



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

ADA COUNTY MEDICAL SOCIETY, INC.

was filed in the office of the Secretary of State on the **9th** day of **July** A.D., One Thousand Nine Hundred **seventy-six** and ~~will be~~ ~~duly recorded on Film No. 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, 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 **Boise, Idaho** in the County of **Ada**

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 **9th** day of **July**, A.D., 19 **76**

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

ADA COUNTY MEDICAL SOCIETY, INC.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned have this day voluntarily joined together and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a non-profit corporation under the laws of the state of Idaho, Section 30-117A, Idaho Code, for the purposes hereinafter stated:

I

The name of this corporation shall be ADA COUNTY MEDICAL SOCIETY, INC.

II

The term for which this corporation shall exist shall be perpetual.

III

The location and post office address of the registered office of this corporation shall be Boise, Ada County, Idaho.

IV

The objects and purposes for which this corporation is formed shall be and are to promote the science and art of medicine, the protection of the public health, and the betterment of the medical profession and other non-profitable purposes as described in Section 501 (c) (6), Internal Revenue Code, such objects and purposes including the following:

1. To encourage and sponsor education programs for persons in the medical and health field.

2. To encourage and promote understanding of the problems in the medical and health field.

3. To encourage consultation among its members for the promotion of their common interests.

4. To encourage sound public relations between members of the medical and health professions and the general public.

5. To unite with similar organizations to further its corporate purposes and to operate as a chapter of the Idaho Medical Society, Inc.

6. It is intended that this corporation shall qualify as a nonprofit organization, no part of the net earnings of which inures to the benefit of any member or individual, and that it shall be exempt from taxation, and particularly federal income taxation under Section 501 (c) (6), Internal Revenue Code, 1954, and any amendments thereto.

It is the intention of the incorporators hereof that the foregoing clauses shall be construed both as objects and purposes, and shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient and proper for the accomplishment of its purposes, for the attainment of any one or more of its objects hereinabove enumerated or incidental to the purposes and objects hereinabove enumerated, and which are permitted under the laws of the state

of Idaho under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

V

The governing body of this corporation shall be a Board of Directors of not less than three (3) nor more than nine (9) persons, the exact number of persons to serve on such Board to be specified in the Bylaws.

VI

The Board of Directors of this corporation may meet and transact the business thereof either at the principal place of business herein designated or at such other place as may be designated by resolution of the Board of Directors.

VII

The rights and interests of all active members of this corporation shall be equal and no member can have or acquire a greater interest therein than any other member. Active membership shall be limited to physicians and surgeons holding unrevoked and unsuspended licenses to practice medicine and surgery, or osteopathic medicine and surgery, in Idaho. Additional membership categories may be established in the bylaws but only active members may vote. Membership in this corporation may be acquired and continued in such manner and upon such terms and conditions as shall be prescribed by the Bylaws.

VIII

This corporation may issue a membership certificate denoting membership to each member hereof, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation, except by resolution of the Board of Directors and under such regulations as the Bylaws may prescribe.

IX

No dividends of any kind or nature shall ever be declared to any member of this corporation and no member shall ever receive any pecuniary profit from membership in this corporation, it being expressly provided that this shall be a strictly non-profit corporation, organized and operated exclusively for its stated purposes and other nonprofitable purposes.

X

The Bylaws of this corporation may be repealed, amended, altered or new Bylaws adopted at any annual meeting or at any special meeting of its members called for that purpose, by an affirmative vote of not less than a two thirds (2/3) majority of the members, or by written consent, duly acknowledged in the same manner as conveyances are required to be acknowledged, of a two-thirds (2/3) majority of the members, which written consent may be in more than one instrument.

XI

It is intended that this corporation shall qualify as a business league, not organized for profit, that no part of the net earnings of the corporation shall inure to the benefit of any private member or individual, and that it shall be exempt from taxation and particularly, federal income taxation, under Section 501(c)(6), Internal Revenue Code, 1954, and any amendments thereto.

All of the properties and assets of this corporation shall be and are irrevocably dedicated to the furtherance of the purposes of the corporation and no part of the monies, properties

or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of this corporation, except as such member may be a corporation organized and operated exclusively as a business league, not organized for profit, and which is exempt from taxation, and particularly the Federal Income Tax.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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 the purposes outlined in these articles and shall at the time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or to an organization or organizations qualifying as an exempt organization under 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 Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court 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 said Court shall determine, which are organized and operated exclusively for such purpose.

XII

The names and addresses of the incorporators hereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David K. Merrick, M.D.	425 West Bannock Boise, Idaho 83702
Charles L. Robertson, M.D.	130 East Bannock Boise, Idaho 83702
Lawrence L. Knight, M.D.	130 East Bannock Boise, Idaho 83702

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 6th day of July, 1976.

David K. Merrick, M.D.

Charles L. Robertson, M.D.

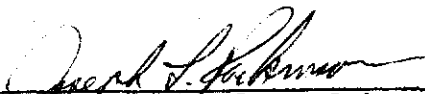
Lawrence L. Knight, M.D.

Witness of above signatures Sharlene Cronk

STATE OF IDAHO)
) ss.
County of Ada)

On this 6th day of July, 1976, before me a Notary Public in and for said county and state, personally appeared DAVID K. MERRICK, M.D., CHARLES L. ROBERTSON, M.D., and LAWRENCE L. KNIGHT, M.D., known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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



Notary Public for Idaho
Residence: Boise, Idaho

(SEAL)