



CERTIFICATE OF INCORPORATION  
OF

**HEALTH FUTURES, INC.**

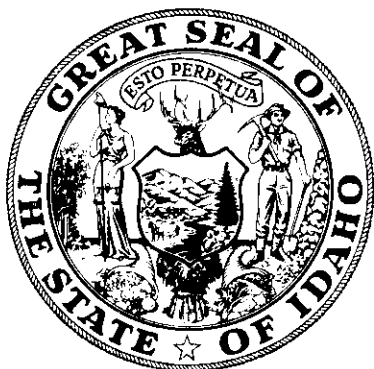
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**HEALTH FUTURES, 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 June 3, 19 82



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

RECEIVED

HEALTH FUTURES, INC.

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SECRETARY OF  
STATE

SECRETARY OF  
STATE

ARTICLE I

NAME

The name of this corporation is HEALTH FUTURES, INC.

ARTICLE II

The Corporation is organized pursuant to the provisions of the Idaho Nonprofit Corporation Act, Idaho Code, Title 30, Chapter 3, and is a non-profit corporation.

This corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE III

The existence of this corporation shall be perpetual.

ARTICLE IV

The purposes for which this non-profit corporation is formed are:

- 1) to assure local level perspective in health and medical care delivery systems change.
- 2) To promote long range health systems planning and development by communities and their institutions.
- 3) To implement activities which will improve delivery of primary health and medical care services to communities.

- 4) To provide information and education on health and medical care services and issues.
- 5) To provide technical consultation and assistance to businesses and organizations.
- 6) To actively assist on an ongoing basis in the recruitment of needed health care professionals in Idaho.
- 7) To encourage cooperative efforts by governmental entities, health organizations, and professional groups in an ongoing effort to improve health care services for the people of Idaho.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code.

#### ARTICLE V

In furtherance, but not in limitation, of the foregoing charitable, educational and scientific purposes, the Corporation shall have the following powers:

- 1) To operate under the name set forth in Article I.
- 2) To adopt and use a corporate seal.
- 3) To operate and maintain offices necessary to carry out the purposes of the Corporation.
- 4) To adopt Bylaws regulating the manner in which its officers and employees shall be appointed and the privileges granted to it by law are exercised and enjoyed.
- 5) Through its Board of Directors, to appoint such officers and employees as are necessary to carry out its functions and dismiss such officers and employees and appoint others to take their place.
- 6) Set requirements for types of memberships.
- 7) To conduct its activities in accordance with and subject to all applicable State and Federal laws and regulations.

- 8) To exercise the powers provided corporations by the provisions of the General Corporations Laws of the State of Idaho, and the Idaho Nonprofit Corporation Act, not inconsistent with its functions and the provisions of these Articles and in furtherance of the purposes of this corporation.
- 9) To exercise the power set out above and conduct its activities without pecuniary profit for its members and in a manner consistent with acquiring and maintaining tax exempt status as this is permitted by the Internal Revenue Code Section 501 (c)(3).
- 10) To acquire, hold, operate, mortgage, hypothecate, and dispose of any property (real, personal or mixed) whenever necessary or appropriate to carry out its lawful functions.
- 11) To accept financial aid from any source in order to carry out its functions.

#### ARTICLE VI

The principal office for the transaction of corporate business shall be Boise, but the Corporation may have offices and transact business at any other location(s) as may be directed by the Board of Directors.

The Corporation's initial agent is Eula Sims at the above address. (512 W. Idaho, Boise 83702)

#### ARTICLE VII

The number of directors of this Corporation shall be not less than five (5), the exact number and qualifications to be determined by the Bylaws.

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

<i>Charles B. Parker</i>	<i>Box 1360</i>	<i>Hailey, Idaho</i>
<i>Edgarson Mrs</i>	<i>920 Ironwood Dr.</i>	<i>Coeur d'Alene Idaho</i>
<i>Handy</i>	<i>10104 Rockwood Ct.</i>	<i>Boise Id</i>
<i>George Swanstrom</i>	<i>92 Horizon Drive</i>	<i>Boise, Idaho</i>
<i>Eula Sims</i>	<i>Box W,</i>	<i>Bonanza Ferry, Id. 83805</i>

#### ARTICLE VIII

The incorporators shall be the initial members and Directors. They shall adopt bylaws establishing the qualifications, if any, for membership, elect a full Board of Directors, and establish any advisory bodies that will assist in meeting the purposes of this corporation. Upon the election of the first full Board of Directors, the term of office of the Initial Board of Directors shall terminate.

Nothing in these articles is to prevent the provision for membership in the corporation to be on a purchase basis.

Membership in this corporation shall not be a criteria in determining whether a person or corporation receives or purchases the services of this corporation.

#### ARTICLE IX

This corporation is formed solely for charitable, educational and scientific purposes. The corporation is not organized, nor shall it be operated, for the primary purpose of generating pecuniary gain or profit; and it will not distribute any gains, profits or dividends to the directors or officers thereof, or to any individual, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of its specific and primary purposes, including reimbursement to directors and officers for actual costs incurred in their official capacity.

The property, assets, profits and net income of the Corporation are irrevocably dedicated to the Corporation's specific and primary purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any individual.

ARTICLE X

Upon the dissolution of this Corporation, whether such dissolution shall result from voluntary action on the part of the Board of Directors, court order, or lapse of time, no part of the remaining assets of the Corporation, after the discharge of all corporate liabilities, shall inure to the private profit, benefit or advantage of any director, officer or employee, or any former director, officer or employee, of the Corporation or any other individual, but the whole of such remaining assets shall be distributed by the directors to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code in such a manner as may be directed by decree of the District Court of the county in which the corporation's principal office is located, upon petition by the Attorney General, or by any persons concerned in the liquidation in a proceeding to which the Attorney General is a party.

IN WITNESS WHEREOF, the Incorporators have hereunto set their hands this

21<sup>st</sup> day of May, 1982.

Witness: Mary Anne Saunders  
1401 N 20  
Boise, Idaho

State of Idaho, County of Ada