

FILED EFFECTIVE

ARTICLES OF INCORPORATION

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OF

STATE OF IDAHO

**SELECT Medical Network of Idaho, Inc.
An Idaho Nonprofit Corporation**

The undersigned, acting as incorporator of a nonprofit corporation ("corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code ("Act"), adopt the following Articles of Incorporation for the corporation.

ARTICLE I

Name of the corporation: **SELECT Medical Network of Idaho, Inc.**

ARTICLE II

The corporation is a nonprofit corporation. The corporation shall have no capital stock and no shares of stock in the corporation shall be issued. The period of duration of the corporation shall be perpetual.

ARTICLE III

This corporation shall have members. The classes, qualifications, rights, limitations and obligations of the members shall be as specified in the Bylaws.

ARTICLE IV

This corporation may be dissolved in accordance with the statutes of the State of Idaho. Upon dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to its members, to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this corporation, and described in Section 501 (c) (4) of the Internal Revenue Code of 1986, or to the State of Idaho or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to an executory or special limitation, and such property, upon dissolution of this corporation, shall be disposed of in accordance with the provisions of this article.

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transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE V

The purpose for which this corporation is organized is to provide an organized system for the coordination, delivery and provision of certain comprehensive health care services, and to otherwise engage in any lawful business for which nonprofit corporations may be incorporated pursuant to the Act. The corporation shall have and may exercise all of the powers, rights and privileges that corporations organized pursuant to the Act may have and exercise.

ARTICLE VI

The management and direction of the business of this corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation. Any action, other than an action requiring membership approval, may be taken by the Board of Directors by written action signed by all of the members of the Board; provided such action is evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes filed with the records of this corporation.

The initial Board of Directors shall have four (4) members, each of whom shall serve until the initial meeting of the corporation's members and until his or her successor has been elected and qualified. The names and addresses of the persons constituting the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Geoffrey N. Swanson, MD	520 South Eagle Road, Suite 1241, Meridian, ID 83642
Robert M. Franklin, MD	1703 Hill Road, Boise, ID 83702
Roger L. Stagg, MD	190 East Bannock, Boise, ID 83712
Steven W. Drake	190 East Bannock, Boise, ID 83712

ARTICLE VII

The personal liability of the Directors to the corporation for monetary damages for breach of fiduciary duty as a Director shall be limited to the fullest extent permitted under the Act.

ARTICLE VIII

The corporation shall indemnify its directors and officers, employees and agents from and against all liability and expenses to the full extent permitted by the Act.

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ARTICLE IX

These Articles of Incorporation may be amended from time to time in the manner provided by Act.

ARTICLE X

The name and address of the corporation's initial registered agent and office shall be Geoffrey N. Swanson, MD, 520 South Eagle Road, Suite 1241, Meridian, Idaho 83642.

ARTICLE XI


The name and address of the incorporator is:

Geoffrey N. Swanson, MD
520 South Eagle Road, Suite 1241
Meridian, Idaho 83642

ARTICLE XII

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws.

DATED this 11 day of December, 2002.



Geoffrey N. Swanson, MD
Incorporator