

**FILED**

**ARTICLES OF INCORPORATION  
OF**

Nov 5 3 47 PM '98

**THE BOLLINGER CHRISTOFFERSON FOUNDATION, INC.**

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being a natural person of full age and citizen of the United States of America, in order to form a nonprofit corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, Idaho Code §30-3-1, et seq., and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

I.

The name of the corporation shall be THE BOLLINGER CHRISTOFFERSON FOUNDATION, INC.

II.

The corporation shall have a perpetual existence.

III.

The location and post office address of the registered office of the corporation shall be 6600 Emerald, Boise, Idaho. The name of the registered agent of the corporation who may be found at that address is M.D. Groothuis.

IV.

The objects and purposes for which this corporation is formed are exclusively those permitted by §501(c)(3) of the Internal Revenue Code of 1986, as amended, and consist of the following:

1. To provide community health care clinics which will offer services to low-income individuals for free or at reduced rates based upon a patient's ability to pay.
2. To provide scholarships for students entering health-care disciplines below the bachelor degree level.

IDAHO SECRETARY OF STATE

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3. To make payments and distributions to organizations that qualify as tax exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent Federal tax law.

4. In general, to exercise any, all and every right and power now or hereafter granted to non-profit corporations under the laws of the State of Idaho, provided that the powers granted hereunder shall be exercised exclusively for the purposes designated in §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent Federal tax law.

5. The purposes for which this corporation is formed are purely charitable and educational, and not for pecuniary profit, and all funds and properties of this corporation shall be devoted to such charitable and educational purposes above set forth and never to the distribution of any pecuniary gains, profits or dividends to any person or organization whatsoever.

V.

Declaration of Exempt Status

(1) All of the powers to be exercised by the corporation shall be exercised exclusively for such purposes and in such a manner that this corporation shall qualify as and remain an exempt organization under the Internal Revenue Code of 1986, §501(c)(3), as it currently and shall hereafter be in force and effect.

(2) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(3) The corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(4) The corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(5) The corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(6) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 as set forth in Article IV, above. No substantial part of the activities of the corporation shall be the carrying on of propoganda, 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 1986, or the corresponding provision of any subsequent Federal tax law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent Federal tax law.

#### VI.

The corporation shall have no members.

#### VII.

The officers and directors of this corporation shall not be individually liable for the corporation's debts or other liabilities of any kind whatsoever. The private property of any officer or director of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer or director of the corporation shall be indemnified by the corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such officer or director (or such heirs, executors or administrators) may be entitled apart from this Article.

#### VIII.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations operated and organized exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent Federal tax law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of 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 organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IX.

Control and management of the affairs of this corporation shall be vested in the Board of Directors. The number of Directors may, from time to time, be increased or decreased in such manner as may be prescribed by the Bylaws.

X.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a two-thirds (2/3) vote of the Directors, represented in person, at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

XI.

The number of members of the Board of Directors, constituting the initial Board of Directors, is three (3), and the names and addresses of the persons who are to serve as Board members until the first annual meeting of Directors or until their successors are elected and shall qualify are:

| <u>NAME</u>        | <u>ADDRESS</u>                          |
|--------------------|---|
| KELLY O'NEIL       | 2308 N. Cole Road<br>Boise, Idaho 83704 |
| JUDY GROOTHUIS     | 6600 Emerald<br>Boise, Idaho 83704      |
| CHARLES W. FAWCETT | P.O. Box 700<br>Boise, Idaho 83701-0700 |

XII.

The Board of Directors shall have the power to make, alter, amend or repeal Bylaws as set forth therein for governance of the Board and for administration and regulation of the affairs of the corporation, provided that any such Bylaws shall not be inconsistent with these Articles of Incorporation or with the constitution or laws of the State of Idaho or any other governmental entity duly constituted.

XIII.

The name and address of the incorporator is as follows:

CHARLES W. FAWCETT

P.O. Box 700  
Boise, Idaho 83701-0700

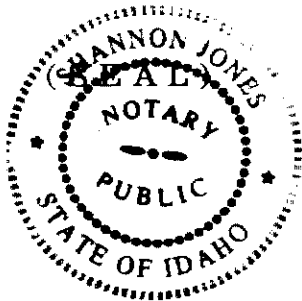
IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of NOVEMBER, 1998.

Charles W. Fawcett  
CHARLES W. FAWCETT

VERIFICATION

STATE OF IDAHO            )  
  ) ss.  
County of Ada             )

I, SHANNON JONES, a Notary Public, do hereby certify that on this 6th day of NOVEMBER, 1998, personally appeared before me CHARLES W. FAWCETT, who, being by me first duly sworn, declared that he is a person over the age of eighteen (18) years, that he signed the foregoing Articles of Incorporation as the Incorporator of the corporation, and that the statements therein contained are true.



Shannon Jones  
NOTARY PUBLIC For Idaho  
Residing at Boise, therein.  
My Commission Expires 8-15-2000