

# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

I, **IRA H. MASTERS**, 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

**IDAHO HOSPITAL SERVICE, INC.**

was filed in the office of the Secretary of State on the **fifth** day of **November** A. D. One Thousand Nine Hundred **Forty-five** and is duly recorded on Film Roll No. **4** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103 and Sections 29-1001 to 29-1005, inclusive, Idaho Code, Annotated.

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** 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 29, Idaho Code, Annotated.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise, the Capital of Idaho, this **fifth** day of **November**, in the year of our Lord one thousand nine hundred **forty-five**, and of the Independence of the United States of America the One Hundred **Seventieth**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
IDAHO HOSPITAL SERVICE, INC.

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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, citizens of the United States and residents of the State of Idaho, do hereby associate ourselves together to form a non-profit corporation, and in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of Chapter 10 of Article 29, Idaho Code Annotated, and the laws of the State of Idaho relating to the organization of corporations where pecuniary profit is not the object, do hereby certify and declare as follows:

ARTICLE I.

The name of this corporation is IDAHO HOSPITAL SERVICE, INC. /

ARTICLE II.

The particular business and object of this corporation, and the purposes and objects for which the corporation is formed, are, without pecuniary profit, to promote, establish, maintain and operate a non-profit hospital service plan whereby hospital care shall be provided to persons who become subscribers to the plan of the corporation under contract entitling each subscriber to certain hospital care at the hospitals with which the corporation may from time to time contract; to contract with such hospitals as may be approved and selected by the Board of Directors to provide hospital care to the subscribers of the plan; to promote the general and social welfare of such persons as may become subscribers of the plan and do all things necessary, proper or convenient for the purpose of promoting, establishing and operating such non-profit hospital service plan; to buy, sell, hold, acquire, own, mortgage, hypothecate, transfer, lease, exchange, trade, or otherwise acquire or dispose of, real and personal property, and otherwise do all acts and things necessary or convenient in or about the conduct, management and carrying on of such activities, objects and purposes, and to make, perform and carry out contracts and agreements for any lawful purpose, to the same extent and as fully as natural persons might or could do, and to do, perform and carry on its business as principal, agent, trustee or otherwise, and either alone or in conjunction with any other person, firm, association, corporation, and with agencies, departments and officers of the State and Federal Government. /

ARTICLE III.

This corporation shall have perpetual existence.

ARTICLE IV.

The location and post office address of the registered office of the corporation is Boise, Ada County, Idaho.

#### ARTICLE V.

This corporation is not organized for pecuniary profit and it shall not have or issue any capital stock. Membership in the corporation shall not entitle any person or organization having such membership to any interest whatsoever in the assets of the corporation, but only to participate in the management of the affairs of the corporation, in meetings of the members legally called and held within the period covered by the membership.

#### ARTICLE VI.

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and a director so elected shall hold office until the next annual meeting of the members and until his successor is elected and qualified.

#### ARTICLE VII.

Any person or organization as provided by Section 29-1003, Idaho Code Annotated, and citizens of the United States, may become a member of this corporation under such rules and regulations as its Board of Directors may from time to time establish. Certificates of membership shall be issued to, or agreements of membership made with, each member, which certificates or agreements cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation, except by resolution of the Board of Directors and under such regulations as the By-Laws may prescribe. The By-Laws may also provide for the appointment or election of an executive committee of not less than three (3) members, who shall be members of the Board of Directors. The Board of Directors may also delegate to the executive committee all or part of the powers vested by law and the Articles of Incorporation in the Board of Directors.

#### ARTICLE VIII.

The right to repeal and amend the By-Laws and adopt new By-Laws shall be vested in the directors.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5<sup>th</sup> day of November, 1945.

Sister M. Alma Salores

Walter B. Ross

Frank

Theo. Wegener

James L. Stewart

STATE OF IDAHO

County of Ada

} ss

On this 5<sup>th</sup> day of November, 1945, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared *Justine M. Adams, Helen B. Ross, Ag. Gause, Mrs. H. Wagner and James L. Stewart* known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and that they are citizens of the United States and residents of the State of Idaho, over the age of twenty-one years.

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

  
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Notary Public for Idaho,  
residing at Boise, Idaho.