

FILED EFFECTIVE

**Amended and Restated Articles of Incorporation**

**PCHD FOUNDATION, INCORPORATED**

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SECRETARY OF STATE  
STATE OF IDAHO

KNOW IT BY ALL THESE PRESENT: The American people, but of them abundance, have evidenced a marked and increased tendency to benefit their fellow citizens through bequests and gifts for healthcare, educational, and charitable purposes, and it is believed that such tendency can be encouraged and promoted by providing a means whereby such bequests and gifts can be administered to promote the public welfare and specifically the local public healthcare services and to afford an opportunity alike to persons of wealth and persons of modest means to make their several gifts more effective and to provide for the proper management and investment of such gifts and bequests.

*Now, the undersigned persons, acting as incorporators of a corporation for this Public Hospital District (Power County Hospital District, dba as Power County Hospital, Power County Skilled Nursing Facility, Power County Family Clinic, and Power County Physical Therapy Clinic), an Idaho municipal corporation in American Falls, Power County, Idaho, for the purpose of organizing a separate nonprofit corporation (Foundation) as authorized by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").*

**Article I**

The **name** of this corporation (Foundation) shall be PCHD Foundation, Incorporated.

**Article II**

The Foundation is and always shall be a nonprofit corporation.

**Article III**

This corporation (Foundation) is formed to have perpetual existence unless dissolved in accordance with the laws of the State of Idaho. In the event of such dissolution, assets remaining after the winding up of its affairs shall be distributed to Power County, Idaho, and Idaho Municipal Corporation.

**Article IV**

The corporation (Foundation) is not organized for pecuniary profit or gain. There shall be no shares of stock issued.

**Article V**

The initial **registered financial agent** of the corporation (Foundation) is Dan Tenely, of Power County Hospital District, 510 Roosevelt Street, American Falls, Idaho, 83211-0420, (208) 226-3200.

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## **Article VI**

The name and address of its initial **legal representative** is Paul Laggis, attorney at law, 20 Hillcrest, American Falls, Idaho, 83211, (208) 226-2563.

## **Article VII**

Its **principal location** and office for the transaction of business and the complete address and phone number shall be c/o (Atten: Foundation Office) PCHD Foundation, Incorporated, 510 Roosevelt Street, American Falls, Idaho, 83211-0420, (208) 226-3200.

## **Article VIII**

The **purposes and objects** for which this corporation (Foundation) is formed are to receive, hold, and administer any donated property, real and personal, or any interest therein, and to invest or reinvest the same, including the right to sell, convey, mortgage, or pledge the same, and carry on any and all activities incident thereto, and accumulated principle or income for the purpose of supporting and providing for the healthcare services delivery needs of the residents (or visitors) located within Power County, Idaho boundaries and those of southwest Bingham County, Idaho, regardless of ability to pay in a cost effective manner.

This corporation (Foundation) shall have and may exercise all powers confirmed upon it by statute, as now or hereafter enacted, to specifically include without limiting it by statute, as now or hereafter enacted, to specifically include without limiting the power to take and hold by gift, purchase, grant, lease, devise, bequest, or otherwise any property without limitation as to amount or value, necessary or desirable for obtaining the objects and carrying into effect the purposes of the corporation (Foundation): the power to sell, transfer, convey, and dispose of such property; the power to borrow money for the purposes of incorporation and issue bonds therefore and secure the same by mortgage; the power to invest, reinvest, and deal with the same and expend the income there from or the principal thereof for any of the **aforementioned purposes** subject only to the limitations as may be contained in the instrument under which said property is received but free from any restrictions applicable to the investment of trust funds; and the power to exercise any corporate powers necessary or incidental to the exercise of the power above enumerated. These powers shall include the right to publish and circulate reports, pamphlets, articles, and other matters, and make awards, grants, scholarships, and create endowments for the benefit of the **aforementioned Power County Hospital District**.

Notwithstanding any other provision of these Articles, if at any time or times this corporation shall be deemed a "private foundation" as defined in Section 501(c) (3) of the Internal revenue Code of 1986, then during such time or times this corporation (Foundation) shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation (Foundation) to the tax under Section 4942 of the Code; shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; shall not retain any excess business holdings as defined in Section 4943 (c) of the Code; shall not make any investment in any manner as to

subject the corporation (Foundation) to tax under Section 4944 of the Code; and shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

Notwithstanding any other provisions of this document, the organization shall not carry on any other activities as permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal code; or by an organization, contributions to which are deductible under section 170(c)( 2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Article IX**

In the event Power County Hospital District loses its federal and/or state income tax exemptions, **substantially fails or abandons its operations** or upon the Hospital District's final liquidation or dissolution, the Foundation Board of Directors shall either continue as a non-profit corporation (Foundation) and support the healthcare needs of the community, or, after paying or making provisions for payments of all liabilities of the corporation (Foundation), dispose of all of the remaining assets of the corporation to the County of Power, an Idaho Municipal Corporation. The principal of such assets is to be permanently held in trust as an endowment and with the income there from to be used exclusively for public purposes to benefit Power County, Idaho, and the citizens and visitors thereof. This shall include without limiting the scope, the county's emergency medical response program.

Upon the dissolution of the corporation (Foundation), assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations a said Court shall determine which are organized and operated exclusively for such purposes.

### **Article X**

The Foundation Board of Directors shall not be personally liable to the corporation (Foundation) for monetary damages for **conduct as a Director** unless such Director's acts or omissions involve intentional misconduct, a knowing violation of the law, or any transactions which the Director shall personally receive a benefit in money, property, or services to which such director is not legally entitled. Furthermore, the members of the Foundation Board of Directors and the office of this corporation (Foundation) shall not be individually liable for any discretionary decision or failure to make a discretionary decision within his or her official capacity as director or officer unless such decision or failure to decide constitutes gross negligence.


## Article XI

The corporation (Foundation) **shall not have or issue shares of stock**. No part of the net earnings of the corporation (Foundation) shall not accrue to the benefit of or to be distributed to its directors, trustees, officers, associates, or other private persons, except that the corporation (Foundation) shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article VIII. No substantial part of the activities of the corporation (Foundation) shall be carrying of propaganda or otherwise attempting to influence legislation and the corporation (Foundation) shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

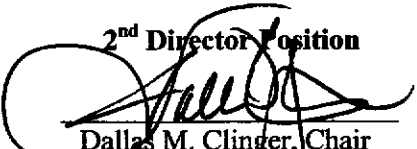
## Article XII

The number of members and subcommittees of the corporation (Foundation) shall be managed and controlled by a Board of seven Directors. The Administrator of Power County Hospital District shall be an ex-officio member of the Board. The Board of Trustees of Power County Hospital District shall appoint the majority (four) of the Foundation Board members. The Foundation Directors shall appoint the remaining three members. These appointments shall take place as the appropriate terms expire, or as vacancies occur. The names and addresses of the persons who are to act in the capacity of Directors of the corporation (Foundation) until the selection of their successors are as follows:

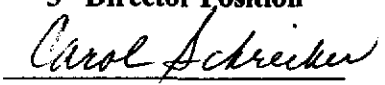
### 1<sup>st</sup> Director Position

  
Ann Wheeler, Member  
659 Gifford  
American Falls, Idaho 83211

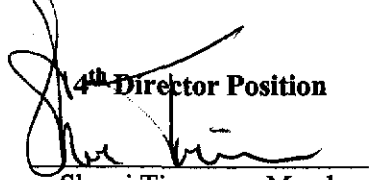
### 2<sup>nd</sup> Director Position

  
Dallas M. Clinger, Chair  
510 Roosevelt  
American Falls, ID 83211

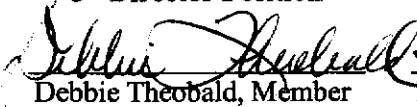
### 3<sup>rd</sup> Director Position

  
Carol Schreiber, Member  
3041 Juniper Drive  
American Falls, Idaho 83211

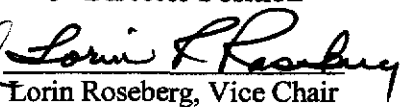
### 4<sup>th</sup> Director Position

  
Sherri Timmons, Member  
3134 Sage  
American Falls, Idaho 83211

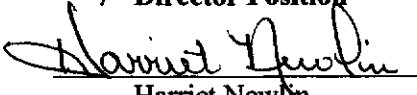
### 5<sup>th</sup> Director Position

  
Debbie Theobald, Member  
2639 Lakeview Road  
American Falls, Idaho 83211

### 6<sup>th</sup> Director Position

  
Lorin Roseberg, Vice Chair  
110 Bannock Avenue  
American Falls, Idaho 83211

### 7<sup>th</sup> Director Position

  
Harriet Newlin  
4 Cedar Hills  
Pocatello, Idaho 83204

The election, terms or office, powers and duties of the Board of Directors and the number of officers, their qualifications, method of election and terms of office, powers and duties shall be prescribed by the By-laws to be adopted by the corporation (Foundation); and in accordance with the laws of the State of Idaho, the By-laws of the corporation (Foundation) may be altered or amended as may be provided in said By-laws, as adopted.

IN WITNESS WHEREOF, the incorporator has hereunto set its hand this 18 day of April, 2011.

By



Lisa Qualls, Chairperson

Power County Hospital District

Upon a vote of one more than the majority of the  
Power County Hospital District Board of Trustees

ON 04/18/2011, 2011