscow, ID 83843

James R. Wallace
371 Mountain View
Moscow, ID 83843

ARTICLE X

The names and addresses of the initial incorporators are:

Dorothy Anderson
Route 1, Box 97
Genesee, ID 83832

Spencer Long, M.D.
619 South Washington
Moscow, ID 83843

Dick Benjamin
Kendrick, ID 83537

Elizabeth Molina
632 Logan Street
Moscow, ID 83843

Robert Beutler
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Moscow, ID 83843

Elmer Hingston
Mark IV Motor Inn
414 North Main
Moscow, ID 83843

James R. Wallace
371 Mountain View
Moscow, ID 83843

ARTICLE XI

The Corporation shall have one class of membership which shall consist of its Board of Directors.

ARTICLE XII

Membership is voted upon by a majority of the Board of Directors of the Corporation.

DATED this 13 day of July, 1989.

<u>Spencer Long</u>	<u>Lanathyn Anderson</u>
<u>Jerry Meloe</u>	<u>Richard Benjamin</u>
<u>Allen Smith</u>	<u>Wesley Moring</u>
<u>Chas. H. Hargrave</u>	<u>James R. Wallace</u>
<u>P. J. Numan</u>	<u>John H. Brown</u>

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F/6/15/89