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State of Idaho

Department of State

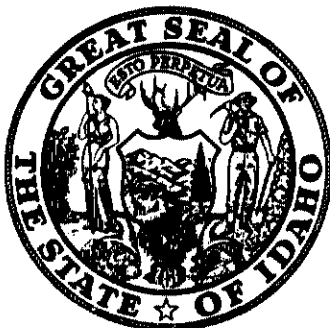
CERTIFICATE OF INCORPORATION OF

ONEIDA COUNTY HEALTHCARE FOUNDATION, INC.

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 ONEIDA COUNTY HEALTHCARE FOUNDATION, 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: September 17, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Roush*

ARTICLES OF INCORPORATION

OF

ONEIDA COUNTY HEALTHCARE FOUNDATION, INC.

(A Non-Profit Corporation)

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KNOW ALL PERSONS BY THESE PRESENTS, that we, the undersigned, all of whom are citizens and residents of the United States and over the age of twenty-one years do hereby execute and make the following Articles of Incorporation for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho, namely Title 30, Chapter 10 of the Idaho Code, and we do hereby certify:

ARTICLE I

NAME

The name of this corporation shall be ONEIDA COUNTY HEALTHCARE FOUNDATION, INC.

ARTICLE II

PURPOSES

The purpose of which the corporation is organized is to receive and maintain gifts and bequests of money and property and to distribute money and property to Oneida County Hospital and Long-Term Care Facility for capital expenditures for its hospital, charitable, scientific, and educational activities.

ARTICLE III

POWERS

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Title 30, Chapter 10 of the Idaho Code and Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended. 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 (c) (3) of the Internal Revenue Code.

ARTICLE IV

MEMBERSHIP CERTIFICATES

This corporation shall not have capital stock. Each member shall be issued a membership certificate and shall have one vote. The rights and interests of all members shall be equal, and no member can have or acquire a greater interest therein than any other member. The memberships shall be non-assessable.

ARTICLE V

RESTRICTION

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable 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 and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be 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), any political campaign on behalf of any candidate for public office.

(b) During any period the corporation is deemed to be a private foundation as defined in Section 509 of the Code, the corporation shall distribute its income (but not to members) for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code; the corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941 (d) of the Code), from retaining any excess business holding (as defined in Section 4943 (c) of the Code), from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945 (d) of the Code).

ARTICLE VI

AMENDMENTS

All provisions of these Articles of Incorporation shall be subject to amendment, consistent with the provisions of Title 30, Chapter 3 of the Idaho Code and Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, by the affirmative vote of the members entitled to vote in respect thereof, in attendance at the annual meeting or at any special meeting, provided that due notice of the amendment is included in the notice of said meeting.

ARTICLE VII

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors to be known as the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the State of Idaho, of the county in which the principal office of the corporation is then located, exclusively for such

purposes or to such organization or organizations, as the said Court shall determine, which are organized and operated exclusively for charitable, educational, religious, or scientific purposes.

ARTICLE VIII

INCORPORATORS, ORIGINAL MEMBERS, AND DIRECTORS

The names and addresses of the incorporators and original Board of Trustees (Directors) of the corporation, each of whom shall serve as a trustee until his successor is duly elected and qualified are:

The name and address of each incorporator is as follows:

Denton C. John
25715 North 8800 West
Portage , Utah 84331

Conrad C. Alder
335 North 300 West
Malad, Idaho 83252

Jack D. Allred
294 West 700 North
Malad, Idaho 83252

Loyd Briggs
241 Deschamps Road
Malad, Idaho 83252

Jerry L. Esplin
89 Grandview Drive
Malad, Idaho 83252

Dale L. Reese
284 North Main Street
Malad, Idaho 83252

Khalil Scott
464 West Highway 38
Malad, Idaho 83252

ARTICLE IX

REGISTERED OFFICE

The location and post office address of the registered office of the corporation is 150 North 200 West, Malad City, Idaho 83252

The name of the registered agent is Denton C. John, whose business address is Oneida County Hospital and Long-Term care Facility, 150 North 200 West, Malad City, Idaho 83252.

ARTICLE X

MANAGEMENT

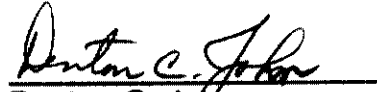
The affairs of the corporation shall be managed by a Board of Directors to be known as the Board of Trustees to be elected as provided in the By-Laws, but in no case shall the number of directors be less than three (3). The trustees shall hold their offices for one (1) year, or such other period as the By-Laws shall determine and until their successors are elected and qualified.

ARTICLE XII

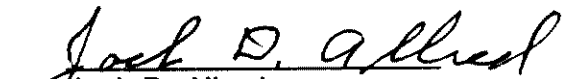
By-Laws

The power to repeal any of the By-Laws and adopt new By-Laws shall rest with the Board of Trustees (Directors) by majority vote of the Trustees.

IN WITNESS WHEREOF, The incorporators of Oneida County Healthcare Foundation, Inc. have executed these Articles of Incorporation this 11th day of September, 1992.



Denton C. John

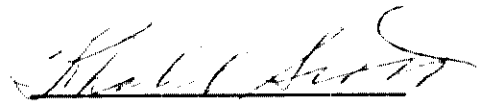

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