

FILED EFFECTIVE

**RURAL CONNECTION, INCORPORATED
AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

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Rural Connection, Incorporated. 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 which were amended and restated on July 7, 2007 by a unanimous vote of the Rural Connection Board of Directors ("Articles").

Article 1. Name:

The name of the organization shall be: Rural Connection, Incorporated.

Article 2. Nonprofit Status:

Rural Connection, Incorporated is a nonprofit corporation. The purpose of Rural Connection, Incorporated is to lead in finding health care practices that work across tertiary and rural health care delivery.

Article 3. Period of Duration:

The period of duration of Rural Connection, Incorporated is perpetual.

Article 4. Registered Office and Agent:

The location of Rural Connection, Incorporated is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is St. Luke's, 190 E. Bannock, Suite 201, Boise, Idaho 83712 and the name of the initial registered agent at this address is Buffie Main.

Article 5. Purposes:

The purposes for which Rural Connection, Incorporated is organized and will be operated are as follows:

A. Rural Connection, Incorporated is organized exclusively for purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3). Rural Connection, Incorporated shall contribute to the development of a health services delivery system in Idaho and the surrounding region, and assist the Members of Rural Connection, Incorporated in serving the healthcare needs of the region's residents by finding health care practices that work across tertiary and rural health care delivery. The membership will pursue this purpose by exploring the development and implementation of pragmatic working agreements and cooperative programs between Members and other appropriate partners in the region.

B. 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 Rural Connection, Incorporated 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 6. Limitations:

No part of the net earnings or the assets of Rural Connection, Incorporated shall inure to the benefit of, or be dispersible to, its members, directors, officers, or other private persons, with the exception that

Rural Connection Articles of Incorporation
BOD Approved 7/7/06

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Rural Connection, Incorporated 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 Rural Connection, Incorporated shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and Rural Connection, Incorporated 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, Rural Connection, Incorporated 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 7. Members:

Rural Connection, Incorporated 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 Rural Connection, Incorporated. Health care-related organizations or institutes of higher learning may become a Member of Rural Connection, Incorporated upon payment of the annual dues fixed by the Board of Directors and upon approval of their membership by the Board of Directors. The Board of Directors may establish different classes of membership.

Article 8. Board of Directors:

The affairs of Rural Connection, Incorporated shall be governed by its Board of Directors. The number of Board Members serving on the Board of Directors shall be fixed in accordance with Rural Connection, Incorporated's Bylaws. Other than the Board Members constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Board of Directors of Rural Connection, Incorporated in the manner and for the term provided in the Bylaws of Rural Connection, Incorporated.

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

NAME	ADDRESS
Noreen Davis	190 East Bannock, Boise Idaho 83712
Sharon Kensinger	P.O. Box 100, Ketchum Idaho 83340
Linda Klind	1000 State Street, McCall Idaho 83638
Sue Kurruk	607 W. Main Street, Grangeville Idaho 83530
Lorraine Reinhardt	1120 Montana Street, Gooding Idaho 83330
Pam Springer	1910 University Dr., Boise Idaho 83725
Judy Taylor	600 Robbins Rd., Boise Idaho 83701
Lynda Vilanova	895 N. 6 th E., Mountain Home Idaho 83647
Ronda Wagner	645 East 5 th St., Weiser Idaho 83572
Terry Watts	351 S.W. 9 th St., Ontario Oregon 97914

Article 9. 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

3

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 10. Distribution on Dissolution:

Upon dissolution of Rural Connection, the Board of Directors shall, after paying or making provision for the payment of all liabilities of Rural Connection, distribute all the assets of Rural Connection consistent with the purposes of Rural Connection 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 Rural Connection is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of Rural Connection.

Article 11. Bylaws:

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

Article 12. Name and signature of the incorporators:

The name and street address of the incorporators are:

Ronda Wagner
645 East 5th St.,
Weiser Idaho 83572

Ronda Wagner

Lorraine Reinhardt
1120 Montana Street
Gooding Idaho 83330

Lorraine Reinhardt

Judy Taylor
600 Robbins Rd.
Boise Idaho 83701

Judy Taylor

AMENDED this 7th day of July 2006