

## 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

**MOUNTAIN STATES TUMOR INSTITUTE, INC.**

was filed in the office of the Secretary of State on the **first** day of **December** A.D., One Thousand Nine Hundred **sixty-nine** 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 **first** day of **December**, A.D., 19 **69**.

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

# ARTICLES OF INCORPORATION

OF

MOUNTAIN STATES TUMOR INSTITUTE, 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 MOUNTAIN STATES TUMOR INSTITUTE, INC.

The corporation may also be known or referred to under any of the following names or designations: M.S.T.I., Mountain States Cancer Center, Rocky Mountain Cancer (and/or) Tumor Institute, Mountain States Medical Training Center or Mountain States Cancer Foundation or any other designation intended to identify the function of this project.

## 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 exclusively charitable, scientific and educational as those terms are used in Section 501 (c) (13), Internal Revenue Code, such objects and purposes being:

(1) To develop, establish and maintain a cancer diagnostic treatment and educational center in the City of Boise, Idaho, to serve the surrounding region and to provide a concurrent, intensive and continuous cancer diagnostic, treatment and educational program for medical, dental and para-medical personnel throughout the Mountain States area.

(2) To receive from the Western Interstate Commission for Higher Education, hereinafter referred to as "WICHE", funds for the development, maintenance and operation of such cancer diagnostic treatment and educational center and program.

(3) To hold title, legal or equitable, to property of any nature in trust for itself or for carrying out of any purpose incidental to its powers, such property may include but is not to be limited to such real property as may be made available to it for the construction of said cancer diagnostic and treatment center and related facilities, and such equipment as may be transferred to it by WICHE or any other source or entity, and to sell or encumber any such property, real or personal.

(4) To solicit, receive and expend the proceeds of fees, donations, bequests and legacies for any purpose for which this corporation is formed.

(5) To enter into such contracts and to incur such obligations as are consistent with its powers, objects and purposes, but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible

for any debts or liabilities of the corporation.

(6) It is intended that this corporation shall qualify as a charitable, scientific and educational corporation, exempt from taxation and particularly Federal Income Taxation under Section 501 (c) (3), Internal Revenue Code, 1954.

(7) All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to charitable, scientific and educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall enure 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 for charitable, scientific or educational purposes, the principal functions of which are the providing of hospital or medical care, or medical research, and which is exempt from taxation, and particularly the Federal Income Tax, and upon liquidation or dissolution hereof, all properties and assets of this corporation, remaining after paying or providing for all debts and obligations, shall be paid over to one or more non-profit funds, foundations or corporations organized and operated for such tax exempt purposes as aforesaid. No substantial part of the activities of the organization shall be 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 organization shall not carry on any other activities not permitted by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170 (c)

(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

(8) To operate as a department of St. Luke's Hospital and Nurses' Training School, Ltd., an Idaho corporation, and to carry on the corporate activities and functions by virtue of the license issued by the State of Idaho to St. Luke's Hospital and Nurses' Training School, Ltd., it being the intention of the incorporators hereof that this corporation shall be a separate legal entity from St. Luke's Hospital and Nurses' Training School, Ltd., for monetary and fiscal purposes only.

(9) It is the intention of the incorporators hereof that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers 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 or 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 hereinafter named, 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; provided, that this corporation shall not have the power to conduct, and shall not conduct, activities not in furtherance of charitable, scientific or educational purposes as these terms are used in Section 501 (c) (3), Internal Revenue Code, 1954.

V

The governing body of this corporation shall be managed and conducted by a Board of Directors of not less than three (3) persons, which Board shall hereafter for all purposes be known as the Board of Trustees, the exact

number of persons to serve on such Board to be specified in the Bylaws.

## VI

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

## VII

The Bylaws of this corporation may be repealed, amended, altered, or new Bylaws adopted at any annual meeting, or at any special meeting of the stockholders called for that purpose, by a vote representing not less than a majority of the outstanding stock, or by the written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, of a majority of the stockholders, which written consent may be in more than one instrument. Furthermore, the Board of Trustees of this corporation shall have the power to repeal, amend and alter the Bylaws of the corporation, and to adopt new Bylaws, by vote of not less than a majority of the members of said Board of Trustees; provided, that the Board of Trustees shall not make or alter any Bylaws fixing the qualifications, classification, term of office, or compensation of the members of such Board.

## VIII

The capital stock of this corporation shall consist of Two Hundred Fifty (250) shares of no par, non assessable, common stock which shall be issued to St. Luke's Hospital and Nurses' Training School, Ltd. on the basis of and for assets and continuing services to be contributed to the corporation by said St. Luke's Hospital and Nurses' Training School, Ltd. Each stockholder shall be entitled to vote on the basis of one (1) vote per share of stock owned by him. Shares of stock may not be assigned except by resolution of the Board of Trustees.

VIV

The names and addresses of the incorporators hereof, and the number of shares subscribed by each are as follows:

Name	Address	Shares
The Right Reverend Norman R. Foote	6830 McMullen, Boise, Ida.	1
E. E. Gilbertson	118 Harrison Blvd. Boise, Idaho	1
Eugene C. Thomas	4360 Audubon Place Boise, Idaho	1

  
The Rt. Rev. Norman R. Foote


  
E. E. Gilbertson

  
Eugene C. Thomas

STATE OF IDAHO            )  
                              ) ss.  
County of Ada            )

On this 1st day of December, 1969, before me, a Notary Public in and for said State, personally appeared The Right Reverend Norman R. Foote, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.


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

  
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Notary Public for Idaho  
Residing at Boise, Idaho

STATE OF IDAHO            )  
                              ) ss.  
County of Ada            )

On this 1st day of December, 1969, before me, a Notary Public in and for said State, personally appeared E. E. Gilbertson, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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


  
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Notary Public for Idaho  
Residing at Boise, Idaho



STATE OF IDAHO            )  
                              ) ss.  
County of Ada             )

On this 1st day of December, 1969, before me, a Notary Public in and for said State, personally appeared Eugene C. Thomas, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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

  
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Notary Public for Idaho  
Residing at Boise, Idaho