

**Rural Idaho and Mountain West Primary Care Fund, Inc.  
Articles of Incorporation**

For Office Use Only

**-FILED-**

File #: 0003625303

Date Filed: 9/19/2019 2:03:00 PM

The articles of incorporation of Rural Idaho and Mountain West Primary Care Fund, Inc. ("Foundation") are as follows:

**1. Name and Purpose.**

**1.1 Name.** The Foundation's name is "Rural Idaho and Mountain West Primary Care Fund, Inc."

**1.2 Purpose.** The Foundation is a non-profit corporation formed exclusively for charitable and educational purposes related to the expansion of medical education and rural healthcare.

**2. Organizational Requirements for Federal Tax Exemption.**

**2.1 Limitations on Activities.** The Foundation shall engage exclusively in charitable and education activities within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (references in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time). Notwithstanding any other provision hereof, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of section 501(c)(3) of the Code. No part of the income or net earnings of the Foundation shall inure to the benefit of, or be distributable to, any member, director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Foundation by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no member, director or officer of the Foundation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Foundation or otherwise.. No substantial part of the Foundation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Foundation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

**2.2 Private Foundation.** The Foundation shall comply with Idaho Code § 30-30-105 or the corresponding section of any future Idaho law in any period during which the Foundation is a "private foundation," as defined Section 509 of the Internal Revenue Code, or the corresponding section of any future federal tax law.

**2.3 Dissolution.** If the Foundation dissolves and any assets remain after the Foundation's liabilities are paid, the Foundation's board of directors shall distribute the

remaining assets either (a) to one or more exempt organizations of the kind described in section 501(c)(3) of the Code, or (b) for a public purpose to a federal, state, or local governmental unit or subdivision.

### 3. **Governance.**

3.1 **Members.** The Foundation has no members.

3.2 **Bylaws.** The Bylaws shall provide for the governance and regulation of the internal affairs of the Foundation, including amendment of the Bylaws.

3.3 **Directors.** As further provided in the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation managed under the direction of, the Foundation's Board of Directors ("**Board**"). The number of directors serving on the Board shall be fixed in accordance with the Bylaws. The directors shall be elected by the existing directors of the Foundation in the manner and for the terms provided in the Bylaws.

### 4. **Limitation of Liability.**

4.1 **Directors.** No director of the Foundation will be personally liable to the Foundation for monetary damages for any action taken, or any failure to take any action, as a director except liability for: (a) the amount of a financial benefit received by a director to which the director is not entitled; (b) an intentional infliction of harm on the Foundation or the members; (c) approval of a distribution or dividend in violation of a statutory restriction, or (d) an intentional violation of criminal law.

4.2 **Officers.** No officer of the Foundation will be personally liable to the Foundation for monetary damages for any action taken, or any failure to take any action, as an officer except for liability for: (a) the amount of a financial benefit received by an officer to which the officer is not entitled; (b) an intentional infliction of harm on the Foundation or the members; or (c) an intentional violation of criminal law.

### 5. **Indemnification.**

5.1 **Mandatory Indemnification.** The Foundation shall indemnify and advance expenses to any director, officer or other person to the fullest extent of the law for any action taken, or any failure to take any action, as a director, officer or agent of the Foundation, except liability for: (a) the amount of a financial benefit received by the person to which the person is not entitled; (b) an intentional infliction of harm on the Foundation or the members, if any; (c) approval of a distribution or dividend in violation of a statutory restriction, or (d) an intentional violation of criminal law.

5.2 **Additional Indemnification.** In addition to the Foundation's indemnification obligations under Section 5.1, the Bylaws may oblige or permit the Foundation to provide broader indemnification rights to any person.

5.3 **Interpretation.** Notwithstanding any other provision of these Articles of Incorporation or the Bylaws, the Foundation shall not indemnify or advance expenses to any person if the Board determines that the indemnification or advancement of expenses is likely to violate, or result in a tax, penalty, or other sanction under, any tax law, regulation, or rule. If these Articles of Incorporation or the Bylaws are amended or repealed to restrict indemnification rights, then the broader indemnification rights that existed before the repeal or amendment will govern claims for indemnification that concern events that occurred before the amendment or repeal.

6. **Amendments.** These Articles of Incorporation may be amended only with the affirmative vote of a majority of the Board.

7. **Registered Agent.** The Foundation's registered agent is National Registered Agents, Inc. The registered agent's address is 921 S. Orchard Street, Suite G, Boise, Idaho 83705.

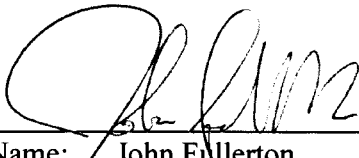
8. **Initial Directors.** The names and addresses of the Foundation's initial board of directors are as follows:

Tracy J. Farnsworth  
1401 E. Central Drive  
Meridian, ID 83642

Charlene Maher  
3000 E. Pine Avenue  
Meridian, ID 83642

Chester (Chet) Burrell  
1401 E. Central Drive  
Meridian, ID 83642

9. **Incorporator.** The name, address, and signature of the Foundation's sole incorporator is set forth below.

  
\_\_\_\_\_  
Name: John Fullerton  
Address: 1401 E. Central Drive  
Meridian, ID 83642

Date: September 19, 2019