

**FILED EFFECTIVE**

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**RESTATED ARTICLES OF INCORPORATION  
OF  
HEALTH WEST, INC.**

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned President and Secretary of Health West, Inc., a nonprofit corporation, do hereby certify that a special meeting of the Board of Directors of Health West, Inc., was duly called upon for the special purpose of amending and restating the articles of incorporation of Health West, Inc. A majority of the Board of Directors were present at such meeting, and by at least a 2/3 vote of the Board of Directors at such meeting, they adopted a resolution to restate the articles of incorporation superseding the original articles of incorporation and all amendments to them.

**ARTICLE I NAME**

The name of the corporation is Health West, Inc.

**ARTICLE II NONPROFIT STATUS**

The corporation is a non-profit corporation. This corporation is not organized for pecuniary profit. This corporation shall not have the power to issue certificates of stock or declare dividends; no part of the net earnings or assets (if any) of the corporation shall inure to the benefit of, be distributable to, nor shall dividends be paid to, any director, officer, or any other private person at any time whatsoever. Provided that, the corporation shall have the power to pay reasonable compensation for services rendered and to make payments and distribution in accordance with the corporate purposes set forth in Article IV (below).

No part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing, or distribution of statements) any political campaign on behalf of any

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candidate for public office. 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 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, or the corresponding provisions of any future United States Internal Revenue Law.

### **ARTICLE III DURATION**

The period of duration of the corporation is perpetual.

### **ARTICLE IV PURPOSES**

The corporation is organized for the following charitable purposes:

#### **A. Specific and Primary Purposes**

**Section One.** To obtain, hire, and contract with competent licensed medical doctors and other personnel to provide medical services and medical education services.

**Section Two.** To obtain, hire, and contract with competent licensed medical doctors and dentists, other medical professionals and other personnel to provide medical and dental services for disadvantaged persons and/or persons in rural areas and/or medically underserved persons.

**Section Three.** The promotion, through charitable purposes, of the social welfare of disadvantaged persons by obtaining, hiring and contracting with competent licensed medical doctors, dentists, medical professionals and other personnel to provide free or low cost medical and dental services for persons otherwise unable to obtain said medical services on the open market or who require specialized medical services to meet their particular needs.

Section Four. To obtain, hire, and contract with competent licensed medical doctors, dentists and other personnel to provide medical and dental, treatment, supervisory, housing, daily-living and any other services for developmentally and mentally disabled persons.

Section Five. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons, organizations (of any kind or nature) such as corporations, firms, associations, trusts, institutions, foundations or government bureaus, departments and agencies.

B. In furtherance of, but not in limitation of, the foregoing purposes, the corporation shall have the following general purposes and powers.

Section One. To acquire, purchase, construct, own, hold, invest in, lease, manage, develop, maintain, rehabilitate, improve, sell, lease, exchange or otherwise dispose of and deal in real or personal property, whether improved or unimproved, and any interest therein, of every kind and description.

Section Two. To borrow money and execute such evidence of indebtedness and such contracts, agreements, mortgages, deeds, leases, assignments, conveyances, security agreement or other instruments as may be necessary.

Section Three. To develop and administer programs for developmentally or mentally disabled people, dealing with rehabilitation, welfare and health, in order to assist them in adjusting themselves to their environment; to train them in vocations and avocations; to aid them in all their activities; and to be of assistance in solving their particular problems.

Section Four. To do any lawful act or thing necessary or proper to carry out the foregoing purposes and powers. To exercise all other rights and powers conferred upon Nonprofit Corporations formed under the general Nonprofit Corporation Act and (consistent with the above) the Idaho Business Corporation Act of the State of Idaho.

Provided, however, that the corporation shall not engage in any activity whatsoever, including those mentioned above, that are not in furtherance of the charitable purpose of the corporation. Further, all the foregoing purposes and powers shall be exercised exclusively for charitable purposes and in such manner that the corporation shall qualify as a tax exempt organization under the Internal Revenue Code of the United States of American and applicable Idaho State Tax Statutes, including Internal Revenue Code 501(c)(3), as they are currently or shall hereinafter be in force and effect.

#### **ARTICLE V MEMBERSHIP**

This corporation is to have no members or shareholders.

#### **ARTICLE VI REGISTERED AGENT AND OFFICE**

The name and address of the corporation's registered agent is:

Gerald Goodenough, M.D.  
Health West, Inc.  
P.O. Box 2377  
Pocatello, ID 83206

#### **ARTICLE VII MANAGEMENT OF CORPORATION BY DIRECTORS**

Section One. The management of all business and affairs of the corporation shall be vested in the Board of Directors.

Section Two. The number, classification, qualifications, powers, duties, terms of office, manner of election, and times and places for (and quorum at) meetings of the Board of

Directors shall be prescribed by the Board of Directors and recorded in the Bylaws of the corporation.

Section Three. The Board of Directors may allow any and all persons or committees of such persons, whether or not directors, that they desire to attend meetings and otherwise assist in the management of the corporation.

Section Four. The Board of Directors may adopt Bylaws by a two-thirds vote that will further the purposes of the corporation as established in Article IV.

Section Five. These Restated Articles of Incorporation, and the Bylaws of the corporation, may be amended by a two-thirds vote of the Board of Directors present at a special meeting called for that purpose.

Section Six. All regular actions by the corporation shall be decided upon by a majority vote of the Board of Directors and placed in records of the corporation in the form of a resolution. Provided, that any major decisions, as defined in the Bylaws or by resolution, shall be by a two-thirds vote of the board of directors present at a special meeting called for that purpose.

Section Seven. The officers of the corporation shall be designated, named, elected, or appointed in a manner to be prescribed in the Bylaws of the corporation.

#### **ARTICLE VIII DISTRIBUTION ON DISSOLUTION**

Health West, Inc., may be terminated and dissolved and will cease to exist upon a two-third vote of the Board of Directors, at a special meeting with written notice of such proposed termination of the corporation to be given to each Director.

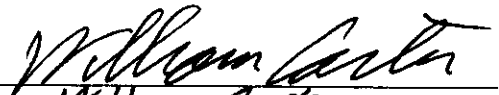
Upon dissolution, the Board of Directors shall, after paying in full all operating expenses, debts and obligations of the corporation, distribute all of the assets of the corporation consistent with


the exempt purposes of the corporation set out in Articles II and IV above to such organization or organizations as shall at that time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### **ARTICLE IX INDEMNIFICATION AND INSURANCE FOR DIRECTORS**

The Board of Directors shall establish insurance to ensure indemnification of any person (and the heirs, executor and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person is or was a director or officer of the corporation, as they deem necessary, in the Bylaws of the corporation; except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that the director is liable for gross negligence or intentional misconduct.

DATED this 16 day of June, 2003.

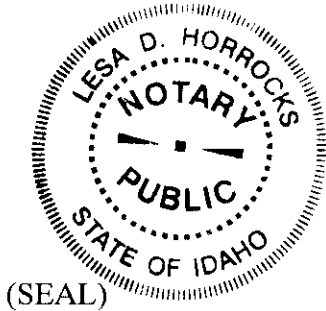
  
Name: William Carter  
By its: President

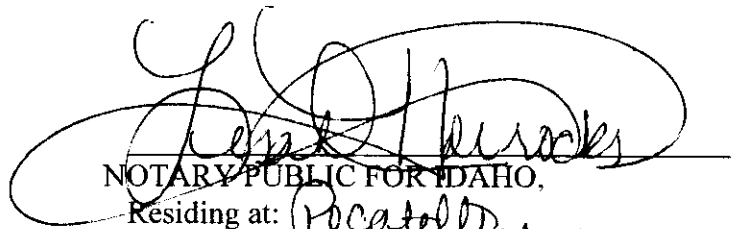
  
Name: Andy Guerra  
By its: Secretary

STATE OF IDAHO )  
 ) : ss  
County of Bannock )

On this 7<sup>th</sup> day of June, 2003, before me, the undersigned, a Notary Public in and for said State, personally appeared William Carter and Andy Guerra, known to me to be the persons whose name is subscribed to the foregoing and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



  
NOTARY PUBLIC FOR IDAHO,  
Residing at: Pocatello  
My Commission Expires: 9/16/2005