



CERTIFICATE OF INCORPORATION  
OF

IDAHO PHARMACY SERVICES NETWORK, 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 IDAHO PHARMACY  
SERVICES NETWORK, 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 September 21, 19 87.



SECRETARY OF STATE

Corporation Clerk

MEMORANDUM

DATE: September 21, 1987

TO: Everett Wohlers, Esq.  
Secretary of State's Office

FROM: Rene' Fitzpatrick  
Deputy Attorney General  
Department of Insurance

RE: Idaho Pharmacy Services Network, Inc.

SEC  
97 SEP 22 5 08 57

Enclosed is a copy of the proposed Articles of Incorporation for Idaho Pharmacy Services Network, Inc., which had been forwarded to us by your office for review.

We have reviewed the documents and met with James Alexander of the Board of Directors and determined that the plan does not appear to be insurance within the meaning of Title 41, Idaho Code.

Rene Fitzpatrick

ARTICLES OF INCORPORATION  
OF  
IDAHO PHARMACY SERVICES NETWORK, INC.

SEP 21 10 18 AM '87  
SECRETARY OF STATE  
87 843 17 11 09

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Law, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be IDAHO PHARMACY SERVICES NETWORK, INC.

ARTICLE II

The IDAHO PHARMACY SERVICES NETWORK, INC. shall be a non-profit corporation.

ARTICLE III

The period of its duration shall be perpetual.

ARTICLE IV

The purposes of this corporation shall be:

1. To establish, maintain and operate within the State of Idaho a nonprofit pharmaceutical service plan, whereby pharmaceutical services are provided to any person who has, as an individual or as a member of a group, become a subscriber to such pharmaceutical service plan under a contract with this corporation. The corporation shall have the right to enter into contracts with pharmacists and pharmacies whereby it shall compensate them, as provided therein, for pharmaceutical services to such subscribers.

2. To contract with insurance companies and third-party providers of pharmaceutical benefits to employment packages.

3. To promote, develop and encourage the study of means by which pharmaceutical services of all kinds can be distributed to the public at a reasonable cost, consistent with high standards of care and ethical conduct; to process claims and data; provide drug utilization review; and patient-physician drug counseling.

4. Any other service allowed to be provided by a nonprofit corporation under the laws of Idaho and not inconsistent with the above stated purposes.

#### ARTICLE V

The corporation shall have members.

#### ARTICLE VI

The corporation shall be managed by a board of directors selected from three categories and in the following manner:

1. Four (4) board members selected by The IDAHO STATE PHARMACEUTICAL ASSOCIATION (ISPA).

2. Two (2) board members elected by general membership of ISPA, one representing single-site pharmacies and one representing multi-site pharmacies.

#### ARTICLE VII

The corporation shall not have or issue shares of stock, and no dividends shall be paid, and no part of the income or profit

of the corporation shall be distributed to its members, directors or officers; provided, however, that reasonable compensation may be paid for any services rendered to, and reimbursement may be made for any expenses incurred for, the corporation by any officer, director, member, agent, or employee, or any other person or corporation, pursuant to and upon authorization by the board of directors, and provided further that the corporation may make payments to or for the benefit of its members as part of a plan of pharmaceutical services; and provided further that in the event of dissolution of the corporation, the capital contributions of the members, if any, may be returned to the contributors, and all other assets of the corporation shall be distributed as designated by the board of directors, subject to the provisions of the Idaho Nonprofit Corporations Laws.

#### ARTICLE VIII

The street address of the initial registered agent and the name of said initial agent is:

IDAHO STATE PHARMACEUTICAL ASSOCIATION, INC.  
1365 NORTH ORCHARD, ROOM 103  
BOISE, IDAHO 83706

#### ARTICLE IX

The names and addresses of the initial Board of Directors are as follows:

DORIS DENNEY  
1315 NORTH 10TH  
BOISE, IDAHO 83702

ROBIN KINSEY  
P. O. BOX 385  
050 North 121 EAST  
JEROME, IDAHO 83338

DR. ARTHUR NELSON  
P. O. BOX 4579  
70 CEDAR HILLS DRIVE  
POCATELLO, IDAHO 83205

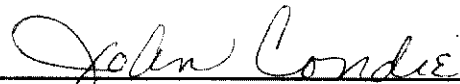
JAMES ALEXANDER  
1055 NORTH 17th EAST  
MOUNTAIN HOME, IDAHO 83647

ARTICLE X

The name and address of the incorporator is:

IDAHO STATE PHARMACEUTICAL ASSOCIATION , INC.  
1365 NORTH ORCHARD, ROOM 103  
BOISE, IDAHO 83706

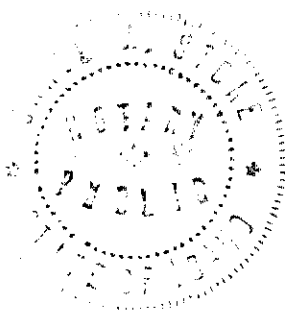
IN WITNESS HEREOF, the undersigned, having the power and authority to execute documents and act for the incorporator designated in the foregoing Articles of Incorporation, for the purpose of organizing a nonprofit corporation under the laws of Idaho, execute these Articles of Incorporation this 11<sup>th</sup> day of August, 1987.

  
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JOAN CONDIE  
Executive Director

STATE OF IDAHO     )  
                              ) ss.  
County of Elmore    )

On this 11<sup>th</sup> day of August, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared JOAN CONDIE, Executive Director of the Idaho State Pharmaceutical Association, and as such having the authority to execute said document, and having proven to me to be the person whose name is subscribed on the within and foregoing instrument, and acknowledged to me that she executed the same.

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



Carol A. Stone  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: 12-20-87