# FILED EFFECTIVE 2013 OCT 11 AM 8: 40 SECRETARY OF STATE STATE OF 10AHO INC.

# ARTICLES OF INCORPORATION OF IDAHO CHAPTER OF THE AMERICAN COLLEGE OF RADIOLOGY, INC.

The undersigned, acting as Incorporator of a Corporation under the Idaho Nonprofit Corporation Act of the State of Idaho, does hereby adopt the following Articles of Incorporation:

## ARTICLE I.

The name of the Corporation is Idaho Chapter of the American College of Radiology, Inc.

## ARTICLE II.

The Corporation is organized and formed as a non-profit Corporation under the laws of the State of Idaho with perpetual duration for educational and scientific purposes, including within such purposes: (i) advancing the science of radiology, (ii) improving radiologic service to the patient, (iii) studying the socioeconomic aspects of the practice of radiology, (iv) encouraging improved and continuing education for radiologists and allied professional fields, and (v) establishing and maintaining high medical and ethical standards in the practice of radiology.

This organization is organized exclusively for purposes permitted by Section 501(c)(6) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, trustees, Directors, 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 herein. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization qualified under Section 501(c)(6) of the Internal Revenue Code or corresponding Section of any future Federal Tax Code.

The Corporation shall not discriminate in offering its services on the basis of race, color, creed, national origin, or ethnic origin. The Corporation shall be authorized to carry on such supplemental and attendant activities as the Board of Directors may deem appropriate and prudent consistent with the purposes herein stated but not inconsistent with any prohibitions contained herein. In furtherance of these ends, the Corporation may take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, any property, real or personal, tangible or

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intangible, or any undivided interest therein, without limitation as to amount or value, and to sell, convey, or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation heretofore stated, without limitation, except those limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, and any laws applicable hereto.

The Corporation shall have the power and authority to do any other act or thing incidental or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Members, trustees, or Officers except as may be permitted under the Idaho Nonprofit Corporation Act, and, in furtherance of its corporate powers, the Corporation shall have all of the general powers afforded a Corporation under and pursuant to the provisions of the Idaho Nonprofit Corporation Act.

# ARTICLE III.

The Members shall be defined by the Bylaws and shall initially consist of the members of the unincorporated association known as Idaho Chapter of the American College of Radiology.

## ARTICLE IV.

The Corporation shall be managed by a Board denominated the "Executive Committee" the members of which are selected as prescribed by the Bylaws. The initial members of the Executive Committee are: Curtis H. Coulam, M.D., 877 West Main Street, Suite 603, Boise, Idaho 83702; Bertram Stemmler, M.D., 877 West Main Street, Suite 603, Boise, Idaho 83702; and Ian Davey, M.D., 877 West Main Street, Suite 603, Boise, Idaho 83702,

# ARTICLE V.

The initial registered agent and his street address is: Curtis H. Coulam, M.D., 1055 North Curtis Road, Boise, Idaho 83706.

## ARTICLE VI.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall, at that time, qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations as such court shall determine to be consistent with the purposes of the Corporation.

# ARTICLE VII.

The names and addresses of the Incorporator is:

Curtis H. Coulam, M.D. 1055 North Curtis Road Boise, Idaho 83706

IN WITNESS WHEREOF, The undersigned Incorporator has set his hand hereto as of this \_\_\_\_\_\_ day of October, 2013.

10/08/2013

Curtis H. Coulam, M.D., Incorporator