



## 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

**HEALTHWISE, INCORPORATED**

was filed in the office of the Secretary of State on the **19th** day of **May** A. D. One Thousand Nine Hundred **seventy-five** and ~~is~~ **will be** duly recorded on ~~film~~ **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 and Sections 30-1001 to 30-1005, inclusive, 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** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **19th** day of **May** A.D., 19 **75**.

Secretary of State.

## ARTICLES OF INCORPORATION OF

Healthwise, Incorporated

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, having voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 10, Idaho Code. We do hereby certify and declare and adopt the following Articles of Incorporation.

### ARTICLE I

The name of the corporation shall be: Healthwise, Incorporated

### ARTICLE II

The period of existence and the duration of the life of this corporation shall be perpetual.

### ARTICLE III

This corporation shall be a non-profit membership corporation.

### ARTICLE IV

The location and post office address of the registered office of this corporations shall be Boise, Ada County, Idaho.

### ARTICLE V

A. The Corporation has not been formed for pecuniary profit or financial gain. The objects and purposes for which this corporation is formed shall be and are exclusively charitable, scientific and educational, as these terms are used in Sec. 501 (c) (3), Internal Revenue Code, such objects and purposes being:

(1) To plan, develop, evaluate and promote practical health education programs that can play an important role in helping the individual:

- (a) to understand his/her health and how to preserve it.
- (b) to understand the nature of various diseases.
- (c) to make intelligent use of available health services.
- (d) to improve his/her behavior regarding health affecting practices and activities.

(2) To plan, develop, evaluate, and promote effective school health education programs.

(3) To plan, develop, evaluate, and promote effective patient education programs.

(4) To support health education - related activities and training for all health occupations.

(5) To generally promote the utilization and availability and coordination of health education in Idaho and other areas.

B. In addition to the foregoing where not inconsistent with Section 501 (c)(3) of the Internal Revenue Code and Idaho Code, Title 30, Chapter 10, Idaho Code, the corporation shall have the following powers.

(1) The authority set forth in Title 30 of the Idaho Code relating to the organization and conduct of general business corporations.

(2) To buy, sell, acquire, hold or mortgage, or enter into security agreements, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.

(3) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

(4) To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation.

(5) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law.

(6) The corporation may perform any part of its business outside the State of Idaho when such activity is determined to be in furtherance of the corporation's objects and purposes.

(7) The corporation may apply for, accept, expend and do any and all things necessary to obtain full utilization of available federal funds, state funds, charitable and other sources of money or property which will enhance the objects and purposes of the corporation under such terms as are compatible with the objects and purposes of the corporation.

(8) The foregoing clauses are to be construed both as objects and powers. As hereby expressly provided, an enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the corporation. The corporation shall have the power to do all acts that are necessary and convenient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do within these Articles of Incorporation, and the general corporation laws of the State of Idaho.

#### ARTICLE VI

This corporation shall not, under any circumstances or conditions, contract to provide, hold itself out as providing, or as having the capacity to provide medical services to the general public or any person or entity, provided that the distribution of health education materials and information shall not be considered a medical service.

#### ARTICLE VII

The costs and expenses of the corporation will be borne by the members hereof in such manner and to the extent deemed necessary by said members and/or through gifts, grants, demise and such other methods as found suitable.

#### ARTICLE VIII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

However where any such assets were acquired under a federal grant or contract, their disposition will be made in accordance with

the written instructions of the government official (Project Officer for grants; Contracting Officer for contracts) responsible for the project under which the assets were acquired.

#### ARTICLE IX

Section 1. This corporation shall have no capital stock and shall be composed of members rather than shareholders and each member will receive a certificate of membership entitling the member to one vote. All voting and property rights shall be equal.

Section 2. The Incorporators of this corporation will constitute the initial membership.

Section 3. Members of the corporation shall be selected by vote of the Board of Directors as provided in the By Laws.

Section 4. No interest of any member in this corporation shall be assignable or transferable and shall not be considered as having any monetary value.

Section 5. Any member may be expelled from the corporation upon the conditions and for the reasons as may be specified in the By Laws.

#### ARTICLE X

The Articles of Incorporation of this corporation may be altered, amended, or new Articles of Incorporation adopted by any regular or any special meeting of the corporation called for the purpose by the affirmative vote of two-thirds (2/3) of the members present at such meeting. Notice of such meeting shall be in writing and mailed to each member, at his last known address as reflected by the corporation records, at least 30 days prior to such meeting.

#### ARTICLE XI

The private property of the members of this corporation shall not be subject to the payment of any corporate liabilities to any extent whatsoever, regardless of how such liabilities are incurred.

#### ARTICLE XII

The business and affairs of the corporation shall be managed and controlled by a Board of Directors of not less than five (5) persons. The original Board of Directors shall be seven, however, the By Laws of the corporation may provide for an increase or decrease in their number.

#### ARTICLE XIII

This corporation shall be non-partisan in nature and shall not participate directly or indirectly in any political campaign on behalf

of any person or political party and will not, as a substantial part of its activities, attempt to influence legislation, and shall take any steps necessary to obtain tax exempt status pursuant to the Internal Revenue Code and other pertinent laws and regulations.

#### ARTICLE XIV

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

(a) By a corporation 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,

(b) By a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE XV

The names and post office addresses of the incorporators and membership of each are as follows:

1. Robert Matthies  
3621 Hillway Drive  
Boise, Idaho 83702
2. Patricia D. Powell  
611 Brumback  
Boise, Idaho 83702
3. Carolyn Rapp  
6551 Oreana Place  
Boise, Idaho 83705
4. Richard A. Sager  
1455 North Orchard  
Boise, Idaho 83705
5. Richard A. Skinner  
2506 Woodlawn Avenue  
Boise, Idaho 83702
6. Phyllis B. Terry  
544 W. Cherry Lane  
Meridian, Idaho 83642

IN WITNESS WHEREOF, We have hereunto set our hands and seals  
this 16th day of May, 1975.

Robert Matthies

Robert Matthies

Patricia D. Powell

Patricia D. Powell

Carolyn Rapp

Carolyn Rapp

Richard A. Sager

Richard A. Sager

Richard A. Skinner

Richard A. Skinner

Phyllis B. Terry

Phyllis B. Terry

STATE OF IDAHO)  
                  ) ss.  
County of Ada)

On this 16 day of May, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared Robert Matthies, Patricia D. Powell, Carolyn Rapp, Richard A. Sager, Richard A. Skinner, and Phyllis B. Terry

known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Elsie M. O'Leary

ELSIE M. O'LEARY  
Notary Public for Idaho  
Residing at Boise, Idaho