

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

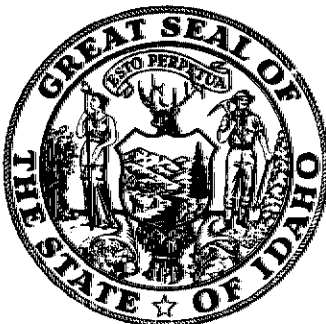
IDAHO MANAGED CARE ASSOCIATION, INC.

File number C 119755

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 IDAHO MANAGED CARE ASSOCIATION, 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: June 5, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Chita Suko

ARTICLES OF INCORPORATION
OF
IDAHO MANAGED CARE ASSOCIATION, INC.

JUN 5 4 16 PM '97
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is IDAHO MANAGED CARE ASSOCIATION, INC.

ARTICLE II

The corporation is a nonprofit corporation, organized under the Idaho Nonprofit Corporation Act, as amended.

ARTICLE III

The period of duration of the corporation shall be perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are to

- a. promote the development of managed care insurance;
- b. engage in research and to provide a forum for discussion and to disseminate information on matters of interest in the field of managed care health insurance;
- c. express the view of the Association as to matters affecting managed care health insurance and to promote understanding of and to maintain the confidence of the public in managed care through adequate public information and education;

ARTICLES OF INCORPORATION OF IDAHO
MANAGED CARE ASSOCIATION, INC. - 1

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- d. promote the enactment of appropriate managed care legislation, comment on legislation that may affect managed care and to develop methods to monitor and analyze such proposed legislation prior to its introduction;
- e. provide a sounding board for the State Department of Insurance regarding managed care health insurance matters;
- f. develop a professional working relationship with all regulatory agencies who might affect the managed care health insurance industry, with providers of medical care and with the business community in general;
- g. engage in such other activities as will further the purpose of the Association.

ARTICLE V

The corporation shall be prohibited from engaging in any regular business or activity of a kind ordinarily carried on for profit, and no part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the corporation or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, member, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that in the event of dissolution of the corporation, the property and assets thereof remaining after providing for all obligations shall then be distributed only to such organization or organizations exempt from taxation pursuant to

section 501(c) of the Internal Revenue Code of 1954 (or any subsequent statutory provision of similar effect) as shall be designated by the Board of Directors.

ARTICLE VI

A. No dividends shall be paid and no part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, agent or employee, or any other person or entity, pursuant to and upon authorization of the Board of Directors).

ARTICLE VII

The corporation shall have no members and all business affairs of the corporation shall be conducted by its Board of Directors.

ARTICLE VIII

The street address of the initial registered office of the corporation is Park, Thomas & Burkett, Key Financial Center, 702 West Idaho St., Suite 310, Boise, ID 83702, and the name of the initial registered agent at such address is Daniel E. Williams.

ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is six (6), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Earl L. Christison	Intermountain Health Care 777 Hospital Way Pocatello, Idaho 83201
Sharon Fairchild	Group Health Northwest West 5515 Sunset Highway Spokane, Washington 99204
C. Kay Freeman	Idaho Health Partners, LLC 1904 Jennie Lee Idaho Falls, Idaho 83404
Kathryn Hoffman	QualMed Health Plan Post Office Box 3387 Bellevue, Washington 98009-3387
John M. Stellmon	Medical Service Bureau of Idaho, Inc. Post Office Box 1106 Lewiston, Idaho 83501
Charles W. Tillinghast	Primary Health, Inc. 800 Park Boulevard, Suite 760 Boise, Idaho 83712

ARTICLE X

The name and street address of the incorporator is Charles W. Tillinghast, 800 Park Blvd., Boise, ID 83706.

DATED this 5 day of June, 1997.



Charles W. Tillinghast, Incorporator