



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**THE IDAHO CHAPTER OF THE AMERICAN COLLEGE OF PHYSICIANS, INC.**

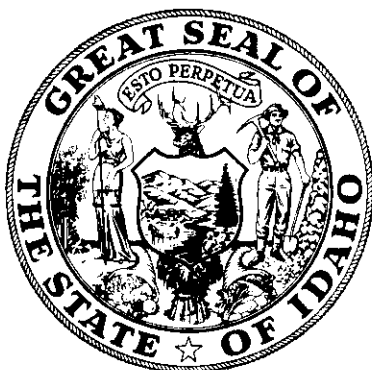
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**THE IDAHO CHAPTER OF THE AMERICAN COLLEGE OF PHYSICIANS, 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 24, 19 81.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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Corporation Clerk

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THE IDAHO CHAPTER OF '81  
THE AMERICAN COLLEGE OF PHYSICIANS, INC.

SECRETARY OF STATE  
ARTICLES OF INCORPORATION  
SECRETARY OF STATE

In compliance with the requirements of the laws of the State of Idaho, the undersigned, desiring to form a non-profit corporation, does hereby certify:

1. The name of the Corporation is:

THE IDAHO CHAPTER OF THE AMERICAN COLLEGE  
OF PHYSICIANS, INC.

2. The location and post office address of the initial registered office of the Corporation is c/o Charles D. Steuart, M.D., 848 La Cassia, Boise, Idaho, 83705.

3. The objects and purposes for which the Corporation is formed are to organize those members of the American College of Physicians, a Delaware corporation, eligible for membership in the Corporation as defined in its Bylaws in order to further the objects and purposes of the American College of Physicians; and to engage in any activity concerning or relating to any lawful educational purpose for which non-profit corporations may be incorporated under the Idaho Non-profit Corporation Act of the State of Idaho. The Corporation does not contemplate, and its activities shall not result in, pecuniary gain or profit, incidental or otherwise, to its members.

4. The Corporation shall have perpetual existence.

5. The name, place of residence and post office address of the incorporator, who is of full age, is as follows:

Charles D. Steuart, M.D.  
848 La Cassia  
Boise, Idaho 83705

6. The business and affairs of the Corporation shall be managed by a Board of Directors denominated as its "Council," the members of which shall be elected in the manner set forth in, and their numbers, qualifications, powers and duties shall be fixed and governed by, the Bylaws of the Corporation. The first Council shall consist of the following seven members:

Charles D. Steuart, M.D., 848 La Cassia, Boise, Idaho, 83705  
Maurice Burkholder, M.D., 848 La Cassia, Boise, Idaho, 83705  
Paul F. Miner, M.D., 1333 W. Jefferson Street, Boise, Idaho, 83702  
C. C. Johnson, M.D., 425 W. Bannock, Boise, Idaho, 83702  
Ben Kreilkamp, M.D., P. O. Box GG, Ketchum, Idaho, 83340  
Mason Wilkins, M.D., 215 East Hawaii Avenue, Nampa, Idaho, 83651  
James Harmmarsten, M.D., c/o Veterans Administrative Hospital,  
5th & Fort Street, Boise, Idaho, 83702

7. The Council is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

8. Elections of Council members need not be by written ballot unless the Bylaws of the Corporation shall so provide.

9. At all meetings of members, those members entitled to vote shall vote in person or by proxy.

10. The Corporation is organized on a non-stock basis and shall have no authority to issue shares of capital stock. All conditions, qualifications, requirements, privileges and regulations as to membership in the Corporation, including voting rights, shall be fixed and governed by the Bylaws of the corporation.

11. Anything contained herein to the contrary notwithstanding the Corporation is organized exclusively for educational purposes as such purposes are defined by Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding section of any future Internal Revenue Law of the United States). No part of the net earnings of the Corporation shall inure to the benefits of any individual and no member, Council member, officer or employee of the Corporation shall receive any pecuniary benefits of any kind except reasonable compensation for services in effecting the corporate purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Any provision of law to the contrary notwithstanding, the Corporation may not merge or consolidate with any corporation which is not an exempt organization as defined in Section 501(c) (3) of the Internal Revenue Code of 1954, or its successor provisions.

In the event the Corporation is dissolved and liquidated the Council shall, after paying or making provisions for paymnt of all of the liabilities of the Corporation, distribute the corporate property and assets to such organization or organizations as in their judgment have purposes most closely allied to those of this Corporation; provided, however, that the transferee organization or organizations shall then be qualified tax-exempt within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, or its successor provisions, and shall also be an organization or organizations, contributions to which are deductible under Section 170, 2055 and 2522 of the Internal Revenue Code of 1954, or successor provisions. Any of the property or assets not so distributed shall be disposed of by the court having jurisdiction of the dissolution and liquidation of an Idaho non-profit corporation exclusively to such organization or organizations as are then qualified tax-exempt as defined above.

IN WITNESS WHEREOF, The Incorporator has signed these Articles of Incorporation this 19 day of January, 1981.

  
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CHARLES D. STEUART, M.D.