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SECRETARY OF STATE
STATE OF IDAHO**ARTICLES OF INCORPORATION****OF****IDAHO MEDICAL ASSOCIATION FOUNDATION, INC.****KNOW ALL PERSONS BY THESE PRESENTS:**

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the state of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code (the "Act"), does hereby certify, declare and adopt the following Articles of Incorporation ("Articles"):

ARTICLE I
NAME

The name of the corporation shall be IDAHO MEDICAL ASSOCIATION FOUNDATION, INC. (the "Corporation").

ARTICLE II
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (the "IRC"), including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the IRC. Specifically, the Corporation shall only engage in activities designed to promote the science and art of medicine and enhance the well being of the people of the state of Idaho by improving the quality and accessibility of healthcare in the state of Idaho. Subject to the limitations set forth in Article IX of these Articles, such activities may include, but are not limited to, the following:

- A. Provide medical education financial assistance to full-time medical students who were raised and/or completed at least two years of high school in Idaho and Idaho based medical residents, either directly or through any Idaho based or affiliated medical education institution or program.
- B. Recruit and encourage qualified physicians to practice in Idaho.
- C. Assist medical professionals with improving the quality and accessibility of healthcare.

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D. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value.

E. To transact any and all lawful business, consistent with the purposes stated above, for which nonprofit corporations may be incorporated under the laws of the state of Idaho, as they may be amended from time to time.

Nothing herein 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 III BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) and not more than twelve (12) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. The Board of Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The initial Board of Directors will consist of five (5) members whose names and street addresses are as follows:

	<u>Name</u>	<u>Address</u>
1.	David F. Schmitz, MD	777 North Raymond Street Boise, Idaho 83704
2.	Lawrence L. Knight, MD	5181 N Lakemont Lane Boise, Idaho 83706
3.	Patrice Burgess, MD	10255 W Overland Boise, Idaho 83709
4.	Howard E. Adkins, MD	2651 S. Stony Fork Way Boise, Idaho 83706
5.	Susie Pouliot	PO Box 2668 Boise, Idaho 83701

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the County of Ada, City of Boise, State of Idaho. The name of the registered agent and the physical address of the initial registered office is as follows:

Registered Agent

Susie Pouliot

Registered Office

305 West Jefferson
Boise, Idaho 83701

ARTICLE V
INCORPORATOR

The name and physical address of the incorporator of the Corporation is as follows:

Incorporator's Name

Susie Pouliot

Address

P.O. Box 2668
Boise, Idaho 83701

ARTICLE VI
MEMBERS

The Corporation shall have no members.

ARTICLE VII
NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE VIII
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IX
LIMITATIONS

No part of the net earnings of 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 II hereof. Except as permitted under Section 501(h) of the IRC (for any period such provision applies to the Corporation), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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 provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, as amended from time to time.

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 the time qualify as exempt organizations under Section 501(c)(3) of the IRC 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI BYLAWS

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

DATED this 7th day of July, 2010.

Susie Pouliot
Susie Pouliot, Incorporator