

State of Idaho

Department of State

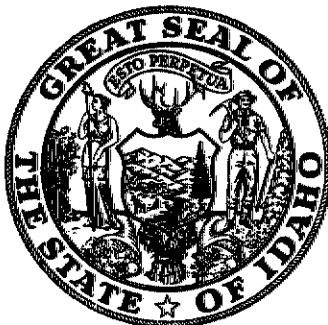
CERTIFICATE OF INCORPORATION OF

KOOTENAI HEALTH NETWORK, INC.
File number C 107472

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of KOOTENAI HEALTH NETWORK, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 26, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Sisk*

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ARTICLES OF INCORPORATION
OF
KOOTENAI HEALTH NETWORK, INC.

(Duplicate Original)

IDAHO SECRETARY OF STATE
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We, the undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, Title 30, Chapter 3 of the Idaho Code, and laws amendatory thereof and supplementary thereto, do hereby form a body corporate and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

KOOTENAI HEALTH NETWORK, INC.

ARTICLE II

The purpose for which this corporation is organized is to provide an organized system for the coordination, delivery and provision of certain comprehensive health care services, and to otherwise engage in any lawful business for which nonprofit corporations may be incorporated pursuant to the Idaho Nonprofit Corporation Act. The corporation shall have and may exercise all of the powers, rights and privileges that corporations organized pursuant to the Idaho Nonprofit Corporation Act may have and exercise.

ARTICLE III

The management and direction of the business of this corporation shall be vested in its Board of Directors. The

number, terms of office, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation. Any action, other than an action requiring membership approval, may be taken by the Board of Directors by written action signed by all of the members of the Board; provided such action is evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes filed with the records of this corporation.

The first Board of Directors shall have fourteen (14) members, each of whom shall serve until the first annual meeting of the corporation's members and until his or her successor has been elected and qualified. The name and address of each such director is as follows: See Exhibit "A" attached hereto.

ARTICLE IV

The initial registered office of this corporation shall be located at 700 Ironwood Drive, Suite 101, Coeur d'Alene, Idaho. The initial registered agent of this corporation, located at such office, shall be Mike Dixon.

ARTICLE V

The names and addresses of the incorporators are:

Dr. Mike Dixon
700 Ironwood Drive - Suite 101
Coeur d'Alene, Idaho 83814

Dr. Steve Malek
P O Box 2318
Coeur d'Alene, Idaho 83814

Dr. Ernest Fokes
700 Ironwood Drive - Suite 308
Coeur d'Alene, Idaho 83814

Dr. David York
700 Ironwood Drive - Suite 334
Coeur d'Alene, Idaho 83814

Dr. Ron Stout
700 Ironwood Drive - Suite 236
Coeur d'Alene, Idaho 83814

Dr. Bill Miller
2003 Lincoln Way
Coeur d'Alene, Idaho 83814

Dr. Richard Bell
914 W Ironwood Drive - Suite 101
Coeur d'Alene, Idaho 83814

ARTICLE VI

This corporation shall have members. The classes, qualifications, rights, limitations and obligations of the members shall be as specified in the Bylaws.

ARTICLE VII

The period of duration of this corporation's existence shall be perpetual.

ARTICLE VIII

This corporation shall have no capital stock.

ARTICLE IX

The directors, officers and members of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors, officers or members be subject to the

payment of the debts or obligations of this corporation to any extent whatsoever.

ARTICLE X

This Articles of Incorporation may be amended from time to time in the manner provided by law.

ARTICLE XI

This corporation may be dissolved in accordance with the laws of the State of Idaho. Upon dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to its members, to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, or to the State of Idaho or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to an executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of July, 1994.



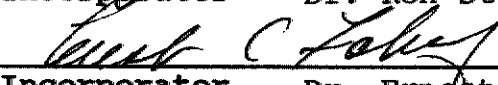
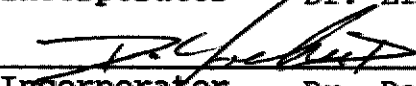

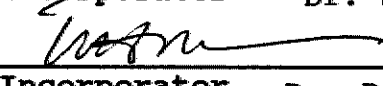
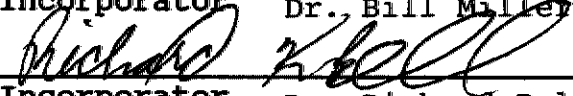
	
Incorporator	Dr. Mike Dixon
	
Incorporator	Dr. Ron Stout
	
Incorporator	Dr. Ernest Fokes
	
Incorporator	Dr. David York
	
Incorporator	Dr. Steve Malek
	
Incorporator	Dr. Bill Miller
	
Incorporator	Dr. Richard Bell

EXHIBIT "A"

The members of the Board of Directors of KOOTENAI HEALTH NETWORK, INC. are as follows:

Dr. Mike Dixon
700 Ironwood Drive, Suite 101
Coeur d'Alene, ID 83814

Mr. Joseph E. Morris
c/o 2003 Lincoln Way
Coeur d'Alene, ID 83814

Dr. Steve Malek
P.O. Box 2318
Coeur d'Alene, ID 83814

Tom Legel
c/o 2003 Lincoln Way
2003 Lincoln Way
Coeur d'Alene, ID 83814

Dr. Ernest Fokes
700 Ironwood Drive, Suite 308
Coeur d'Alene, ID 83814

Dr. David York
700 Ironwood Drive, Suite 334
Coeur d'Alene, ID 83814

Dr. Ron Stout
700 Ironwood Drive, Suite 236
Coeur d'Alene, ID 83814

Dr. Bill Miller
c/o 2003 Lincoln Way
Coeur d'Alene, ID 83814

Dr. Richard Bell
914 W. Ironwood Drive, Suite 101
Coeur d'Alene, ID 83814

Mr. Tim Olson
c/o 2003 Lincoln Way
Coeur d'Alene, ID 83814