

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CARIBOU MEMORIAL HOSPITAL FOUNDATION, INC.

File number C 108619

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 CARIBOU 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: December 19, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonny Herold*

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OF

CARIBOU MEMORIAL HOSPITAL FOUNDATION, INC.

IDHO SECRETARY OF STATE
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CX #: 2293 CUST# 25195
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I, the undersigned Incorporator, for the purpose of forming a corporation under and pursuant to Title 30, Chapter 3, of the Idaho Code, do hereby certify the following:

I.

NAME

The name of the corporation shall be: CARIBOU MEMORIAL HOSPITAL FOUNDATION, INC.

II.

NON-PROFIT

This corporation is a non-profit corporation.

III.

DURATION

The period of its duration is perpetual.

IV.

MEMBERSHIP

This corporation shall have members whose classification, manner of election, qualification, and rights shall be in accordance with its bylaws.

V.

PURPOSES

This corporation is organized and at all times hereafter shall be operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. More specifically this corporation is organized and at all times hereafter shall be operated exclusively for the benefit of Caribou Memorial Hospital, with its principal place of business in Soda Springs, Idaho. This corporation shall coordinate all fund development programs on behalf of Caribou Memorial Hospital and shall be empowered to receive donations of every nature for Caribou Memorial Hospital. This corporation shall administer funds thus received and the income therefrom where endowment funds are received, to Caribou Memorial Hospital, all in a manner responsive to the needs of Caribou Memorial Hospital.

VI.

POWER AND AUTHORITY

This corporation shall have power and authority to engage in and to do any lawful act concerning any and all lawful business for which non-profit corporations may be organized under the Idaho Code.

Notwithstanding any other provisions of these Articles

of Incorporation, the corporation shall not carry on any activity not permitted to be carried on:

- (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code; or
- (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

No substantial 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 distributing of statements), any political campaign on behalf of any candidate for public office.

VII.

COMPENSATION

No member of the Board of Directors shall receive any compensation for his or her services as a member of the Board of Directors, but the corporation may pay reasonable compensation to any person, including a member of the Board of

Directors, for other services actually rendered to the corporation.

VIII.

DISSOLUTION

The dissolution of this corporation shall be conducted in accordance with and be governed by the provisions of the Idaho Code as now or hereafter specified, with the precise details thereof to be as specified in the bylaws of the corporation. In the event of the termination or dissolution of this corporation for any reason whatsoever, its remaining assets, if any, shall be distributed to Caribou Memorial Hospital or to such other organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code engaged in furnishing hospital and medical care as the Board of Directors may direct if at such time Caribou Memorial Hospital has, for reasons beyond the control of this corporation, lost its Federal income tax exemption, substantially failed or abandoned its operation, or been dissolved.

IX.

REGISTERED AGENT AND OFFICE

The location and post office address of the registered office of this corporation in the State of Idaho shall be 300 S 3rd W, Soda Springs, ID 83276. The registered agent

of the corporation at that address is the Administrator of Caribou Memorial Hospital. The present Administrator of Caribou Memorial Hospital is Arthur J. Phillips.

X.

INCORPORATOR

The name and street address of the Incorporator is:

Frank H. Chadwick
390 S 2nd W
Soda Springs, ID 83276

XI.

MANAGEMENT

Management shall be vested in a Board of Directors consisting of five Directors to be elected in accordance with the bylaws of this corporation.

XII.

BOARD OF DIRECTORS

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

Kent Corbett	Michelle Thomsen
P.O. Box 301	150 E 4th S
Grace, ID 83241	Soda Springs, ID 83276

Frank Chadwick	Craig Harlen
390 S 2nd W	1762 Cedar View Road
Soda Springs, ID 83276	Soda Springs, ID 83276

Terry Rindlisbaker
1770 Jorgensen Road
Bancroft, ID 83217

The terms of office of this initial Board of Directors shall continue until their successors are duly elected.

XIII.

OFFICERS

The officers of this corporation shall consist of a President, Vice-President, Secretary and Treasurer. Any two of the offices, except those of President and Secretary, may be held by the same person.

XIV.

BYLAWS

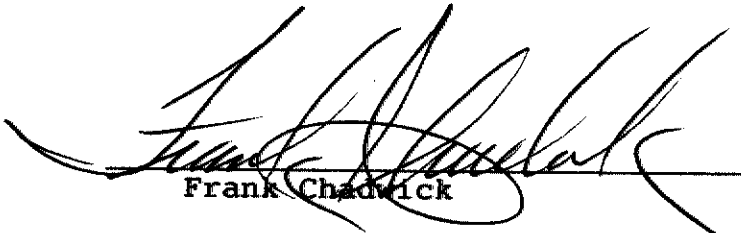
The Board of Directors of this corporation shall have the sole power to adopt, alter, amend or repeal the bylaws of this corporation. The bylaws of the corporation may contain any provisions for regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

XV.

AMENDMENTS

These Articles of Incorporation may be amended at any annual meeting of the Class I Members, upon a two-thirds vote.


DATED this 26th day of September, 1994.


Frank Chadwick

STATE OF IDAHO)
) SS.
County of Caribou)

On this 26th day of September, 1994, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared FRANK CHADWICK, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for the State of Idaho
Residing at Soda Springs