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**ARTICLES OF INCORPORATION
OF
NNU HEALTH, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation (the “**Corporation**”) organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code (“**Act**”), adopts the following Articles of Incorporation (these “**Articles**”).

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is NNU Health, Inc.

**ARTICLE II
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The duration of the Corporation is perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Nampa, County of Canyon, Idaho. The address of the Corporation’s initial registered office is 823 E. Amity Ave., Nampa, Idaho 83686, and the name of the initial registered agent at this address is Steven Emerson.

**ARTICLE V
PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

1. To provide care for the betterment and protection of the public health and care of the sick and afflicted and to acquire, construct, improve, provide and maintain facilities and services including, without limitation, primary care and other health care services, including mental health services, necessary for the care and treatment of the students, faculty, and staff of Northwest Nazarene University, Inc. (the “**University**”) as well as the general public requiring such services, and, in so doing, to preserve and enhance the quality and availability of medical

care in the City of Nampa and Canyon County, Idaho, all in a manner that is consistent with the mission and purposes of the University and the doctrines set forth in the Manual of the Church of the Nazarene.

2. To support the University in its mission to educate future and current healthcare providers.

3. To pursue charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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).

4. 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 contained within these Articles shall 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 VI
LIMITATIONS**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to any trustee, director, officer, 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VII
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation (the “**Bylaws**”).

**ARTICLE VIII
MEMBER**

The Corporation shall have one (1) member. The sole member of the Corporation is the University (in such capacity, the “**Member**”). The Member shall have such rights, duties and privileges as set forth in the Bylaws.

**ARTICLE IX
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors (the “**Board of Directors**”). The number of directors serving on the Board of Directors (each a “**Director**” and collectively “**Directors**”) shall be fixed in accordance with the Bylaws, which number shall be not less than three (3).

Other than the Directors constituting the initial Board of Directors, the Directors shall be appointed solely by the Member and in the manner and for the term provided in the Bylaws. The term of the initial Directors shall be until the first annual meeting of the Corporation or until their successors are duly appointed and qualified.

The number of Directors constituting the initial Board of Directors is three (3). The names and addresses of the persons constituting the initial Board of Directors are:

| <u>Name</u> | <u>Address</u> |
|----------------|----------------------------------------|
| Joel Pearsall | 623 S University Blvd, Nampa, ID 83686 |
| Steven Emerson | 623 S University Blvd, Nampa, ID 83686 |
| Karen Pearson | 623 S University Blvd, Nampa, ID 83686 |

**ARTICLE X
OFFICERS**

The Corporation shall have Officers (“**Officers**”) as provided in the Bylaws. Such Officers shall be elected or appointed by the Directors, with Member approval at such time, and in such manner, and for such terms as may be prescribed in the Bylaws.

**ARTICLE XI
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 exclusively to the Member or other such charitable, religious, educational or scientific organizations designated by the Member, which at that time qualify as exempt organizations under Section 501(c)(3) of the Code, as amended from time to time.

**ARTICLE XII
INCORPORATOR**

The name and street address of the incorporator is Adam Christenson, 877 Main Street, Suite 200, Boise, Idaho 83702.

**ARTICLE XIII
LIMITATION OF LIABILITY AND INDEMNIFICATION**

The Officers and Directors of the Corporation will not be personally liable for the Corporation's debts and liabilities, and their personal property is exempt from seizure or levy to pay obligations of the Corporation.

The Corporation shall indemnify, hold harmless, and defend present and former Directors, Officers, employees and agents of the Corporation to the fullest extent permitted by, and in accordance with, the Act as the same exists at the time of the adoption of these Articles or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment). Expenses, including attorney fees, incurred by present and former directors, officers, employees and agents of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in accordance with the Act.

**ARTICLE XIV
AMENDMENTS**

These Articles and the Bylaws may be amended according to any procedure authorized by the Act in effect at the time of amendment, subject, however, to Member approval.

DATED this 10th day of July, 2023.



Adam Christenson, Incorporator