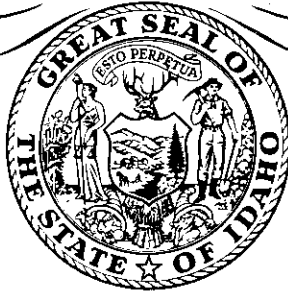


# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, 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

#### **CLEARWATER VALLEY HEALTH AND WELFARE SOCIETY, INC.**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Fourth** day of **September**, **1962**, original articles of amendment, as provided by Sections **30-146** and **30-147**, **Idaho Code**, **adding new ARTICLE X, providing for distribution of assets in the event of dissolution,**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **120** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **4th** day of **September**, A. D., 19 **62**.

Secretary of State


CONSENT TO AMENDMENT  
of  
ARTICLES OF INCORPORATION

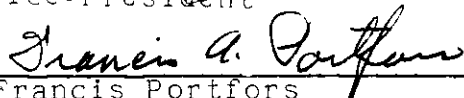
COMES NOW the undersigned, who are all of the incorporators of the CLEARWATER VALLEY HEALTH AND WELFARE SOCIETY, INCORPORATED, and consent to the amendment of the Articles of Incorporation by the addition of Article X to read as follows:

"ARTICLE X.

In the event of the dissolution of this corporation, the assets thereof shall be distributed to the City of Orofino, or to the County of Clearwater, State of Idaho."

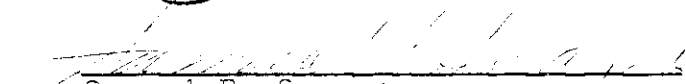
  
\_\_\_\_\_  
Cecil Andrus

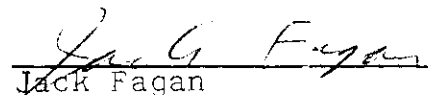
  
\_\_\_\_\_  
Alph Johnson  
Vice-President

  
\_\_\_\_\_  
Francis Portfors  
President

  
\_\_\_\_\_  
Clifford Anderson


  
\_\_\_\_\_  
Ray McNichols

  
\_\_\_\_\_  
Samuel F. Swayne  
Secretary-Treasurer

  
\_\_\_\_\_  
Jack Fagan

STATE OF IDAHO                    )  
                                      ) ss.  
County of Clearwater            )

SUBSCRIBED AND SWORN to before me, the undersigned,  
a notary public in and for the State of Idaho, the 24th day of  
August, 1962, by Francis A. Portfors, Alph Johnson and Samuel  
F. Swayne, known to me to be the persident, vice president  
and secretary-treasurer of the Clearwater Valley Health and  
Welfare Society, Incorporated.

  
\_\_\_\_\_  
Notary Public  
In and for the State of Idaho.  
Residing at Orofino, Idaho.

AMENDED ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves for the purpose of forming a nonprofit cooperative association pursuant to the Non-Profit Cooperative Association Act, Chapter 10, Title 30, Idaho Code, and we do hereby certify:

ARTICLE I.

That the name of this society shall be the Clearwater Valley Health and Welfare Society, Inc.

ARTICLE II.

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

ARTICLE III.

The purposes and business for which this corporation is formed are: to generally promote the health and welfare of the people of Clearwater County;

To build, acquire, construct and make available for public or private use offices, housing or facilities for health, educational, recreational, medical and social welfare programs or clinics, both public and private.

To accept donations, to acquire, buy, sell, mortgage, lease, exchange or otherwise deal with real or personal property in furtherance of the general purposes of the corporation.

To make such gifts, disbursements or other disposition of the company property as will, in the judgment of the directors, best serve the interest of the people of Clearwater County.

To enter into any agreements with other corporations, associations or individuals in furtherance of the business which are not prohibited by law, and are, in the judgment of the directors, necessary, advisable or expedient.

ARTICLE IV.

The location of this society shall be at Orofino, County of Clearwater, State of Idaho, which is designated as the principal office for the transaction of the business of this corporation.

ARTICLE V.

All natural persons may become members of this corporation who manifest an interest in the objects of this corporation and the rights and interests of all members shall be equal and no member can acquire or have a greater interest therein than any other member.

ARTICLE VI.

No capitol stock shall be issued but the corporation shall issue membership certificates, which certificates cannot be assigned so that the assignee thereof can by such transfer, become a member of the corporation except by resolution of the board of directors under such regulations as the by-laws may prescribe.

ARTICLE VII.

The by-laws of this corporation may, in addition, prescribe such other matters not prohibited by law.

ARTICLE VIII.

The number of directors of this corporation shall be

three, who must be members of the corporation, citizens of the United States and residents of Clearwater County. The term of office of such directors shall be as provided in the by-laws. Provided, further, that the term of office of the directors who serve for the first term shall expire upon the date of the annual meeting of the membership.

ARTICLE IX.

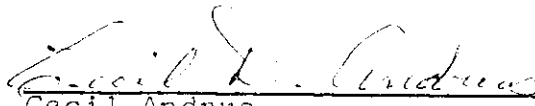
The names and residences of the incorporators are as follows:

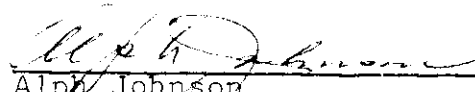
Cecil Andrus	Orofino, Idaho
Alph Johnson	Orofino, Idaho
Francis Portfors	Orofino, Idaho
Clifford Anderson	Orofino, Idaho
Ray McNichols	Orofino, Idaho
Samuel F. Swayne	Orofino, Idaho
Jack Fagan	Orofino, Idaho

ARTICLE X.

In the event of the dissolution of this corporation, the assets thereof shall be distributed to the City of Orofino, or to the County of Clearwater, State of Idaho.

IN WITNESS WHEREOF, the incorporators, being persons above named, all of whom are natural persons of full age and citizens of the United States, have hereunto set their hands this 24<sup>th</sup> day of August, 1962.

  
Cecil Andrus

  
Alph Johnson

Francis A. Portfors  
Francis Portfors

Clifford Anderson  
Clifford Anderson

Ray McNichols  
Ray McNichols

Samuel F. Swayne  
Samuel F. Swayne

Jack Fagan  
Jack Fagan

STATE OF IDAHO                    )  
County of Clearwater            ) SS.

On this 24 day of August, in the year 1962, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared Cecil Andrus, Alph Johnson, Francis Portfors, Clifford Anderson, Ray McNichols, Samuel F. Swayne and Jack Fagan, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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

Quill J. Burtenton  
Notary Public  
In and for the State of Idaho.  
Residing at Orofino, Idaho.