

ARTICLES OF INCORPORATION

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MUSTARD SEED COMMUNITY WELLNESS CLINIC, INC.

**SECRETARY OF STATE
STATE OF IDAHO**

In compliance with the requirements of the laws of the State of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Chapter 30, Title 301 et seq. of the Idaho Code, the undersigned natural persons, each of whom are of full age and residence of the United States, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby as incorporators, adopt the following Articles of Incorporation, and certify:

**ARTICLE I
NAME**

The name of this corporation is MUSTARD SEED COMMUNITY WELLNESS CLINIC, INC., hereinafter called the "Corporation."

**ARTICLE II
NOT FOR PROFIT**

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 law.

**ARTICLE III
ADDRESS**

The principal office of the Corporation is located at 676 Shoup Ave W, Twin Falls, Idaho 83301.

**ARTICLE IV
DURATION**

The duration of the corporation is perpetual.

**ARTICLE V
PURPOSE AND POWERS OF THE CORPORATION**

The purpose of this Corporation shall be to provide FREE MEDICAL AND DENTAL CARE FOR LOW INCOME PATIENTS WITHOUT SUFFICIENT HEALTH INSURANCE in the community pursuant to Idaho Code §33-5201 et seq. To accomplish this end the corporation shall have the power to:

IDAHO SECRETARY OF STATE
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(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain By-Laws of the MUSTARD SEED COMMUNITY WELLNESS CLINIC, INC.

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the By-Laws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges imposed against the property of the Corporation;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain real or personal property in connection with the affairs of the Corporation;

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Area, subject to those restrictions contained in the By-Laws and any amendments thereto; and

(e) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Laws of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE VI BOARD OF DIRECTORS

The Corporation shall have no members and shall be managed by a board of at least five (5) directors and not more than nine (9) directors. Any action which would otherwise by law require approval by a majority of all members or approval the members shall require only approval of the Board of Directors. All rights, which would otherwise by law vest in the members, shall vest in the Board.

At the first regular meeting the members shall elect Directors for a term of one year. (Vacancies during the terms shall be filled by appointment by a majority of the remaining Directors.)

The Corporation's Board of Directors shall be:

ARTICLE VII DISSOLUTION

Upon the dissolution of the Corporation the assets of the Corporation shall be distributed to creditors pursuant to Sections 30-3-114 and 30-3-115 of the Idaho Code. Upon winding up and dissolution of this corporation, and paying or adequately providing

for the debts and obligations of the corporation, the remaining assets shall be distributed as directed by the Board of Directors.

ARTICLE VIII INCORPORATORS

The name and address of the incorporators are as follows:

David McClusky MD 660 Shoshone St. Twin Falls, ID 83301	Richard Sandison MD 660 Shoshone St. Twin Falls, ID 83301	John Sexton 2561-B E 3700 N Twin Falls, ID 83301
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ARTICLE IX REGISTERED AGENT

JOHN SEXTON is hereby appointed the initial registered agent of this Corporation.

ARTICLE X DIRECTORS

The names and addresses of the initial directors are:

John Sexton 2561-B E 3700 N Twin Falls, ID 83301	David McClusky MD 660 Shoshone St. Twin Falls, ID 83301	Richard Sandison MD 660 Shoshone St. Twin Falls, ID 83301
Susan Baisch 1194 Sunburst Twin Falls, ID 83301	Sandra Sexton 2561-B E 3700 N Twin Falls, ID 83301	

ARTICLE XI LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V (Purposes) hereof.

ARTICLE XII OFFICERS

The Officers of the Corporation shall consist of a Chairman, Vice Chairman Secretary, Treasurer and such other Officers and Assistance Officers as may be provided in the By-Laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws.

ARTICLE XIII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Idaho law.

Amendments to these Articles shall require the assent of those members casting two-thirds (2/3) of the votes of the Corporation membership at any regular member's meeting called specifically for that purpose.

ARTICLE XIV INDEMNIFICATION

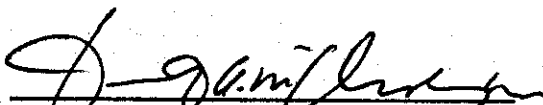
The Corporation shall indemnify each Officer and Director including former Officers and Directors to the full extent permitted by the laws of the State of Idaho.

ARTICLE XV BY-LAWS

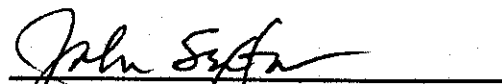
The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

The Power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alternatives, amendments and repeals of the By-Laws must be approved by a majority of the Voting Members.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on this 17 day of September, 2007.


DAVID MCCLUSKY MD, Incorporator


RICHARD SANDISON MD, Incorporator


JOHN SEXTON, Incorporator

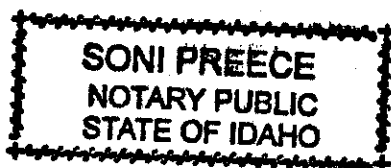
STATE OF IDAHO

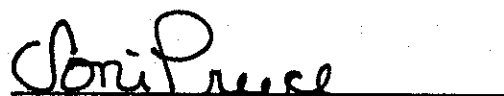
County of Twin Falls

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) ss.
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On this 17 day of Sept, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared DAVID MCCLUSKY MD, known to me to be the Incorporator of MUSTARD SEED COMMUNITY WELLNESS CLINIC, INC., the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.




NOTARY PUBLIC
Residing at: IF
My Commission Expires: 3/20/09

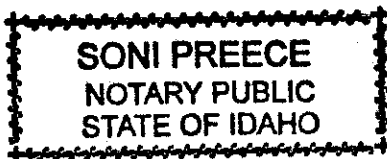
STATE OF IDAHO

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County of Twin Falls

On this 17 day of Sept, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared RICHARD SANDISON MD, known to me to be the Incorporator of MUSTARD SEED COMMUNITY WELLNESS CLINIC, INC., the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Soni Preece
NOTARY PUBLIC
Residing at: TF
My Commission Expires: 3/21/09

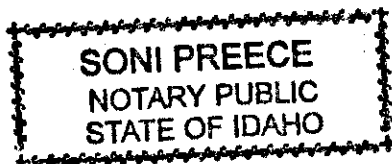
STATE OF IDAHO

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) ss.
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County of Twin Falls

On this 17 day of Sept, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN SEXTON, known to me to be the Incorporator of MUSTARD SEED COMMUNITY WELLNESS CLINIC, INC., the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

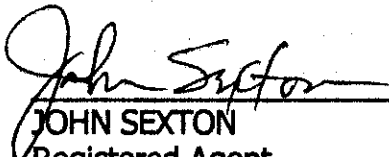


Soni Preece
NOTARY PUBLIC
Residing at: TF
My Commission Expires: 3/21/09

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MUSTARD SEED COMMUNITY WELLNESS CLINIC, INC. which is contained in the foregoing Articles of Incorporation.

Dated this 17th day of September, 2007.



JOHN SEXTON
Registered Agent