

**FILED EFFECTIVE**  
(NOT OUR NAME)

**ARTICLES OF INCORPORATION  
OF A PUBLIC SAFETY TESTING CORPORATION**

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The National Board of Naturopathic Medical Examiners A Non-Governmental Testing Agency, Inc.  
(Idaho Non-Profit Corporation)

SECRETARY OF STATE  
STATE OF IDAHO

THE UNDERSIGNED, each with the capacity to contract, hereby submits, executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation not for profit under the provisions of Title 30, Chapter 3, Idaho Code.

**ARTICLE 1. NAME AND ADDRESS**

The name of the corporation shall be the National Board of Naturopathic Medical Examiners • A Non-Governmental Testing Agency, Inc. The physical address of this corporation is 153 Blue Lakes Blvd. North, Twin Falls, ID 83301.

**ARTICLE 2. PURPOSE**

The specific and primary purposes are to develop, administer, and score examinations, and report candidate performance on examinations, that assess competence in naturopathic medicine and to undertake such related activities as may seem in the interest of improving test performances and standards. and to also engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code. This corporation is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3), Internal Revenue Code. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law. The purposes for which this corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE 3. QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION**

This corporation will not have voting members.

**ARTICLE 4. TERM**

The date of commencement of corporate existence in Idaho shall be when these Articles have been filed with the Department of State and approved by it and the respective filing fee has been paid; the term for which the corporation is to exist shall be perpetual. This corporation is organized and operated exclusively for testing for public safety purposes within the meaning of Section 501(c)(3), Internal Revenue Code. In the event of dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members; the residual assets of the corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue code of 1986, or corresponding sections of any prior or future law, or to the federal, state or local government for a similar purpose.

IDAHO SECRETARY OF STATE  
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## **ARTICLE 5. NON PROFIT ORGANIZATION**

No part of the net earning of the corporation shall ever inure to the benefit of, or be distributable to its members, 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 in Article 2. No substantial part of the activities of the corporation shall be the carrying on of propoganda, 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 of 1986 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) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws.

## **ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's Initial Registered Office is 153 Blue Lakes Blvd. North, Twin Falls, ID 83301 and the name of its Initial Registered Agent at that office is Laurence V. Hicks, Jr.

## **ARTICLE 7. INCORPORATORS**

The names and residence addresses of the subscribers to these Articles are as follows:

| <i>NAME</i>            | <i>ADDRESS</i>                               |
|------------------------|--|
| Laurence V. Hicks, Jr. | 1745 Avenida Del Rio<br>Twin Falls, ID 83301 |

## **ARTICLE 8. DIRECTORS**

The Board of Directors of the corporation shall consist of no less than three (5) directors as determined by the Bylaws. Directors shall be elected at the annual meeting of the members in the manner set forth in the Bylaws.

Directors may be removed and the vacancies shall be filled in the manner provided by the Bylaws. The Directors named in these Articles shall serve as Directors for the ensuing year, or until the first annual meeting of the corporation, and any vacancies before then shall be filled in the manner set forth in the Bylaws. The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which this compensation shall be paid. Any Director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

The names and addresses of the first Board of Directors are as follows:

*NAME*

*TITLE / ADDRESS*

Glen Mahoney

Board Member  
PO Box 367  
Aberdeen, Idaho 83210

Jason Parker

Board Member  
2920 Cortez Ave.  
Idaho Falls, Idaho 83404

Terry Burke

Board Member  
1348 E. 17 th St.  
Idaho Falls, ID 83404

Robert McKinney

Board Member  
1430 South High Street  
Columbus, Ohio 43207

Rusty Arrington

Board Member  
153 Blue Lakes Blvd. North  
Twin Falls, ID 83301

**ARTICLE 9. BYLAWS**

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

**ARTICLE 10. AMENDMENTS TO ARTICLES OF INCORPORATION**

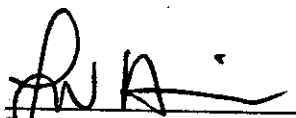
These Articles of Incorporation may be amended in the manner provided by statute or in the following manner:

Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a membership meeting for which due notice of the proposed amendment was given, by affirmative vote of a quorum of the members present.

Provided, however, that no amendment shall make any changes in the qualifications for membership nor voting rights of members without approval in writing by all members.

WE, THE UNDERSIGNED, for the purposes of becoming a corporation not for profit under the provisions of the laws of Idaho, do make and affix our signatures to acknowledge and file in the office of the Secretary of State these Articles of Incorporation.

WITNESS our respective hands and seals on the dates and places indicated below.

  
\_\_\_\_\_  
Laurence V. Hicks, Jr.

2/22/07  
Date