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State of Idaho

Department of State

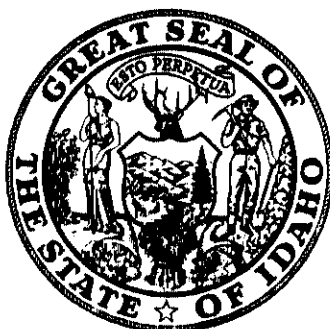
CERTIFICATE OF INCORPORATION OF

IDAHO DISTRICT BRANCH OF THE AMERICAN PSYCHIATRIC ASSOCIATION, 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 DISTRICT BRANCH OF THE AMERICAN PSYCHIATRIC ASSOCIATION, 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: October 27, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ava Seibel*

ARTICLES OF INCORPORATION
OF
IDAHO DISTRICT BRANCH OF
THE AMERICAN PSYCHIATRIC ASSOCIATION, INC.

OCT 27 4 02 PM '93
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom are of legal age and a citizen of the United States of America and of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho. Pursuant thereto, we certify as follows:

ARTICLE I

The name of this non-profit corporation is "IDAHO DISTRICT BRANCH OF THE AMERICAN PSYCHIATRIC ASSOCIATION, INC."; that this corporation is not organized for pecuniary profit and that this corporation is hereby designated to be a non-profit corporation.

ARTICLE II

This corporation shall have perpetual existence, and shall remain incorporated under the laws of the State of Idaho as a non-profit, scientific organization. In the event of dissolution, all assets of this District Branch shall be forthwith distributed to the American Psychiatric Association solely for scientific and educational purposes.

ARTICLE III

The purposes for which the corporation is organized are as follows:

1. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, benevolent, eleemosynary, educational, religious, scientific or cultural purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

2. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

4. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

6. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

8. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

9. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed

exclusively to charitable, benevolent, eleemosynary, educational, religious, scientific or cultural organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

10. To conduct and transact any business authorized by its Bylaws and/or any lawful activity under the laws of the State of Idaho not then consistent with the corporation's non-profit status and character.

11. To foster the science and progress of psychiatry, in cooperation with and as a constituent part of the American Psychiatric Association, to serve as influence toward the maintenance of high professional and administrative standards thereto related, and to assist the American Psychiatric Association in promoting its aims and objectives, including without limitation:

a. To improve the treatment, rehabilitation and care of the mentally ill, the mentally retarded, and the emotionally disturbed;

b. To promote research, professional education in psychiatry, and allied fields, and the prevention of psychiatric disabilities;

c. To advance the standards of all psychiatric services and facilities;

d. To foster the cooperation of all who are concerned with the medical, psychological, social, and legal aspects of mental health and illness;

e. To make psychiatric knowledge available to other practitioners of medicine, to scientists in other fields of knowledge, and to the public;

f. To promote the best interests of patients and those actually or potentially making use of mental health services; and

g. To establish and support standards for psychiatric practice and assurance of its quality. 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 of) any political campaign of any candidate for public office.

ARTICLE IV

For the objectives above stated, the territorial jurisdiction of this corporation, the Idaho District Branch of the American Psychiatric Association, shall be delimited by the geographic boundaries of the State of Idaho.

ARTICLE V

The registered agent of this corporation is hereby designated as Raymond D. Schild of the law firm of Martin, Chapman, Schild & Lassaw, Chartered, and the registered office of this corporation is hereby designated as Suite 100, 476 North 12th Street, Boise, Idaho 83702, which address is the business office of the registered agent designated as above set forth. The business office of this corporation is 339 North Allumbaugh, Boise, Idaho 83704.

ARTICLE VI

The Board of Directors shall have the right to make, amend, alter or amend the Bylaws, not inconsistent with any existing law and not inconsistent with these Articles of Incorporation, for the government of the affairs of the corporation and the management of its properties.

ARTICLE VII

The number of directors of this corporation shall not be less than three nor more than nine as provided in the Bylaws. The number of directors constituting the initial Board of Directors of this non-profit corporation is four and the names and address of the persons who are serve as directors until the first Annual Meeting of Directors or until their successors are elected and shall qualify are:

<u>Names</u>	<u>Addresses</u>
Charles C. Novak, M.D.	339 North Allumbaugh Boise, Idaho 83704
Steven Bushi, M.D.	339 North Allumbaugh Boise, Idaho 83704
Thomas Kruzich, M.D.	339 North Allumbaugh Boise, Idaho 83704
John Reichman, M.D.	Post Office Box 4449 Pocatello, Idaho 83201

ARTICLE VIII

The private property of the members of this corporation shall not be subject to the payment of any corporation debt.

ARTICLE IX

The officers of the corporation shall be president, president-elect (vice president), secretary and treasurer, and such other officers as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the Bylaws of the corporation. Officers shall be chosen in accordance with provisions stated in the Bylaws.

ARTICLE X

MEMBERSHIP: Requirements for membership in the Idaho District Branch of the American Psychiatric Association, Inc., shall be the same as those for the American Psychiatric Association at the time of application, which requirements are incorporated by this reference as though fully set forth herein.

Section 1. Any physician who is or who is eligible to be, a Medical Student Member, a Member-in-Training, Associate Member, General Member or Fellow of the American Psychiatric Association and who resides or practices within the territorial jurisdiction of this District Branch shall be eligible for membership.

Section 2. There shall be the following classes of members who are to qualify according to the standards and procedures of the American Psychiatric Association as set forth in Chapters I and II of the American Psychiatric Association Bylaws, as they now exist or hereafter amended in the future, and which are incorporated as though fully set forth herein by this reference. They are:

- (a) Medical Student Members;
- (b) Members-in-Training;

- (c) Associate Members;
- (d) General Members;
- (e) Fellows;
- (f) Life Members;
- (g) Life Fellows;
- (h) Distinguished Fellows;
- (i) Honorary Fellows;
- (j) Corresponding Members and Fellows;
- (k) Inactive Members or Fellows.

Section 3. Affiliates shall be physicians residing or practicing within the territorial jurisdiction of the District Branch who are not eligible for membership. Affiliates are not members, will be ineligible to vote or hold office, but may participate in scientific and social functions.

Section 4. The right to vote will be the same as in the American Psychiatric Association Constitution and Bylaws as now existing or as hereafter amended, which are incorporated as though fully set forth herein by this reference.

Section 5. Election to membership shall be as stated in the Bylaws of the corporation and the Bylaws of the American Psychiatric Association as now existing or hereafter amended, which are incorporated as though fully set forth herein by this reference.

ARTICLE XI

The names and addresses of the incorporators are as follows:

Names

Addresses

Charles C. Novak, M.D.

339 North Allumbaugh
Boise, Idaho 83704

Steven Bushel, M.D.

339 North Allumbaugh
Boise, Idaho 83704

Thomas Kruzich, M.D.

339 North Allumbaugh
Boise, Idaho 83704

John Reichman, M.D.


Post Office Box 4449
Pocatello, Idaho 83201

IN WITNESS HEREOF, we have hereunto set our hands and seals
this 18 day of October, 1993.


Charles C. Novak, M.D.


Steven Bushel, M.D.


Thomas Kruzich, M.D.


John Reichman, M.D.