



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

SOUTHEAST IDAHO FAMILY MEDICAL AND EDUCATIONAL SERVICES, INC.

was filed in the office of the Secretary of State on the **1st** day of **October** **A. D. One Thousand Nine Hundred Seventy Five** and **will be** is/duly recorded on ~~Film No.~~ **microfilm** Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Pocatello, Idaho** in the County of **Bannock** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

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 **1st** day of **October**, A.D., 19 **76** .

Secretary of State.

ARTICLES OF INCORPORATION

OF

SOUTHEAST IDAHO FAMILY MEDICAL
AND EDUCATIONAL SERVICES, INC.

A NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, residents of the State of Idaho, acting as incorporators for the purpose of creating a non-profit corporation under the laws of the State of Idaho, as contained in Section 30-117A, Idaho Code, and the amendments thereto, do for the purposes and objects herein-after stated, hereby associate ourselves with the intention of forming such corporation, and do hereby agree and declare:

I.

The name of this corporation shall be "SOUTHEAST IDAHO FAMILY MEDICAL AND EDUCATIONAL SERVICES, INC."

II.

The purpose for which the corporation is organized is: scientific and educational, that being: To organize and provide medical services and medical education services, but not to carry on a business, trade or profession for profit.

III.

This corporation shall have and exercise all the powers granted to corporations of this nature by the laws of the State of Idaho.

IV.

The duration of this corporation shall be unlimited and perpetual.

V.

The location and post office address of this corporation's registered office in the State of Idaho is: Oak and Washington Avenue, Pocatello, Idaho 83201.

VI.

The number of directors of this corporation shall not be less than three (3) nor more than one hundred (100), as may be fixed by the By-Laws. The qualifications of directors, their remuneration, terms of office, manner of election, time, place and manner of calling meetings, and their powers and duties may be prescribed by the By-Laws.

VII.

The corporate membership shall consist of those persons identified as such on membership records to be maintained under the supervision of the Board of Directors in accordance with By-Laws adopted by the corporation, not inconsistent with law or with these Articles of Incorporation. The voting power and the property rights or interest of each member of the corporation is equal. New members may be admitted upon affirmative majority vote of all the then existing members, and such new members shall be entitled to vote and to maintain an interest in the property of the association with the old members as hereinabove provided. However, nothing herein contained shall be construed to alter the provisions of Article X hereof relating to distribution or division of the property of the corporation upon dissolution.

VIII.

The corporation shall have all of the powers granted by Idaho Code Section 30-117A, including, but not by way of limitation, the power to acquire, hold, sell, dispose of, pledge or mortgage any real estate or personal property or

mixed property, the ownership of which is consistent with the corporation's purposes; provided, however, that any purchase, or any sale, mortgage or other disposition of real estate may be accomplished only by authority of the Corporate Membership at its annual meeting or at a meeting duly called with notice of the particular purpose, said notice to be given by mail to the members of the corporation, in each case not less than ten (10) days nor more than thirty (30) days before the date of such called meeting. Any decision by the Corporation pursuant to this paragraph shall be valid only if adopted by a simple majority of the members present and voting at the meeting at which such decision is made, a quorum being present. Provided, further, and notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c)(3) of the Internal Revenue Code of 1954, under which the corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time. Election of the directors of the Corporation shall be in the manner provided by the By-Laws. The number of directors constituting the initial Board of Directors shall be three, and the names and addresses of the persons who are to serve as directors until the first meeting of the Corporation or until their successors are elected and qualified are:

- | | |
|---------------------------|---|
| 1. Sam J. W. Romeo, M. D. | Oak and Washington Avenue
Pocatello, Idaho 83201 |
| 2. Richard L. Olsen | 27 Dartmouth Avenue
Pocatello, Idaho 83201 |
| 3. Frank Sturgeon | Oak and Washington Avenue
Pocatello, Idaho 83201 |

IX.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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. No substantial part of the activities of the 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 provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 (b) by a corporation, 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).

X.

In the event of the dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after payment of all the debts and obligations of the corporation, shall be used and distributed exclusively for purposes within the intendment of Section 501(c) of the Internal Revenue Code of 1954, as the same now exists or as it may be amended from time to time.

XI.

This Corporation shall have no capital stock but rather shall issue certificates of membership, and shall not engage in business for profit, but shall be supported by gifts, bequests, benefits, contributions, and fees and dues. Membership in the Corporation shall be governed and controlled as provided in the By-Laws of this Corporation.

No part of the earnings, income, or receipts of this Corporation shall ever inure to the benefit of or be distributed to any individual, member, or members of this Corporation, or any other person.

The officer by whom, and the manner in which the objects and purposes of this Corporation shall be carried out, shall be as provided by the By-Laws of this Corporation.

XII.

The By-Laws of this Corporation may be made, altered, amended, or new By-Laws adopted at any regular meeting of the Corporation or at any special meeting of the members thereof, called for that purpose, by the affirmative vote of 2/3 of the members present at such meeting; provided that a quorum as specified in the By-Laws of the Corporation or the laws of the State of Idaho be present. No amendment shall be put to vote, unless written notice shall have been mailed to each member of this Corporation at least two (2) weeks previous to the meeting at which the amendment is to be voted on, said notice to state the proposed amendment.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 25th day of September, 1975, as incorporators.

Name:

Address:


Sam J. W. Romeo, M. D.

Oak and Washington Avenue
Pocatello, Idaho 83201

Name:

Address:

Richard L. Olsen
Richard L. Olsen

27 Dartmouth Avenue
Pocatello, Idaho 83201

Frank Sturgeon
Frank Sturgeon

Oak and Washington Avenue
Pocatello, Idaho 83201

STATE OF IDAHO)
) ss.
County of Bannock)

On this 25th day of September, 1975, before me, a Notary Public in and for the State of Idaho, personally appeared Sam J. W. Romeo, M. D., known to me to be one of the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that he 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.

Laurie A. Buckley
Notary Public for Idaho
Residing at Pocatello, Idaho

(SEAL)

STATE OF IDAHO)
) ss.
County of Bannock)

On this 25th day of September, 1975, before me, a Notary Public in and for the State of Idaho, personally appeared Richard L. Olsen, known to me to be one of the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that he 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.

Laurie A. Buckley
Notary Public for Idaho
Residing at Pocatello, Idaho

(SEAL)

STATE OF IDAHO)
) ss.
County of Bannock)

On this 25th day of September, 1975, before me, a Notary Public in and for the State of Idaho, personally appeared Frank Sturgeon, known to me to be one of the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that he 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.

Laurie A. Buckley
Notary Public for Idaho
Residing at Pocatello, Idaho

(SEAL)