



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

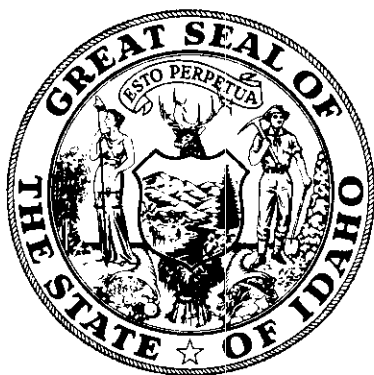
UPPER SNAKE RIVER VALLEY BUSINESS AND HEALTH ALLIANCE, INC.

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 UPPER SNAKE RIVER VALLEY BUSINESS AND HEALTH ALLIANCE, 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 November 5, 19 85



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

Nov 5 10 00 AM '85
SECRETARY OF STATE

OF

UPPER SNAKE RIVER VALLEY BUSINESS AND HEALTH ALLIANCE, INC.

I, the undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, Idaho Code, section 30-301 et seq., and laws amendatory thereof and supplementary thereto, do hereby form a body corporate and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

Upper Snake River Valley Business and Health Alliance, Inc.

ARTICLE II

This corporation is organized and shall be operated as a nonprofit corporation for civic, charitable, scientific and educational purposes, and in connection therewith, to facilitate the delivery of high quality, reasonably-priced health care in the Upper Snake River Valley. This corporation may receive and disburse funds or other property incident to or necessary for the

accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of the business of this corporation or expedient for the attainment of the purposes stated herein.

For its purposes and not otherwise, this corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Idaho Nonprofit Corporation Act, as now enacted or as hereafter amended.

ARTICLE III

No part of the income of this corporation shall be distributed to any of its members, directors or officers. Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to officers or directors of this corporation for services actually rendered by them to this corporation.

ARTICLE IV

The period of duration of this corporation's corporate existence shall be perpetual.

ARTICLE V

The registered office of this corporation shall be located at 400 East Main, Rexburg, Idaho. The name of the initial registered agent of this corporation is Keith Steiner.

ARTICLE VI

This corporation shall have members with voting rights who shall be ascertained in the manner prescribed in the Bylaws of this corporation.

ARTICLE VII

The management and direction of the business of this corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation.

ARTICLE VIII

The number of members of the first Board of Directors is nine (9), each of whom shall serve until the annual meeting of the Board of Directors set forth below opposite his or her name and until his or her successor has been elected and qualified. The name and address of each such director is as follows:

<u>Name and Address</u>	<u>Term Expires</u>
Keith Steiner Madison Memorial Hospital 400 East Main Rexburg, Idaho 83440	1989
Brad Spaulding, M.D. Rexburg Medical Center 393 East 2nd North Rexburg, Idaho 83440	1987
Douglas J. Smith, D.D.S. 50 Professional Plaza Rexburg, Idaho 83440	1987
Andy Fujimoto Artco 1 Stationery Plaza Rexburg, Idaho 83440	1988
Robert R. Lee Gem State Irrigation South Yellowstone Highway Rexburg, Idaho 83440	1989
Dale P. Thomson, Esq. 15 West 1st South Rexburg, Idaho 83440	1989
Robert F. DaBell Rudd & Co. 124 East Main Rexburg, Idaho 83440	1988

Doyle McKenna 1988
Vice President
Valley Bank
501 Broadway
Idaho Falls, Idaho 83401

Jane Green 1987
County Treasurer
Madison County Courthouse
Rexburg, Idaho 83440

The directors shall be divided into three classes, each class to be as nearly equal in number as possible. Those directors whose terms expire in the same year shall constitute one class. One class of directors shall be elected each year.

ARTICLE IX

This corporation shall have no capital stock.

ARTICLE X

The members, directors and officers of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, directors or officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

ARTICLE XI

These Articles of Incorporation may be amended from time to time in the manner provided by law.

ARTICLE XII

This corporation may be dissolved in accordance with the laws of the State of Idaho. Upon dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, community chests or foundations organized and operated exclusively for one or more of the purposes of this corporation, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to an executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE XIII

The name and street address of the incorporator is:

Gerald A. Niederman, Esq.
3580 Republic Plaza
370 - 17th Street
Denver, CO 80202

IN WITNESS WHEREOF, I have hereunto set my hand this
4th day of November, 1985.

A handwritten signature in black ink, appearing to read "Gerald A. Niederman", is written over a horizontal line.

STATE OF COLORADO)
COUNTY OF Denver) ss.

On the 4th day of November, 1985, before me, a Notary Public, within and for said County, personally appeared Donald A. Niederman, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation; and by me duly sworn, he acknowledged that he executed the same for the uses and purposes therein expressed, and as his free act and deed.

Danre J. Lincoln
Notary Public, Denver Co., CO
My Commission Expires: Nov. 30, 1986