

97334

# State of Idaho

## Department of State

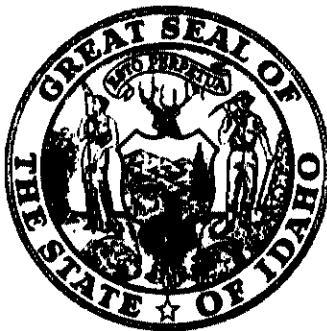
### CERTIFICATE OF INCORPORATION OF

HEALTHY MOTHERS, HEALTHY BABIES COALITION OF IDAHO, 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 HEALTHY MOTHERS, HEALTHY BABIES COALITION OF IDAHO, 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: January 15, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Sheryl Bellines*

Corporation Clerk

RECEIVED  
SEC. OF STATE  
ARTICLES OF INCORPORATION  
'92 JAN 15 AM 8 30

OF  
HEALTHY MOTHERS, HEALTHY BABIES COALITION OF IDAHO, INC.

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned have this day voluntarily joined together and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the state of Idaho, Title 30, Chapter 3, Idaho Code, for the purposes hereinafter stated:

I

The name of this corporation shall be Healthy Mothers, Healthy Babies Coalition of Idaho, Inc.

II

The term for which this corporation shall exist shall be perpetual.

III

The name and post office address of the initial registered agent of this corporation shall be Susan Curtis, 103 West State Street, Boise, Idaho 83702, (208) 386-2213.

IV

The objects and purposes for which this corporation is formed shall be and are exclusively charitable and educational, as those terms are used in Section 501(c)(3), Internal Revenue Code of 1954 as amended, such objects and purposes being:

(1) To provide a forum for sharing recent advances in perinatal medicine, with emphasis on improving health care and promoting the healthy of mothers and children in Idaho.

(2) To enter into such contracts and to incur such obligations as are consistent with its powers, objects, and purposes, but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

(3) It is intended that this corporation shall qualify as a charitable and educational corporation, exempt from taxation and particularly federal income taxation under Section 501(c)(3), Internal Revenue Code of 1954 as amended.

(4) All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to charitable and educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution or

otherwise, shall inure to the benefit of any private person or individual or any corporation organized and operated exclusively for charitable or educational purposes, the principal functions of which are the providing of hospital or medical care, research and education and which is exempt from taxation, and particularly federal income taxation.

(5) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

(6) It is the intention of the incorporators hereof that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objectives hereinabove enumerated, or incidental to the purposes and objects hereinafter named, and which are permitted under the laws of the state of Idaho under which this corporation is organized, to the same extent and as fully as a natural person might or could do; provided, that this corporation shall not have the power to conduct, and shall not conduct, activities not in furtherance of charitable or educational purposes as those terms are used in Section 501(c)(3), Internal Revenue Code of 1954 as amended.

#### V

The governing body of this corporation shall be managed and conducted by a Board of Directors of all persons accepted for membership, the exact number of persons to serve on such Board to be specified in the bylaws.

#### VI

The Board of Directors of this corporation may meet and transact the business hereof either at the principal place of business herein designated, or at such other place as may be designated by resolution of the Board of Directors.

#### VII

The bylaws of this corporation may be repealed, amended, altered or new bylaws adopted at any annual meeting, or at any special meeting of the Board of Directors called for that purpose, by a vote representing not less than a majority of the board members, or by the written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, or a majority of the board members, which written consent may be in more than one

instrument.

VIII

This corporation is formed without capital stock. Membership certificates shall be issued to each member, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation except by approval of the board of directors and under such regulations as the bylaws may prescribe. The voting power, rights or interest of each member shall be equal and no member can have or acquire a greater interest herein than any other member.

IX

and initial directors  
The names and addresses of the incorporators/hereof are as follows:

<u>Name</u>	<u>Address</u>
Judith Reppell	4948 Kootenai Street Boise, Idaho 83705
Susan Curtis	103 West State Street Boise, Idaho 83702
SeAnne Safai	450 West State Street Boise, Idaho 83720
Laura Thomas	1365 North Orchard Suite 203 Boise, Idaho 83706

DATED this 9 day of December, 1991.

Judith Reppell  
Susan Curtis  
Laura Thomas  
SeAnne Safai