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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CLEARWATER VALLEY HOSPITAL 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 CLEARWATER VALLEY HOSPITAL 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: December 5, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl D. Davis
Corporation Clerk

ARTICLES OF INCORPORATION
OF
CLEARWATER VALLEY HOSPITAL FOUNDATION, INC. RECEIVED
SEC. OF STATE

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We, the undersigned, being natural persons of full age, have this day voluntarily associated ourselves together for the purposes of forming a nonprofit corporation under the statutes of the State of Idaho, and consistent with the provisions of the Internal Revenue code section 501 (C) (3), and to that end do here by adopt the Articles of Incorporation as follows:

Article I

Name: The name of the corporation is Clearwater Valley Hospital Foundation, Inc.

Article II

Nonprofit: The corporation shall be a nonprofit corporation under Internal Revenue code section 501 (C) (3).

Article III

Duration: The period of the duration of this corporation is perpetual.

Article IV

Purpose: This corporation is organized, and at all times hereafter shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code of 1954 in that all of its activities shall, directly or indirectly benefit scientific, medical, health and health education needs of the people of the Clearwater Valley and the surrounding communities, with emphasis on the needs of the patients served by Clearwater Valley Hospital.

Article V

Members: The number of Directors to constitute the Board of Directors shall not be less than three (3) nor more than fifteen (15) as determined by the Board of Directors. The qualifications, terms of office, manner of election, time and place of meeting and powers and duties of the Directors shall be as prescribed in the Bylaws of the Corporation.

Article VI

Stock: The Corporation shall be nonstock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

Article VII

Dissolution: In the event of the termination, dissolution or winding up of this Corporation for any reasons whatsoever, its remaining assets, if any, shall be distributed exclusively to Clearwater Valley Hospital, or to such other organization exempt from Federal Income Taxation under Section 501 (C) (3) of the Internal Revenue code engaged in furnishing medical care as the Board of Directors may direct if at such time Clearwater Vallay Hospital has, for reasons beyond the control of this Corporation, lost its Federal Income Tax exemption, substantially failed or abandoned its operations, or been dissolved.

VIII

Amendments: These Articles may be amended in the manner provided for in the State of Idaho statutes for nonprofit corporations.

Article IX

Registered Office and Agent: The location of the initial registered office is 301 Cedar, Orofino, Idaho, 83544. The initial registered agent is Merle Loseth.

Article X

Directors: There will be nine (9) Directors serving on the initial Board of Directors. The names and addresses of the initial Directors are:

Mr. Harmon "Bud" Bonner	Weippe, Idaho 83553
Mr. John Bradbury	HCR 11, Box 31 Kamiah, Idaho 83536
Mr. Larry Coonts	Box 1240 Orofino, Idaho 83544
Mr. John Goffinet	P.O. Box 629 Orofino, Idaho 83544
Mrs. Bev Kayler	Box 157 Peck, Idaho 83545
Mr. Ralph Lacey, Jr.	2702 Grangemont Rd Orofino, Idaho 83544

Mr. Earl Pickett

P.O. Box 188
Orofino, Idaho 83544

Mrs. Julia Pullen

1256 Lower Wells Bench Rd
Orofino, Idaho 83544

Mrs. Harriet Reece

Rt. 1 Box 170
Kendrick, Idaho 83537

Article XI

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

Mr. Larry Coonts

Box 1240
Orofino, Idaho 83544

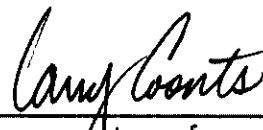
Mr. John Goffinet

Box 629
Orofino, Idaho 83544

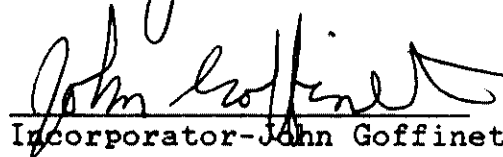
Mrs. Julia Pullen

1256 Lower Wells Bench Rd
Orofino, Idaho 83544

In witness whereof, the Articles of Incorporation of Clearwater Valley Hospital Foundation, Inc. have been executed at Orofino, Idaho, this 26 day of Nov, 1991.



Incorporator-Larry Coonts



Incorporator-John Goffinet



Incorporator-Julia Pullen