

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

SUN VALLEY COMMUNITY HOSPITAL ENDOWMENT FUND, INC.

was filed in the office of the Secretary of State on the **twenty-seventh** day of **December** A.D., One Thousand Nine Hundred **seventy-two** and will be ~~microfilm~~ **microfilm** duly recorded on Film No. 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, 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 **Sun Valley, Idaho** in the County of **Blaine**

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 **27th** day of **December**, A.D., 19**72**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
SUN VALLEY COMMUNITY HOSPITAL ENDOWMENT FUND, INC.

KNOW ALL MEN 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 non-profit corporation, §30-117A, ~~Under~~ of the laws of the State of Idaho, for the purposes hereinafter stated:

I.

The name of this corporation shall be Sun Valley Community Hospital Endowment Fund, Inc.

II.

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

III.

The location and post office address of the registered office of this corporation shall be Sun Valley, Blaine County, Idaho.

IV.

The corporation is not formed for pecuniary profit or financial gain. The objects and purposes for which this

corporation is formed shall be and are exclusively charitable, scientific and educational as those terms are used in Section 501(c)(3), Internal Revenue Code, such objects and purposes being:

(1) To receive and maintain a fund or funds of cash monies, or other things of value, tangible or intangible, including but not limited to real and personal property, and, subject to the restrictions and limitations hereinafter set forth, to manage, use and apply the same, including the whole or any part of the income therefrom and the principal thereof, for charitable, scientific and educational purposes, by contributing, applying or expending funds or assets exclusively in the interest and furtherance of bona fide, charitable hospital service and care at and for the community of Sun Valley, Idaho and its environs, including the region and general population groupings currently served by the municipal hospital presently located and licensed at Sun Valley, Idaho, this clause to be construed to include the application and use of such funds for the benefit of said community hospital as a proper and permitted purpose of this corporation, provided, administration of such funds shall be for the sole and express purpose of building, erecting, equipping and maintaining such hospital facilities, and provided further, that if said mentioned municipal hospital at Sun Valley, Idaho, shall at any time reorganize itself, merge or convert into a

district hospital, pursuant to Idaho law, but remaining a charitable institution for the region and of the kind described, such contributions, applications and expenditures may be to such district but, nevertheless, for the sole and express purpose of building, erecting, equipping and maintaining such a facility, as aforesaid; and thereby and in all events advancing the quality of health care available in the said region, and furthering the general welfare of said area by the delivery and development of high quality hospital care and service, by developing and maintaining facilities devoted to the care and treatment of sick, disabled and other appropriate persons, and also serving the surrounding region by providing all patients admitted to the hospital or there treated or provided for with care in keeping with the highest medical and scientific standards reasonably possible.

(2) To hold title, legal or equitable, to property of any nature either in trust or for itself for carrying out of any purpose incidental to its corporate purposes, and to sell or encumber any such property, real or personal.

(3) Consistent with or in furtherance of any of its corporate purposes, to solicit, receive and expend the proceeds of municipal, federal, state or other grants, loans and funds of every kind, charitable gifts and contributions, and devises and bequests.

(4) To enter into such contracts, to make commitments and to incur such obligations as are consistent with its powers, objects and purposes; provided, the private property of the officers, directors and stockholders of the corporation shall be exempt from the debts of the corporation, and no officer, director or stockholder shall be jointly or severally liable or responsible for any debts or liabilities of the corporation on account of such status or conduct incidental to or required by such office, role or status.

(5) It is intended that this corporation shall qualify as a charitable, scientific and educational corporation, exempt from taxation, and particularly Federal Income Taxation, under Section 501(c)(3), Internal Revenue Code of 1954, and any amendments thereto, and these articles shall be so construed in the event of ambiguity or inconsistency.

(6) All of the properties and assets of this corporation shall be and are irrevocably dedicated to charitable, scientific 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 stockholder of this corporation, except as such stockholder may be a corporation organized and operated exclusively

for charitable, scientific or educational purposes, the principal functions of which are the providing of hospital or medical care or medical research and which is exempt from taxation, and particularly the Federal Income Tax pursuant to said Section 501(c)(3) of the Internal Revenue Code of 1954. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or to an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

(7) In the event of 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 the enumerated corporate purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine.

(8) The foregoing clauses shall be construed as purposes, objects and powers, and the enumeration of specific purposes, 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 things necessary, suitable, convenient or proper for the accomplishment of its

purposes, for the attainment of any one or more of its objects hereinabove enumerated, or incidental to its purposes and objects, and which are permitted under the controlling laws under which this corporation is organized and/or functions, to the same extent and as fully as a natural person might or could do; provided, this corporation shall not have the power to conduct, and shall not conduct, activities which are not in furtherance of charitable, scientific or educational purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1954.

V.

The governing body of this corporation, which shall manage and conduct its affairs, shall be a Board of Directors of not less than three (3) persons, the exact number of persons to serve on such Board to be specified by the By Laws.

VI.

The Board of Directors may meet and transact the business of the corporation either at the principal place of business or at such other place as it may designate by resolution.

VII.

The By Laws of this corporation may be repealed, amended, and altered or new By Laws may be adopted at any annual meeting, or at any special meeting of the stockholders called for that purpose, by a vote representing not less than a majority of the outstanding stock, or by the written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, of a majority of the stockholders, which written consent may be in more than one instrument; furthermore, the Board of Directors of this corporation shall have the power to repeal, amend and alter the By Laws of the corporation, and to adopt new By Laws, by vote of not less than a majority of the members of said Board of Directors; provided, the Board of Directors shall not make or alter any By Laws fixing the qualifications, classification, term of office, or compensation of the members of the Board.

VIII.

The capital stock of this corporation shall consist of two hundred and fifty (250) shares of no par,

non assessable, common stock. Certificates of stock shall be issued to members of the Board of Directors of duly licensed, charitable, not for profit hospitals serving Sun Valley, Idaho, and its environs or other tax exempt and immune corporations whose purposes are compatible with the letter and spirit of these Articles.

Each share shall represent membership and each stockholder shall be entitled to vote on the basis of one (1) vote per share. Shares of stock may not be assigned and, upon the termination of the status of a stockholder as a member on a Board of Directors of such duly licensed hospital or other tax exempt and immune corporation, that share shall automatically revert to this corporation by reason of such occurrence and by operation of law without the necessity of return or assignment of the certificate evidencing such occurrence.

IX.

The names and address of the incorporators hereof, and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Catherine Zander	403 E. Washington, Meridian, Idaho	1
Patsy R. Rainey	2215 N. 13th Apt. D, Boise, Idaho	1

NAME

ADDRESS

SHARES

Mary Lane

1810 Edgecliff Terrace,
Boise, Idaho

1

Catherine D. Jenden

Peter K. Raimy

Mary Lane

STATE OF IDAHO)
)
County of) ss.

On this 27 day of December, 1972, before me, the undersigned a Notary Public in and for said State, personally appeared Catherine N. Zander, Patsy R. Rainey, Mary Lane, known to me to be the people whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Charles W. Hsack
Notary Public for Idaho
Residing in Boise, Idaho

(SEAL)