

**FILED EFFECTIVE**

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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
BMH, INC.**

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 ("**Articles**").

**ARTICLE I  
NAME OF THE CORPORATION**

The name of the Corporation is BMH, Inc.

**ARTICLE II  
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III  
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Blackfoot, County of Bingham, and in the State of Idaho. The address of the initial registered office is 98 Poplar Street, Blackfoot, Idaho 83221, and the name of the initial registered agent at this address is Louis Kraml.

**ARTICLE V  
PURPOSES**

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

A. To provide care for indigent patients and receive any person falling sick or maimed within Bingham County, Idaho.

B. To preserve and enhance the quality and availability of medical care in Bingham County.

C. 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 501(c)(3) organizations under Section 501(c)(3).

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D. 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, its members, 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 set forth in Article V. 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation 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, as amended from time to time.

## **ARTICLE VII MEMBERS**

The Corporation shall have members ("Members"). The Members of the Corporation shall consist of a broad representation of the citizens of Bingham County, Idaho, including residents of (i) each incorporated city in Bingham County, Idaho and (ii) the unincorporated area of Bingham County. The Members shall be elected by the Members in accordance with the Corporation's Bylaws.

## **ARTICLE VIII VOTING**

Every Member entitled to vote on any matter submitted to a vote at a meeting of the Members, including election of directors of the Corporation, shall have the right to vote, in person or by proxy, and shall be entitled to one vote per Member.

## **ARTICLE IX BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be not less than five (5). Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the Members of the Corporation in the manner and for the term provided in

the Bylaws of the Corporation. No Director shall serve more than two (2) consecutive three (3) year terms, except that a Director may be re-elected or re-appointed after a one-year absence. The names and street addresses of the persons constituting the initial Board of Directors are:

NAME	ADDRESS
Kirt McKinley, M.D.	98 Poplar Street Blackfoot, Idaho 83221
A.E. Miller, Jr., M.D.	98 Poplar Street Blackfoot, Idaho 83221
Alice Cannon	98 Poplar Street Blackfoot, Idaho 83221
Wallace Driscoll	98 Poplar Street Blackfoot, Idaho 83221
Norman Stanley	98 Poplar Street Blackfoot, Idaho 83221
Lee Kniffen	98 Poplar Street Blackfoot, Idaho 83221
John Fullmer	98 Poplar Street Blackfoot, Idaho 83221
Gordon Arave,	98 Poplar Street Blackfoot, Idaho 83221
Howard Harrington	98 Poplar Street Blackfoot, Idaho 83221

#### **ARTICLE X 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 (i) to such other nonprofit hospital of Bingham County, or (ii) to Bingham County, 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 the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### **ARTICLE XI INCORPORATOR**

The name and street address of the incorporator is Brian C. Larsen, 877 Main Street, Suite 1000, Boise, Idaho 83702.

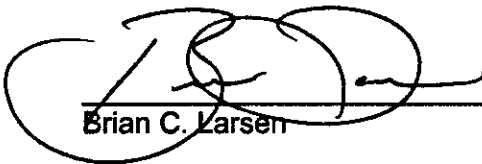
## **ARTICLE XII BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Bylaws may be amended by a two thirds (2/3) vote of all the Members of the Hospital at a properly noticed regular or special meeting of the Members.

## **ARTICLE XIII INDEMNIFICATION**

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.

DATED June 26, 2006.



Brian C. Larsen