

FILED/EFFECTIVE

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# ARTICLES OF INCORPORATION

OF

## MOUNTAIN FAMILY HEALTH FOUNDATION, INC.

The undersigned, acting as the incorporator of MOUNTAIN FAMILY HEALTH FOUNDATION, INC., a non-profit corporation ("the Foundation"), organized under and pursuant to the Idaho Non-Profit Corporation Act, Chapter 3, Title 30, Idaho Code ("the Act"), adopts the following Articles of Incorporation for the Foundation.

1. NAME: The name of the Foundation is MOUNTAIN FAMILY HEALTH FOUNDATION, INC.

2. NON-PROFIT STATUS: The Foundation is a non-profit corporation.

3. PERIOD OF DURATION: The duration of the Foundation is perpetual.

4. MAILING ADDRESS, INITIAL REGISTERED OFFICE AND AGENT: The mailing address and initial registered office of this Foundation shall be 1530 E. Featherview Drive, Eagle, Idaho, and the name of the initial registered agent is Eric LaPrade.

5. PURPOSES: The Foundation is organized and will be operated exclusively for charitable, educational or scientific purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, without limitation, making distributions to organizations that qualify as tax exempt under such Section 501(c)(3). For such purposes, the Foundation may only engage in lawful activities:

(a) To provide financial assistance to non-allopathic, non-traditional health care professionals to help them: (i) pursue their educations in health care; and (ii) conduct scientific research concerning naturopathic and related non-allopathic methods for the preservation and restoration of physical health.

(b) To finance programs for educating the public concerning naturopathic and related non-allopathic methods for the preservation and restoration of physical health.

(c) To provide financial assistance to individuals in need of naturopathic and related non-allopathic health services, but without the financial resources necessary to procure such services.

(d) To exercise all powers granted by Idaho law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of

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IDaho SECRETARY OF STATE

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money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Foundation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under Section 501(c)(3) of the Internal Revenue Code or the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do as a tax exempt entity.

6. LIMITATIONS:

(a) No part of the income of the Foundation shall inure to the benefit of, or be distributable to its members, directors or officers, or to any particular individual, except that the Foundation 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 these Articles.

(b) The Foundation may not act in a manner which results in taxes or penalties under Sections 4941 through 4945 of the Internal Revenue Code.

(c) The Foundation may not carry on propaganda nor attempt to influence litigation, except as provided by Section 501(h) of the Internal Revenue Code.

7. NO MEMBERS: The Foundation shall not have any members.

8. BOARD OF DIRECTORS: The affairs of the Foundation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than nine (9) individuals. The actual number of Directors shall be fixed by the Bylaws of the Foundation. Other than the initial Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors of the Foundation in the manner and for the term provided in the Bylaws of the Foundation.

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

<u>Name</u>	<u>Address</u>
Eric LaPrade	1530 E. Featherview Drive, Eagle, Idaho 83616
Don Miller	4418 W. Emerald, Boise, Idaho 83706
Ken Nyman	1001 N. 18 <sup>th</sup> Street, Boise, Idaho 83702

9. **DISTRIBUTION ON DISSOLUTION:** Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all the assets of the Foundation consistent with the purposes of the Foundation to such organization or organizations as shall at that time qualify as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Foundation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Foundation.

10. **INCORPORATOR.** The name and address of the Incorporator is Eric LaPrade, 1530 E. Featherview Drive, Eagle, Idaho 83616.

11. **BYLAWS.** Provisions for the regulation of the internal affairs of the Foundation shall be set forth in the Bylaws. The Board of Directors of the Foundation shall be authorized to amend the Foundation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

12. **STANDARDS FOR DIRECTORS, OFFICERS AND COMMITTEE MEMBERS.** A director, officer or committee member shall discharge his/her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner that the director, officer or committee member reasonably believes to be in the best interest of the Foundation.

In discharging these duties, the director, officer or committee member is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the Foundation whom the director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or (c) a committee of the Board which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits competence.

A director, officer or committee member is not acting in good faith if he/she has knowledge concerning the matter in question that makes reliance otherwise permitted above unwarranted.

A director, officer or committee member is not liable to the Foundation, any member or any other person for any action taken or not taken as a director, officer or committee member, if he/she acted in compliance with this section.

DATED this 30<sup>th</sup> day of January, 2001.

Eric LaPrade  
Eric LaPrade

CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF IDAHO                    )  
  )ss.  
County of Ada                    )

On this 30 day of January, 2001, before the undersigned, a Notary Public, personally appeared Eric LaPrade, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same as Incorporator of MOUNTAIN FAMILY HEALTH FOUNDATION, INC.

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

[Signature]  
Notary Public for Idaho  
Residing at Boise  
My commission expires: 3/5/2003