

CERTIFICATE OF AMENDMENT  
OF

~~IDAHO PRIMARY CARE ASSOCIATION, INCORPORATED~~

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**IDAHO PRIMARY CARE ASSOCIATION, INCORPORATED**

duly signed and verified 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  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated August 22, 19 83



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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SECRETARY OF  
STATE

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

NAME

The name of the association is the IDAHO PRIMARY CARE ASSOCIATION, INCORPORATED.

NONPROFIT CORPORATION

The association is organized pursuant to the provisions of the Idaho Nonprofit Corporation Act, Idaho Code, Title 30, Chapter 3, and is a nonprofit corporation.

DURATION

The duration of this association shall be perpetual.

PURPOSE

This corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and, within those limitations, to create a means by which those who are involved in primary health care delivery can work together to insure the continued provision of accessible, cost effective, and high quality ambulatory health care services and to accomplish the following objectives:

- A. To serve as an advocate for the unique interests of primary care centers.
- B. To serve as a working body for the purpose of integrating and maximizing resources.
- C. To work toward more equitable systems for financing primary care centers.
- D. To serve as a forum for the exchange of information and approaches toward solving mutual problems among primary care centers.

Amended

Restated

Amended

- E. To provide technical assistance concerning the establishment and operation of primary care centers.
- F. To act as a central information source for primary care centers.
- G. To provide information to public policy makers and the general public.

#### MEMBERS

The association membership shall consist of dues paid organizational and individual members. The management of the association's affairs shall be vested in its members, pursuant to Section 30-314(c), Idaho Code.

#### POWERS

The association shall have all powers enumerated in the Idaho Nonprofit Corporation Act or in the Idaho Business Corporation Act.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

#### BOARD OF DIRECTORS

The Board of Directors of the association shall consist of the directors of the primary care centers (paid organizational members) in Idaho.

The Incorporators shall be the initial Board of Directors and serve until their successors are qualified and elected.

#### INCORPORATORS

The names and addresses of the Incorporators and initial

Directors are:

1. Terry Reilly, Administrator  
Community Health Clinics, Inc.  
Administration Office  
1503 Third Street North  
Nampa, Idaho 83651
2. Royalynn Case, Project Director  
Payette Health Care  
45 Star Route, Hwy 95  
Payette, Idaho 83661
3. Doug Norton, Executive Director  
Glenns Ferry Area Rural Health Clinic  
Box 266  
Glenns Ferry, Idaho 83623
4. Cookie Atkins, Administrator  
Family Health Services  
Box 531  
Twin Falls, Idaho 83301
5. Lianne Reynolds, Executive Director  
Health West, Inc.  
690 Yellowstone, Suite F  
Pocatello, Idaho 83201

#### OFFICERS

The officers of the Board of Directors shall consist of a Chairman, Vice-Chairman, Secretary, and Treasurer. They shall serve for a period of one year.

#### INDEMNIFICATION

The private property of the Incorporators, Directors, Officers, employees and agents of the association shall be forever exempt from liability for the association's debts or obligations.

#### MEETINGS

The association shall have an annual meeting in the spring of each year to elect officers and conduct business as necessary.

Amended

#### DUES

The dues for association and individual members shall be as provided for in the By-laws.

#### FINANCIAL ACCOUNT

Restated

The dues and all other money of the association shall be deposited in the accounts of this corporation. Expenditures from the account must be according to the approved budget of the association's Board of Directors.

#### INITIAL REGISTERED AGENT

Amended

The association's initial registered agent shall be Terry Reilly. The address of the initial registered office shall be c/o Administration Office, Community Health Clinics, Inc., 1503 Third Street North, Nampa, Idaho 83651.

#### DEDICATION OF ASSETS

Amended

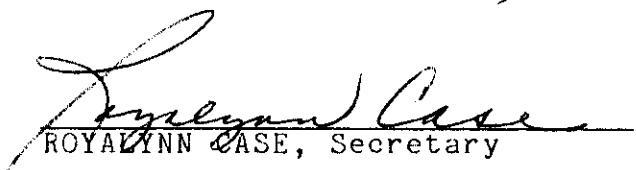
Upon the winding-up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the above AMENDED AND RESTATED ARTICLES OF INCORPORATION were adopted unanimously by the corporation's five members entitled to vote thereon at a special meeting at which a quorum was present, which was held on August 10, 1983 as required by the laws of the State of Idaho and the Articles of Incorporation of Idaho Primary Care Association, Inc.

Executed by the undersigned in duplicate original at

Payette, Idaho on the 10<sup>th</sup> day of August, 1983.

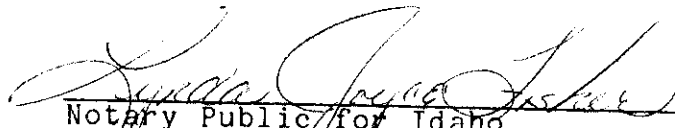
  
TERRY WEILLY, Chairman

  
ROYALYNN CASE, Secretary

VERIFICATION

STATE OF IDAHO )  
                  ) ss.  
County of Canyon )

I, Lynda Joyce Fisher, a notary public for the State of Idaho, do hereby certify that on this 10th day of August, 1983, personally appeared before me TERRY REILLY, who being by me first duly sworn, declared that he is the Chairman of Idaho Primary Care Association, Inc., that he signed the foregoing document as Chairman of the Corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at: Nampa  
My Comm. Exp.: November, 1986

## VERIFICATION

STATE OF IDAHO )  
 ) ss.  
County of Canyon )

I, Lynda Joyce Fisher, a notary public for the State of Idaho, do hereby certify that on this 10th day of August, 1983, personally appeared before me ROYALYNN CASE, who being by me first duly sworn, declared that she is the Acting Secretary of Idaho Primary Care Association, Inc., that she signed the foregoing document as Acting Secretary of the Corporation, and that the statements therein contained are true.

Notary Public for Idaho  
Residing at: Nampa  
My Comm. Exp.: November, 1986