State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION
OF

IDAHO DIABETES MANAGEMENT CENTER EDUCATION FUND, 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 IDAHO DIABETES MANAGEMENT CENTER EDUCATION FUND, 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 February 22, 19 88.

SECRETARY OF STATE

Corporation Clerk

CINP 779

ARTICLES OF INCORPORATION

FEB 17 1 30 PM '88
SECRETARY OF STATE

OF

IDAHO DIABETES MANAGEMENT CENTER EDUCATION FUND, INC.

FEB 22 3 06 AM '88
SECRETARY OF STATE

In compliance with the requirements of the law of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto including particularly Title 30, Chapter 3, Idaho Code, the undersigned natural person, being of full age and a resident of the United States, in order to form a non-profit corporation for the purpose hereinafter stated, does hereby as incorporator, adopt the following Articles of Incorporation and certify:

ARTICLE I

The name of the corporation shall be Idaho Diabetes Management Center Education Fund, Inc.

ARTICLE II

NONPROFIT CORPORATION

This corporation is a nonprofit corporation.

ARTICLE III

DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV

PURPOSES AND POWERS OF THE CORPORATION

1. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Service Code, or corresponding section of any federal tax code.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make

payments and distributions in furtherance of the purposes set forth in Article IV. No substantial part of the activities of the corporation shall be 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 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any federal tax code.

3. The specific purpose for which the corporation is organized is to raise funds to support the Idaho Diabetes Management Center and in particular to subsidize and or provide scholarships for interested persons to attend educational, counseling and informational sessions and/or for medical aids provided by the Idaho Diabetes Management Center. The corporation may also provide funding for and/or subsidize educational sessions put on by the Idaho Diabetes Management Center. This corporation has a racially non-discriminatory policy and shall not discriminate against applicants for financial aid and/or subsidize educational sessions on the basis of race, color, and national or ethnic origin.

4. In order to carry out these purposes, the corporation shall have the following powers:

(a) To pay all expenses in connection with the activities of the corporation, and all office and other expenses incident to the conduct of the affairs of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property or activities of the corporation;

(b) To acquire (by gift, purchase or otherwise), own, sell, hold, improve, build upon, operate, maintain, convey, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the corporation;

(c) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to those restrictions in the By-Laws of the corporation;

(d) To have and exercise any and all powers, rights and privileges which a corporation organized under the

laws for general nonprofit corporations in the State of Idaho is authorized to possess and exercise.

5. It is intended that this corporation be a "publicly supported organization" in accordance with the requirements of the Internal Revenue Code and in furtherance thereof the corporation shall maintain a continuous and bona fide program for solicitation of funds from the general public, community and the membership group. Notwithstanding the foregoing, in the event that the corporation shall hereafter be determined to be a private foundation then the following additional restrictions shall apply and limit the operations of the corporation.

(a) The corporation will distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code or corresponding sections of any future federal tax code.

(b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

(c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

(d) The corporation will not make any investments in such manner as to subject its tax under section 4944 of the Internal Revenue Code, or any corresponding section of any future federal tax code.

(e) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

ARTICLE V

MEMBERSHIP

Membership in the corporation shall be open to all individuals, corporations or other associations which have an interest in promoting education related to diabetes and diabetes management and who comply with the requirements for membership established by the Board of Directors from time to time.

ARTICLE VI

MANAGEMENT

Pursuant to the provisions of Idaho Code § 30-314(a) the management of the affairs of the corporation shall be vested in and managed solely by the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

The number and qualifications for the Board of Directors shall be as established by the bylaws from time to time. It is the intent that the Board of Directors shall represent the broad interests of the public as related to the purposes of this corporation.

The existing Board of Directors shall elect successor directors as more particularly provided in the bylaws; provided however in the event that for a period of one year the directors shall fail or refuse to elect successors or fail to continue themselves in office then the members may, by majority vote, elect new directors.

The Initial Board of Directors shall be comprised of five persons, who need not be members of the corporation. The initial Board of Directors are as follows:

Fred C. Humphreys	P. O. Box 8247 Boise, Idaho 83733
C. C. Johnson, M.D.	425 W. Bannock Boise, Idaho 83702
Chris J. Anton	1055 N. Curtis Boise, Idaho 83706
Wandalee Timm	7040 Ambleside Drive Boise, Idaho 83709
Leo Edward Miller	277 N. 6th Street Boise, Idaho 83702

ARTICLE VIII

REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite 200, Parkplace, 277 N. 6th Street, Boise, Idaho 83702. The name of its initial registered agent at such address is Christopher J. Beeson.

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is: Fred C. Humphreys, P. O. Box 8247, Boise, Idaho 83733.

ARTICLE X

DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 so 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 such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation shall require the assent of Members casting two-thirds (2/3) of the votes at any regular meeting or a special meeting called specifically for that purpose.

IN WITNESS WHEREOF, the undersigned incorporator does hereby sign these Articles of Incorporation in order to form the corporation as of this 17th day of February, 1988.

Fred C. Humphreys

Fred C. Humphreys