

# State of Idaho

## Department of State

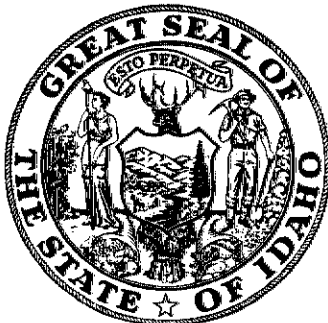
### CERTIFICATE OF INCORPORATION OF

JOHN BUTLER LUNG FOUNDATION, INC.  
File number C 110625

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 JOHN BUTLER LUNG 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: May 16, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Seikel*

# ARTICLES OF INCORPORATION

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## JOHN BUTLER LUNG FOUNDATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Non Profit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

### Article I Name.

The name of the Corporation is **John Butler Lung Foundation, Inc.**

### Article II Nonprofit Status.

The Corporation is a nonprofit corporation

### Article III Period of Duration.

The period of duration of the Corporation is perpetual

### Article IV Registered Office and Agent.

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 722 Harcourt Road, Boise, Idaho, and the name of the initial registered agent at this address is Nirmal B. Charan.

### Article V Purposes.

The purpose for which the Corporation is organized and will be operated are as follows;

- A. Organize and conduct lectures, seminars and symposia for medical professionals (physicians, nurses, respiratory therapist, medical students etc.) to update them with the current knowledge and information about the diagnosis and treatment of various lung diseases. Conduct lectures and discussions for patients and their relatives to educate them about various lung diseases including cause, treatment modalities and prevention. Financially support small clinical as well as basic science research projects pertaining to lung diseases. Provide scientific advice

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and consultation to researchers.

- B. Charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3).
- C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### **Article VI Limitations.**

No part of the net earning or the assets 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 V hereof. No substantial part of the activities of the Corporation shall be for 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. 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 of 1986, as amended from time to time.

#### **Article VII No Members.**

The corporation shall not have any members.

#### **Article VIII Board of Directors.**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors,

who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>		<u>Address</u>
Nola Darling	President	5311 Onaga Place, Boise, ID 83705
Wayne Kirk,	Secretary	1351 Tanager Way, Boise, ID 83709
Nirmal Charan,	Treasurer	500 West Fort Street, Boise, ID 83702
Lonny Ashworth,	Member	5311 Onaga Place, Boise, ID 83705
Paula Carvalho,	Member	907 Hearthstone, Boise, ID 83702
Tom Gable,	Member	190 E. Bannock St. Boise, ID 83712
Kevin Joplin,	Member	1121 W. Amity, Boise, ID 83702
Sue McCutcheon,	Member	877 Main Street, Boise, Idaho 83701
David Mueller,	Member	190 E. Bannock, Boise, ID 83712
Rod Riggs,	Member	500 West Fort Street, Boise, ID 83702
Venessa Schreck,	Member	4055 N. Locust Grove, Meridian, ID 83642
Brady Wilson,	Member	604 N. 16 Boise, ID 83702

#### **Article IX Distribution on Dissolution.**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with purposes of the Corporation to John Butler Lectureship, University of Washington, Seattle, Washington, 98195 or to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### **Article X Incorporator.**

The name and the street address of the incorporator is Nirmal B. Charan, 722 Harcourt Road, Boise, Idaho 83702.

**Article XI Bylaws.**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorize to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 12 day of MAY, 1995

Signature \_\_\_\_\_

*N. Charan*

STATE OF IDAHO)  
County of Ada )

On this 12<sup>th</sup> day of May, 1995, before me, the undersigned, a Notary Public in and for said State, personally appeared Nirmal B. Charan, known to me to be the person whose name Nirmal B. Charan subscribed to the within instrument, and acknowledged to me that the statements contained therein are true.

In witness whereof, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

*Kathryn Shadduck*  
**Notary Public for Idaho**  
Residing at Boise, Idaho