

FILED EFFECTIVE

**Articles of Incorporation
of
THE IDAHO PAIN SOCIETY, INC.**

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I

NAME

The name of this organization shall be The Idaho Pain Society, Inc.

ARTICLE II

NONPROFIT CORPORATION

This corporation shall be a not-for-profit corporation. It shall not have or issue shares of stock and shall pay no dividends, and no part of any net earnings shall inure to the benefit of any person.

ARTICLE III

DURATION

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE IV

PURPOSES

The purposes of this corporation shall be:

- A. To serve as the Idaho chapter of The American Academy of Pain Medicine ("AAPM") to pursue excellence in the practice of pain medicine, to maintain a liaison with other professional organizations having similar interests and goals, and to support and foster professional improvement and public education with respect to pain and pain medicine.
- B. To pursue excellence in education as it concerns Pain Medicine and related sciences.
- C. To uphold high principles, policies and practices for the attainment of the best in care for the patient suffering with pain.
- D. To provide communication with other groups with complementary interests.
- E. To develop understanding of the socioeconomic impact of pain and its treatment, in order to develop better approaches to pain patient care and cost containment.
- F. To pursue excellence in the practice of Pain Medicine.
- G. To support the formation of a specialty in Pain Medicine.
- H. To preserve and to achieve the principles and purposes of

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- I. To have and exercise all rights and powers conferred on nonprofit corporations under the laws of Idaho, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.
- J. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under the current Section 501(c)(6) of the Internal Revenue Code and Section 501(c)(6) as may be amended in the future.

ARTICLE V

REGISTERED OFFICE

The location of this corporation shall be 305 W. Jefferson Street, Boise, Idaho, 83702. The registered agent for service of process shall be Sheri Sass.

ARTICLE VI

MEMBERS

SECTION 1. Classes. This corporation shall have members. There shall be two classes of members of this corporation: Regular Members and Associate Members.

SECTION 2. Qualifications. Regular Members shall be physicians and surgeons licensed or eligible for licensure in the state of Idaho pursuant to Idaho Code Title 54, Chapter 18, or psychologists licensed or eligible for licensure in the state of Idaho pursuant to Idaho Code Title 54, Chapter 23. Membership must be approved by the Board of Directors. Members shall support the purposes of this corporation as stated in Article IV. Each Regular Member shall be entitled to one vote on any issue or matter submitted to or required to be submitted to a vote of the membership. Associate Members are organizations, individuals, firms, corporations or other entities which pay associate membership fees. Associate Members have no voting privilege and shall not be eligible to hold any office or serve on the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of:

Richard DuBose, M.D.	305 w. Jefferson Street, Boise, Idaho 83702
Monte Moore, M.D.	305 w. Jefferson Street, Boise, Idaho 83702
James Morland, M.D.	305 w. Jefferson Street, Boise, Idaho 83702

who shall serve until their successors are duly elected or appointed in accordance with the Bylaws.

ARTICLE VIII
ASSESSMENTS

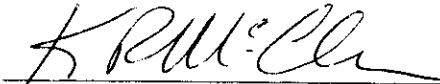
Assessments shall be levied upon Regular Members in amounts prescribed by the Board of Directors. Assessments shall be levied upon Associate Members in different amounts as prescribed by the Board of Directors. The Board of Directors is hereby authorized to fix the amount of dues, the intervals and the methods of payment.

ARTICLE IX
DISSOLUTION OR LIQUIDATION DISTRIBUTION

Upon termination or dissolution of the corporation, if there shall be any balance of assets and funds of the corporation after the payment or provision for all debts of the corporation and the necessary expenses of liquidation, the Board of Directors shall distribute such funds or assets in accordance with the applicable Idaho Nonprofit Corporation Act.

[end of text]

The undersigned, being the sole incorporator of the Idaho Pain Society, Inc., whose address is 601 West Bannock Street, Boise, Idaho 83702, has executed these Articles of Incorporation this 22nd day of February, 2005.


Kenneth R. McClure, Incorporator