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**ARTICLES OF INCORPORATION
OF
BAMBOO HEALTHCARE, INC.**

SECRETARY OF STATE
STATE OF IDAHO
The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit 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 Bamboo Healthcare, 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 address of the initial registered office of the Corporation is 2101 N. Josie Way, Meridian, Idaho 83642 and the name of the initial registered agent at this address is Adebayo Crownson. M.D.

**Article V
Purposes.**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To provide healthcare services, social services and educational opportunities in West Africa and other medically underprivileged areas of the world.

B. Charitable, religious, educational, or scientific 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 such 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 construed to authorize or permit the Corporation to carry on any business for profit, to exercise any power of incorporation or to engage in any other activity that would result in the Corporation being classified as a for-profit corporation under the laws of the State of Idaho.

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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 earnings 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 constituting the initial board of directors shall be nine (9) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided in the Bylaws; provided, however, that the number of directors constituting a board shall not be less than three (3) nor more than fifteen (15).

The following persons are named directors of this corporation to serve until their successors are elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>
Adebayo Crownson, M.D.	2101 N. Josie Way, Meridian, ID 83642
Joseph Messmer	1512 12 th Avenue Road, Nampa, ID 83686
Randall Hutchings	211 West Iowa Avenue, Nampa, ID 83686
Louis Brunetti	10680 Treena St. 5 th Floor, San Diego, CA 92131
Mark Bekkedahl	1512 12 th Avenue Road, Nampa, ID 83686
Lynda Clark	613 West Boone, Nampa, ID 83686
Michael Huter	217 W. Georgia Ave., Ste. 100, Nampa, ID 83686
Elizabeth Murtland	1201 South Powerline Rd, P.O. Box 161, Nampa, ID 83653
Meredith Mathews	5000 Shoreline Ct., Ste. 300 South San Francisco, CA 94080

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 the purposes of the Corporation 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 XI
Incorporator.

The name and street address of the incorporators are Adebayo Crownson, M.D. and Sarah Crownson, 2102 N. Josie Way, Meridian, Idaho 83642.

Article XII
Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 8th day of December, 2005.



Adebayo Crownson, M.D.



Sarah Crownson