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**SECRETARY OF STATE
STATE OF IDAHO**

**ARTICLES OF INCORPORATION
OF**

BONNER GENERAL HOSPITAL FOUNDATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is Bonner General Hospital Foundation, Inc.

**ARTICLE II
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The Corporation is located in Sandpoint, Idaho. The address of the initial registered office is 520 North Third Ave, Sandpoint, Idaho 83864, and the name of the initial registered agent at this address is Lynda Metz.

IDAHO SECRETARY OF STATE
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ARTICLE V PURPOSES

- 5.1 The Corporation is organized and at all times hereafter shall be operated exclusively for the benefit of Bonner General Hospital, with its principal place of business in Sandpoint, Idaho. The Corporation shall coordinate all fund development programs on behalf of Bonner General Hospital, and shall be empowered to receive donations of every nature for Bonner General Hospital. The Corporation shall administer funds thus received and disburse them (or the income therefrom, where endowment funds are received) to Bonner General Hospital, all in a manner responsive to the needs of Bonner General Hospital.
- 5.2 The Corporation is further organized for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).
- 5.3 The Corporation is further organized to exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

ARTICLE VI LIMITATIONS

No part of the net earnings or the assets of the Corporation shall 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 V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislations, 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII NO MEMBERS

The Corporation shall not have any members.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Nancy Hadley	P.O. Box 1448, Sandpoint, ID 83864
Kathy Hubbard	P.O. Box 1448, Sandpoint, ID 83864
Susan Kiebert	P.O. Box 1448, Sandpoint, ID 83864
Charles Maile, M.D.	P.O. Box 1448, Sandpoint, ID 83864
Marcella Nelson	P.O. Box 1448, Sandpoint, ID 83864
Jack Parker	P.O. Box 1448, Sandpoint, ID 83864
Howard Simmons	P.O. Box 1448, Sandpoint, ID 83864
Dan White	P.O. Box 1448, Sandpoint, ID 83864
Dana Williams	P.O. Box 1448, Sandpoint, ID 83864

ARTICLE IX DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, 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)(3) 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

The name and street address of the incorporator is Lynda Metz, 520 North Third Ave, Sandpoint, Idaho 83864.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

EXECUTED on this 1st day of November, 2007.

Lynda S. Metz
Incorporator

STATE OF IDAHO)
COUNTY OF BONNER) SS.

On this 1st day of November in the year of 2007, before me, a Notary Public for the state of Idaho, personally appeared Lynda S. Metz, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

(Sign) Kirsten F. Sheffer
 NOTARY PUBLIC
 Residing at: Sandpoint
 My commission expires: 8/20/13

