



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

~~BENEWAH HEALTH SERVICES CORPORATION~~

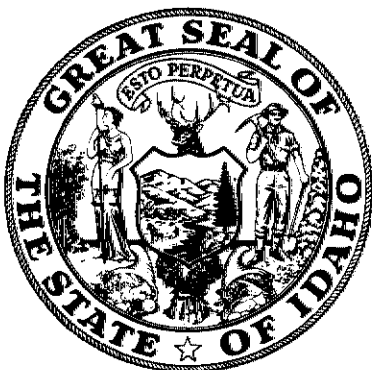
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

~~BENEWAH HEALTH SERVICES CORPORATION~~

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 11, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Bala
Corporation Clerk

ARTICLES OF INCORPORATION
OF THE
BENEWAH HEALTH SERVICES CORPORATION
RECEIVED
SEC. OF STATE

89 SEP 11 AM 9 10

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being of lawful age and being citizens of the United States of America, having associated and do hereby associate ourselves together, for the purpose of forming a non-profit cooperative association, under Title 30, Chapter 3, Idaho Code, governing non-profit cooperative associations and we do hereby adopt Articles of Incorporation as follows:

I.

The name of this corporation shall be the Benewah Health Services Corporation.

II.

The location and post office address of the registered office of the corporation within this state shall be the Valley Vista Care Center, 820 Elm, in the City of St. Maries, County of Benewah and the initial registered agent at such address is Scott Burpee.

III.

The term of existence of this corporation shall be perpetual.

IV.

This corporation does not contemplate pecuniary gain or profit to the members thereof and the purpose for which this corporation is formed is not for profit.

V.

The corporation shall have members, but the management of the affairs of the corporation shall be vested in the board of directors.

VI.

The Benewah Health Services Corporation has been created to promote cooperation and communication between health care providers in the greater Benewah County area, to develop and promote educational inservice opportunities in our area for health care personnel, to recruit qualified health care personnel, to educate the general public regarding the variety and availability of health care services provided by members of the corporation, and to promote greater utilization of those health care services.

VII.

There shall be seven directors on the initial board of directors of this corporation. The directors who will manage the affairs of the corporation until their successors have been duly qualified and selected are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ron Hendriksen	831 College
John Thomson	1181 - 4th Street
Peggy Cuvala	Benewah Road
Ken Archer	P.O. Box 523
Sam Duncan	109 E College Avenue
Suzanne R. Epler	1211 Epler Drive
Marlene Saunders	420 - 2nd Street

All St.
Maries, Idaho
83861

VIII.

The name of the incorporator of this non-profit corporation is Scott Burpee whose address is Route 1, Box 277 B, St. Maries, ID 83861.

IX.

No part of the net earnings 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 VI hereof.

X.

The Board of Directors may, from time to time, authorize membership fees to be collected from the members of the Corporation. The amounts of such fees shall be payable at such times or intervals, and upon such notice, and by such methods, as the directors may prescribe.

XI.

Upon liquidation, dissolution or abandonment of the corporation for any purpose, the Board of Directors shall, after paying or making provisions for the payment of all of the lawful liabilities of the corporation, dispose of all of the remaining assets of the corporation to such eleemosynary non-profit organization or organizations as the Board of Directors shall determine.

DATED this 6th day of SEPTEMBER, 1989.

Scott Raper

STATE OF IDAHO)
 : SS.
County of Benewah)

THIS IS TO CERTIFY that before me, the undersigned Notary Public in and for the State and County aforesaid, personally appeared Scott Raper, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation of the Benewah Health Services Corporation, and being first duly sworn acknowledged to me that he has read the same, is familiar with the facts therein stated, and that the same are true and correct to the best of his knowledge and belief, and that he executed the said Articles of Incorporation of the Benewah Health Services Corporation.

DATED this 6th day of September, 1989.

William D. Nepp
Notary Public in and for Idaho
Res. and P.O. Addr.: St. Marry Id
Commission Expires: Oct 4, 1992

SEAL