

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**THE VISITING NURSE ASSOCIATION OF KOOTENAI COUNTY, INC.**

was filed in the office of the Secretary of State on the **Seventh** day  
of **July** A. D. One Thousand Nine Hundred **Sixty-five** and  
~~will be~~  
as duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State  
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and  
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for  
**perpetual existence** from the date hereof, with its registered office in this State located at  
**Coeur d'Alene** in the County of **Kootenai**.

and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-  
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **7th** day of **July**,  
A.D., 19 **65**.

**ARNOLD WILLIAMS**  
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION  
OF  
THE VISITING NURSE ASSOCIATION OF  
KOOTENAI COUNTY, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all being of legal age and bonafide residents of the State of Idaho, and domiciled therein, have this day voluntarily associated ourselves together for the purpose of forming a charitable non-profit corporation under the provisions of Chapter 10, Title 30, Idaho Code, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

I.

That the name of said corporation shall be "THE VISITING NURSE ASSOCIATION OF KOOTENAI COUNTY, INC.

II.

That the corporation shall have as its registered office in the City of Coeur d'Alene, County of Kootenai, State of Idaho, and the office address of the registered office for said corporation in the State of Idaho shall be:

The Visiting Nurse Association  
of Kootenai County, Inc  
c/o Kootenai County Health Unit  
Kootenai County Courthouse  
Government Way  
Coeur d'Alene, Idaho

III.

The objects, purposes and powers of this corporation are:

(1) To aid, assist and nurse those persons in Kootenai County, State of Idaho, whose physical condition would be advanced by the visitation of individuals qualified in the field of home nursing.

(2) To provide such skilled nursing care for the sick in their homes, or visit on a part-time basis or otherwise, pursuant to such rules, regulations and customs as the Board of Directors of said corporation may from time to time fix and promulgate.

(3) To assist with and join with Health Clinics, Health Units and other corporations, organizations or associations interested in the prevention of diseases in the furtherance of the health of individuals, families and community and to coordinate and promote the teaching of principles of health, hygiene and sanitation and to do and perform every act or activity that appears to be necessary or convenient in connection with the above named purposes.

#### IV.

The term for which this corporation shall exist is perpetual from and after the date of its incorporation.

#### V.

Said corporation shall be managed by a Board of Directors of not less than five (5) or more than fifteen (15) members.

#### VI.

Its officers shall consist of a President, a Secretary and a Treasurer, who shall be elected as provided by the By-Laws of this corporation.

#### VII.

This corporation shall not be operated for profit nor shall said corporation issue any capital stock. It is not anticipated that there will be profit or surplus from the operation of such corporation, but if such profit or surplus does occur, then such profit or surplus shall be used to further the projects, objects and purposes of this corporation

PROVIDED, FURTHER, HOWEVER, that in no event shall the profits or surplus of the corporation be paid to any officer, director or member by way of salary, dividend or otherwise. That said corporation is further organized pursuant to the provisions of Section 501 (c) (7) Internal Revenue Code of 1954 and in conformity with the provisions of Title 15, Section 77-C (4) United Code Annotated and no part or earnings of said corporation shall inure to the benefit of any person, private member, officer or director of said corporation.

#### VIII.

That no person, by virtue of race, creed or color, shall be denied membership in this corporation by virtue of such race, creed or color, or be denied the services and undertakings contemplated by said corporation, solely by virtue of race, creed or color. The rights and interest of members herein shall be equal, and no member can have or acquire a greater interest than any other member.

#### IX.

The number of directors who shall manage and conduct the affairs of the corporation shall be prescribed by the By-Laws. One-third ( $1/3$ ) of said number so prescribed shall be elected for a period of one year; one-third ( $1/3$ ) of said number for a period of two years; and one-third ( $1/3$ ) of said number for a period of three years. Thereafter at each succeeding annual election meeting of the members of this corporation, there shall be elected one-third ( $1/3$ ) of the number comprising the Board of Directors as prescribed by the By-Laws. No person can be a director in this corporation unless he or she has been a member thereof; no person can become a member until he or she has been duly accepted as a member in accordance with the By-Laws of the corpora-

tion and the statutes of the State of Idaho so controlling, nor transfer of any membership shall be permitted or allowed by the By-Laws.

X.

This corporation shall have the right to adopt By-Laws in accordance with the provisions of Section 30-1005 Idaho Code.

XI.

These Articles of Incorporation may be amended in any manner at any regular meeting of the directors of the corporation by a vote of a majority of a quorum attending such meeting, provided public notice of the intention to amend the Articles of Incorporation and notice of the time, place and date of such meeting shall have first been given by publication at least once a week for four weeks in a legally published newspaper in Kootenai County, Idaho. The notice shall designate whether it is a regular or special meeting and shall further state in what manner it is intended to amend the Articles of Incorporation.

XII.

The names and addresses of the incorporators are:

Dr. D. A. Daugharty	816 Sherman Avenue	Coeur d'Alene, Ida.
Joan Lyon	2819 N. 5th Street	Coeur d'Alene, Ida.
Dr. Lynn Fredrikson	118 N. 7th Street	Coeur d'Alene, Ida.
Mary Minster	920 B Street	Coeur d'Alene, Ida.
Beulah Peters	Rt. 1	Coeur d'Alene, Ida.
Dorothy Coy	Box 417	Coeur d'Alene, Ida.
E. L. Miller	816 Sherman Avenue	Coeur d'Alene, Ida.

XIII.

In the event of the dissolution of this corporation in any manner as recognized by the laws of the State of Idaho, all funds, properties or assets on hand at the time of said dissolution shall thereupon by the directors of said corporation be donated to the Kootenai Hospital District for the use and benefit of the citizens, residents and inhabitants of Kootenai County, Idaho.

*Dr. D. A. Daugharty*  
Dr. D. A. Daugharty

Joan Lyon *Joan P Lyon*

*Lynn C. Fredrikson M.D.*  
Dr. Lynn Fredrikson

Mary Minster

Beulah Peters

Dorothy Coy

Dorothy Coy

E. L. Miller

On this 27<sup>th</sup> day of June, 1965, before me, the undersigned Notary Public, personally appeared DR. D. A. DAUGHARTY, JOAN LYON, DR. LYNN FREDRIKSON, MARY MINSTER, BEULAH PETERS, DOROTHY COY and E. L. MILLER, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same.

5.

the day and year first above written.

Wm. H. H. H.  
Notary Public for Idaho.

Residing at Coeur d'Alene.

My commission expires: 1-1-20