

State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

ST. LUKE'S HOSPITAL WOMEN'S AUXILIARY, INC.

was filed in the office of the Secretary of State on the **Thirteenth** day of **August**, A. D. One Thousand Nine Hundred **Sixty-four** and is duly recorded on Film No. **129** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **13th** day of **August**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

ST. LUKE'S HOSPITAL WOMEN'S AUXILIARY, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, MRS. BILL SMITH, MRS. HAMER BUDGE, MRS. RICHARD B. SMITH, MRS. GEORGE COOKE, MRS. GORDON SMITH and MRS. BART BRASSEY, each being persons over twenty-one years of age, residents of the State of Idaho, and citizens of the United States, associate ourselves together with the intention of forming a non-profit cooperative association under and by virtue of the powers conferred by Title 30, Chapter 10, of the Idaho Code, and we hereby certify, resolve and adopt the following articles of incorporation:

I.

The name of this association shall be "St. Luke's Hospital Women's Auxiliary, Inc."

II.

The nature, objects, purposes and powers of this organization shall be:

(a) To associate together persons interested in advancing and promoting the interests of St. Luke's Hospital of Boise, Idaho, and the patients thereof;

(b) To cooperate with the Board of Directors of St. Luke's Hospital in advancing the interests of St. Luke's Hospital and its patients.

(c) To foster just pride in the personnel and membership of this association and promote and sponsor activities and programs beneficial to St. Luke's Hospital and its patients.

(d) To acquire property by gift, purchase or devise and to hold and dispose of the same;

(e) To construct, hold, buy, sell and exercise all privileges of ownership over such real and personal property as may be necessary and convenient for the purpose of this association or for the operation and conduct of any business in operating this association or incidental thereto;

(f) To levy assessments in the manner and amount as may be provided in the By-Laws of this association or by the laws of the State of Idaho;

(g) To borrow money from any person, firm or corporation and to issue notes, bonds, debentures or any other obligation of this association from time to time therefor, and for any of the purposes or objects of this association, and to secure the payment of the same by mortgage, pledge, deed of trust, hypothecation, or other lawful means;

(h) To appoint such officers, employees and agents as the business of the association may require and to allow them compensation;

(i) To make By-Laws for the regulation and conduct of the affairs of the association and the management of its business;

(j) To enter into contracts or obligations of any type or kind essential, necessary, proper or convenient to the transaction of the affairs of the association or for the purposes of the association;

(k) To do each and every thing and all acts necessary, suitable, expedient or proper for the accomplishment of any one or more of the purposes, for the attainment of any one or more of

the objects herein enumerated, or in the interest or to the benefit of this association; to contract accordingly; and in addition, to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which this association is organized or incidental to the activities in which it is engaged; and in addition, any other rights, powers and privileges granted by the laws of the State of Idaho to any corporation, except such as are inconsistent with Title 30, Chapter 10, Idaho Code;

(1) Pecuniary profit is not an object of this corporation.

III.

The period of this corporation's duration is perpetual.

IV.

The post office address of the principal office for the transaction of business of this association shall be St. Luke's Hospital, Boise, Ada County, Idaho; and said principal office shall be located at St. Luke's Hospital, Boise, Idaho.

V.

The number and qualifications of members and the terms and conditions of membership shall be as prescribed in the By-Laws hereof.

VI.

The Board of Directors of this association shall consist of thirteen (13) members, who shall be chosen as prescribed in the By-Laws and Articles of Incorporation. The members of the Board of Directors shall be constituted and chosen as follows: ten (10) members will be elected, and the continuity of the Board of Directors shall be maintained by the outgoing President of the

association, at the conclusion of his term of office, automatically becoming a member of the Board of Directors for a one (1) year term. The term of office for the ten (10) elected members shall be for one (1) year or until their successors are elected and qualified. The administrator of St. Luke's Hospital and the coordinator of volunteers of St. Luke's Hospital shall be ex-officio members of the Board of Directors. Vacancies in the Board of Directors for any cause shall be filled by the nominating committee choosing from among the duly authorized members a Director to fill the unexpired term. The incorporators hereof shall serve as the Board of Directors of this association until a Board of Directors is chosen as prescribed in these Articles and the By-Laws of the association. Upon election and qualification of the ten (10) elected members, five (5) of their number will automatically assume and hold the offices of President, First Vice-President, Second Vice-President, Secretary and Treasurer, the particular office held by each to be designated by a majority of the members of the association.

VII.

The Secretary shall send notice in writing of all meetings duly called to all members whose names appear on the rolls of the association not less than ten days prior to the date of such meetings. Notice shall be mailed to the last known post office address of each member. The purpose or purposes of special meetings shall always be stated in the notice.

VIII.

The rights and interests of all members of the association shall be equal, and no member can have or acquire a greater

interest therein than any other member. The association shall not issue any capital stock, but shall issue membership certificates to each member thereof, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the association, except by resolution of the Board of Directors and under such regulations as the By-Laws may prescribe.

IX.

The names and post office addresses of the incorporators hereof are as follows:

MRS. BILL SMITH
Address: 905 Warm Springs Ave.
Boise, Idaho

MRS. GEORGE COOKE
Address: 1516 So. Owyhee
Boise, Idaho

MRS. HAMER BUDGE
Address: 1602 Warm Springs Ave.
Boise, Idaho

MRS. GORDON SMITH
Address: 325 Mobley Drive
Boise, Idaho

MRS. RICHARD B. SMITH
Address: 701 Wyndemere Drive
Boise, Idaho

MRS. BART BRASSEY
Address: 1008 Glen Haven Place
Boise, Idaho

X.

The private property of the members of this incorporation shall not be liable for its corporate debts.

IN WITNESS WHEREOF, We have made, signed and acknowledged these Articles of Incorporation this 16th day of July, 1964.

Mrs. Bill Smith

Mrs. Hamer Budge

Mrs. George Cooke

Mrs. Gordon Smith

Mrs. Richard B. Smith

Mrs. Bart Brassey

STATE OF IDAHO)
)
County of Ada) ss.

On this 14th day of July, 1964, before me, a Notary Public, personally appeared Mrs. Bill Smith, Mrs. Hamer Budge, Mrs. Richard B. Smith, Mrs. George Cooke, Mrs. Gordon Smith and Mrs. Bart Brassey, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same.

Florence M. Gerard
Notary Public for Idaho
Residing at Boise, Idaho