

**FILED/EFFECTIVE**

**ARTICLES OF INCORPORATION (Non-Profit)**

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STATE OF IDAHO

To the Secretary of State of the State of Idaho  
The undersigned, in order to form a Corporation  
under the provisions of title 30, Chapter 3, Idaho  
Code, submits the following articles of incorporation:

**Article 1:** The name of the corporation shall be: The Idaho Chapter of the American College of Physicians - American Society of Internal Medicine, Incorporated.

**Article 2:**

The objects and purposes for which the corporation is formed are to organize those members of the Idaho Chapter of the American College of Physicians - American Society of Internal Medicine, eligible for membership in the Corporation as defined in its Bylaws in order to further the objects and purposes of the Idaho Chapter of the American College of Physicians - American Society of Internal Medicine; and to engage in any activity concerning or relative to any lawful educational purpose for which non-profit corporations may be incorporated under the Idaho Non-profit Corporation Act of the state of Idaho. The corporation does not contemplate, and its activities shall not result in pecuniary gain or profit, incidental to or otherwise, to its members.

**Article 3:** The Corporation shall have perpetual existence.

**Article 4:** The street address of the registered office is: 151 East Bannock, Boise, Idaho 83712 and the registered agent at such address is: Norman Zuckerman, M.D.

**Article 5:** The board of directors shall consist of no fewer than three (3) people. The names and addresses of the directors are:

- Norman Zuckerman, M.D., 1925 South Springbrook Lane, Boise, Idaho 83706
- Scott Smith, M.D., 500 West Fort Street, Boise, Idaho 83702
- David Hindson, M.D., 500 West Fort Street, Boise, Idaho 83702
- Roger Roos, M.D., 701 E. Park Center Boulevard, Boise, Idaho 83706
- Janat O'Donnell, M.D., 1075 North Curtis Rd. # 101, Boise, Idaho 83706

**Article 6:** The name and address of the incorporator(s): Norman Zuckerman, M.D., 1925 South Springbrook Lane, Boise, Idaho 83706.

**Article 7:** The mailing address of the corporation shall be: 151 East Bannock, Boise, Idaho 83712.

**Article 8:** The corporation **does** have voting members.

IDAHO SECRETARY OF STATE

02/15/2000 09:00  
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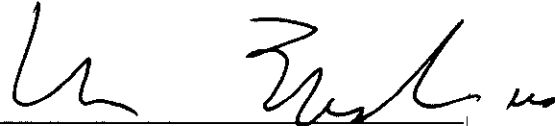
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**Article 9:** The Corporation is organized on a non-stock basis and shall have no authority to issue shares of capitol stock. All conditions, qualifications, requirements, privileges and regulations as to membership in the Corporation, including voting rights, shall be fixed and governed by the Bylaws of the Corporation.

**Article 10:** Upon dissolution the assets shall be distributed after paying or making provisions for payment of all of the liabilities of the corporation, distribute the corporate property and assets to such organization or organizations as in their judgment have purposes most closely allied to those of this corporation; provided however, that the transferee organization or organizations shall then be qualified tax-exempt within the meaning of section 510(c)(3) of the Internal Revenue Code of 1954, or its successor provisions and shall also be an organization or organizations, contributions to which are deductible under Section 170, 2055, 2522 or the Internal Revenue Code of 1954 or successor provisions. Any of the property or assets not so distributed shall be disposed of by the court having jurisdiction over the dissolution and liquidation of an Idaho non-profit corporation exclusively to such organization or organizations as are then qualified tax-exempt as defined above.

IN WITNESS WHEREOF, The Incorporator has signed these Articles of Incorporation this 14 day of February, 2000.



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Norman Zuckerman, M.D.