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ARTICLES OF INCORPORATION

OF

SWICHN, INCORPORATED

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

The name of the corporation is SWICHN, Incorporated.

ARTICLE II

Nonprofit 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 location of the Corporation is in the City of Kuna, County of Ada, and in the State of Idaho. The address of the initial registered office is 6065 Reining Horse Drive, Kuna, Idaho 83634 and the name of the initial registered agent at this address is: James A. Przybilla.

ARTICLE V

Purposes

The purposes for which the Corporation is organized and will be operated are as follows:

- A. The Corporation is organized exclusively to engage in charitable activities related to the improvement of health.

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- B. 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 therefor, or a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time ("Section 501(c)(3)") 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 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 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 Members

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. All members of the Corporation must be organized and operated for the provision of healthcare-related services, must be exempt from taxation under Section 501(c)(3), and must possess such other qualifications as may be specified in the bylaws.

ARTICLE VIII Board of Directors

The affairs of the Corporation shall be governed by its Board of Directors. The number of Directors serving on the Board of Directors shall be equal to the number of members of the Corporation. Each Director of the Corporation shall, at all times, be appointed by a member of the Corporation. Other than the Directors constituting the initial

Board of Directors, who are designated in these Articles, the Directors shall be appointed by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

NAME	ADDRESS
Jim Henshaw	Gooding County Memorial Hospital 1120 Montana Street Gooding, ID 83330
Susan McGough	Memorial Hospital P.O. Box 550 Weiser, ID 83672
Chuck Pomeroy	St. Luke's Regional Medical Center 190 East Bannock Boise, ID 83701
Ed Rees	Idaho Elks Rehabilitation Hospital P.O. Box 1100 Boise, ID 83701
Jon Moses	Wood River Medical Center P.O. Box 86 Sun Valley, ID 83353

ARTICLE IX Membership Dues

Membership dues may be charged to all members in equal amounts or in different amounts or proportions upon different members, and some members may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X
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 Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to organizations engaged in the promotion of health and exempt from taxation under Section 501(c)(3), 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.

ARTICLE XI
Incorporator


The name and street address of the incorporator is:

Gabrielle Lessard
HAWLEY TROXELL ENNIS & HAWLEY LLP
877 Main Street, Suite 1000
Boise, ID 83701-1617

ARTICLE XII
Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 13th day of August, 1998.

By 
Incorporator