



Department of State

**CERTIFICATE OF INCORPORATION
OF**

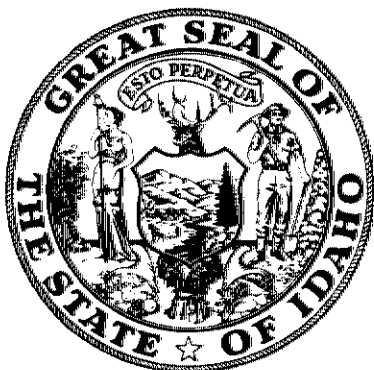
WEISER MEMORIAL HOSPITAL FOUNDATION, INC.

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 WEISER MEMORIAL
HOSPITAL FOUNDATION, 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 April 27, 19 88



Pete T. Cenarrusa
SECRETARY OF STATE

Sandra M. Mather
Corporation Clerk

ARTICLES OF INCORPORATION 000 00 00 9 01

OF

WEISER MEMORIAL HOSPITAL FOUNDATION, INC.

(A non-profit corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens and residents of the United States and are over the age of majority, do hereby execute and make the following Articles of Incorporation for the purposes of forming a non-profit corporation under and pursuant to the Idaho Non-Profit Corporation Act, namely Title 30, Chapter 3 of the Idaho Code, and we do hereby certify:

ARTICLE I

Name

The name of this corporation shall be "WEISER MEMORIAL HOSPITAL FOUNDATION, INC.".

ARTICLE II

Purpose

The specific and primary purposes for which this corporation is formed are charitable, and are to concern themselves with the procurement and extension of financial aid toward the operation, management and expansion of facilities of Memorial Hospital, Weiser, Idaho, in full accord with the purpose of said Memorial Hospital, and to the end that the greatest amount of service may be extended to the greatest number of persons in the area. The

activities of the corporation shall be broad in scope and there would be built up from year to year, a fund which would be continuously available for essential capital and supplemental operational needs of said Memorial Hospital, for future development of its patient care, and medical education and research programs.

ARTICLE III

Powers

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Idaho law and Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

Membership Certificate

The corporation shall not have capital stock. Each member shall be issued a Membership Certificate and shall have one (1) vote. The rights and interests of all members shall be equal and no member can have or acquire a greater interest therein than any other member.

ARTICLE V

Restriction

(a) No part of the net earnings 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 II hereof.

(b) No 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) any political campaign on behalf of any candidate for public office.

ARTICLE VI

Amendments

All provisions of these Articles of Incorporation shall be subject to amendment consistent with the provisions of Idaho state law and Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, by the affirmative vote of the members entitled to vote in respect thereof, in attendance at the annual meeting or at any special meeting, providing that due notice of the amendment is included in the notice of said meeting.

ARTICLE VII

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of

the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the State of Idaho in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ARTICLE VIII

Registered Office

The location of the registered office of the corporation shall be 320 State Street, Weiser, Idaho 83672, and the registered agent shall be Nicholas T. Bokides at the address set out above.

ARTICLE IX

Duration

The duration of this corporation shall be perpetual.

ARTICLE X

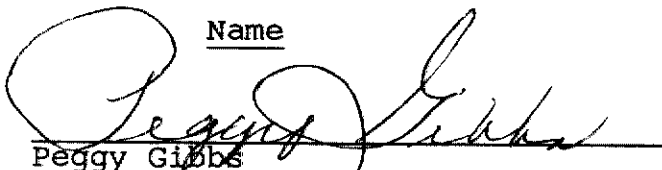


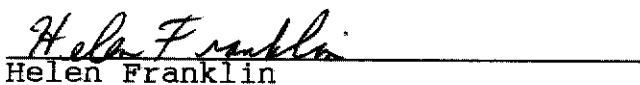
Management

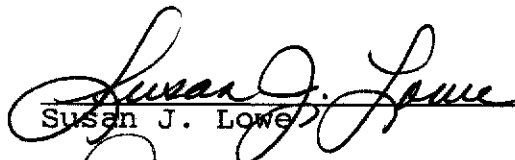
The affairs of the corporation shall be managed by a Board of Directors to be elected as provided in the By-Laws, but in no case shall the number of directors be less than three (3). The directors shall hold their offices for one (1) year, or such other period as the By-Laws shall determine, and until their successors are elected and qualified. The initial directors of the corporation shall be all of those persons whose names appear in these Articles as incorporators.

ARTICLE XI


Incorporators, Original Members and Directors

The names and addresses of the incorporators and original members of the Board of Directors of the corporation, each of whom shall serve as a director until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
 Peggy Gibbs	Route 1, Valleyview Drive Weiser, Idaho 83672
 Margaret Fuller	Post Office Box 148 Weiser, Idaho 83672
 Kathryn C. Butler	697 River Bend Land Weiser, Idaho 83672
 Helen Franklin	Post Office Box 266-A Weiser, Idaho 83672


Susan J. Lowe


1005 State Street
Weiser, Idaho 83672


Joy Beckman

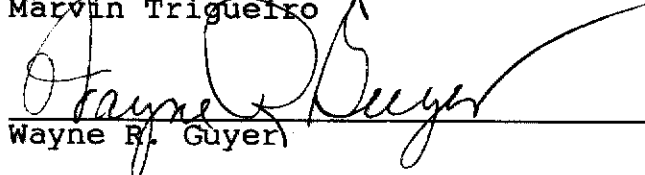
1229 Mann Creek Road
Weiser, Idaho 83672


Barbara L. Barber

1385 Pioneer Road
Weiser, Idaho 83672


Marvin Trigueiro

241 West Main Street
Weiser, Idaho 83672


Wayne R. Guyer

1034 West Third Street
Weiser, Idaho 83672