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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
BLAINE MANOR FOUNDATION, INC.**

The undersigned natural person of the age of twenty-one or more years of age, acting as an incorporator under the provisions of the Idaho Non-profit Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I.**

**NAME.**

The name of this Corporation is BLAINE MANOR FOUNDATION, INC.

**ARTICLE II.**

**PERIOD OF DURATION.**

The duration of this Corporation is to be perpetual.

**ARTICLE III.**

**PURPOSES AND POWERS.**

1. **Purposes.** This is a nonprofit corporation organized exclusively for charitable, educational and specific purposes within the meaning of Section 501(c)(3) Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue Law. The purpose of this organization shall be to render service to all persons provide emergency and other healthcare services to residents and visitors of Blaine County, Idaho and its surrounding regions.

2. **Powers.** In carrying out said purposes, this corporation shall have power to perform all acts as are necessary or convenient to obtain the objects and purposes set forth, to the same extent and as any natural person could or might do, and as are not forbidden by law or by these Articles of Incorporation.

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#### **ARTICLE IV.**

##### **REGISTERED OFFICE AND REGISTERED AGENT.**

The address of the registered office of this corporation is 409 North Main Street, Hailey, Idaho, 83333. The name of the initial registered agent of this corporation at that address is Michael F. Donovan.

#### **ARTICLE V.**

##### **DIRECTORS.**

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws and may be fewer than three in the event that the Corporation has less than three shareholders, in accordance with the laws of the State of Idaho. The initial Board of Directors shall consist of three members. The names and addresses of the persons who are to serve as directors until successors be elected and qualify are as follows:

<u><b>NAME</b></u>	<u><b>ADDRESS</b></u>
Gail Goglia	706 S. Main Street Hailey, Idaho 83333

#### **ARTICLE VI.**

##### **INCORPORATORS.**

The name and address of the incorporator of this Corporation is Gail Goglia, 706 S. Main Street, Hailey, Idaho 83333.

#### **ARTICLE VII.**

##### **PROVISIONS FOR REGULATION OF CORPORATION'S INTERNAL AFFAIRS.**

1. **Meetings of Members and Directors.** Meetings of the Members and Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

2. **Bylaws.** The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

3. **Compensation of Directors.** The Board of Directors shall have not receive compensation for their services as directors. A director may serve the corporation in any other capacity and may receive compensation therefrom in any form.

4. **Contracts in which Directors Have an Interest.** The Bylaws of the corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

5. **Indemnification of Directors and Officers.** The Bylaws of the corporation shall provide for the circumstances in which Directors and officers of the corporation may be entitled to indemnification.

6. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

7. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 purposes.

## **ARTICLE VIII.**

### **MEMBERS**

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

## **ARTICLE IX.**

### **MEMBERSHIP DUES**

Membership dues may be charged to all members of classes of membership in equal amounts or in different amount or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

## **ARTICLE X.**

### **AMENDMENT OF ARTICLES OF INCORPORATION.**

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of more than seventy-five percent (75%) of the members entitled to vote in a meeting of members called for such purpose as prescribed by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this \_\_\_\_ day of September, 2001.

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GAIL GOGLIA


**VERIFICATION**

STATE OF IDAHO            )  
                                      ) ss.  
COUNTY OF BLAINE        )

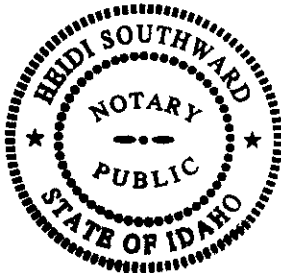
GAIL GOGLIA, being first duly sworn upon oath, deposes and states:

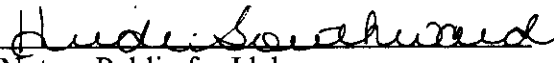
That I am the President of Blaine Manor Foundation; that I have read the foregoing Articles of Incorporation, know the contents thereof, and that the same are true as I verily believe.

DATED this 13 day of September, 2001.

  
\_\_\_\_\_  
GAIL GOGLIA

SUBSCRIBED AND SWORN to before me this 13 day of September, 2001.



  
Notary Public for Idaho  
Residing at Hailey  
Commission expires 12-8-2004