

**ARTICLES OF INCORPORATION
OF
COMMUNITY CARE PLAN OF IDAHO, INC.**

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STATE OF IDAHO

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

Article I Name

The name of the corporation is the Community Care Plan of Idaho, Inc.

Article II Nonprofit Status

The Corporation is a nonprofit corporation.

Article III Period of Duration

The period of duration of this corporation shall be perpetual.

Article IV Registered Office and Agent

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 4948 Kootenai, Suite 205, Boise, ID 83705, and the name of the initial registered agent is Bill Foxcroft.

Article V Purpose

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To promote accessible, affordable, and quality health services. The mission of the corporation is to develop and promote the delivery of accessible health care services that meet the need and improve the health status of the communities served, and make community health participation beneficial for community responsive providers.
- B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including for such purposes,

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the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

- C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

Article VI Limitations

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation 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 Article V hereof. No substantial part of the activities of the Corporation shall be for 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, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII Members

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. The corporation membership shall consist of eligible Community and Migrant Health Centers and other health care providers.

Article VIII Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

1. Hugh Phillips, Executive Director
Valley Family Health Care
1441 NE Tenth Avenue
Payette, Idaho 83661
208 642-9376
2. Lary Lawson, Executive Director
Family Health Services
PO Box 1905
Twin Falls, Idaho 83301
208 734-3312
3. William Eder, MD, Executive Director
Health West, Inc.
PO Box 2377
Pocatello, Idaho 83201
208 232-7862
4. Leslyn Phelps, Executive Director
Glenns Ferry Health Center
PO Box 266
Glenns Ferry, Idaho 83623
208 366-2044
5. Mary Kelly McColl, Executive Director
Planned Parenthood of Idaho
6111 Clinton Street
Boise, ID 83704
208 376-9300
6. Erwin Teuber, Administrator
Terry Reilly Health Services
211 16th Avenue N.
Nampa, Idaho 83687
208 467-4431 X 240

Article IX Membership Dues

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to

make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Article X Distribution on Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations 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 the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article XI Incorporator's

The names and addresses of the incorporator's are:

1. Hugh Phillips, Executive Director
Valley Family Health Care
1441 NE Tenth Avenue
Payette, Idaho 83661

Hugh W. Phillips 6-2-97
Name Date

2. Lary Lawson, Executive Director
Family Health Services
PO Box 1905
Twin Falls, Idaho 83301

Lary Lawson 6-2-97
Name Date


3. William Eder, MD, Executive Director
Health West, Inc.
PO Box 2377
Pocatello, Idaho 83201

William Eder 6/13/97
Name Date

4. Leslyn Phelps, Executive Director
Glenns Ferry Health Center
PO Box 266
Glenns Ferry, Idaho 83623

Leslyn Phelps 6/2/97
Name Date

5. Mary Kelly McColl, Executive Director
Planned Parenthood of Idaho
6111 Clinton Street
Boise, ID 83704

 6/9/97
Name Date

6. Erwin Teuber, Administrator
Terry Reilly Health Services
211 16th Avenue N.
Nampa, Idaho 83687

 June 9, 1997
Name Date

Article XII Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.