

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

EASTERN IDAHO REGIONAL MEDICAL CENTER AUXILIARY, INC.

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 _____

EASTERN IDAHO REGIONAL MEDICAL CENTER AUXILIARY, 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 November 6, 1986.



Pete T. Cenarrusa
SECRETARY OF STATE

Shirley L. E. Stone
Corporation Clerk

RECEIVED
SEC. OF STATE
86 NOV 6 AM 8 41

ARTICLES OF INCORPORATION

OF

EASTERN IDAHO REGIONAL MEDICAL CENTER AUXILIARY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, SHIRLEY CONRAD, DORIS MACKAY, NORRINE PARKINSON, and SHARON WATKINS, all being persons of full age and citizens of the United States of America, do hereby, as incorporators thereof, form a non-profit corporation under the rules of the Idaho Nonprofit Corporation Act, Idaho Code Sections 30-301, et seq., and we do hereby adopt Articles of Incorporation of such corporation as follows:

ARTICLE I.

That the name of said corporation is:

EASTERN IDAHO REGIONAL MEDICAL CENTER AUXILIARY, INC.

ARTICLE II.

That the duration of said corporation shall be perpetual.

ARTICLE III.

(a) Purposes. The corporation is organized and formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and Section 30-306 of the Idaho Code, for the benefit of, to perform certain functions of, and to carry out certain purposes of the non-profit corporation, to wit:

To promote community health programs, and other charitable or educational programs, through fundraising, providing services, goods, equipment, or facilities, and conducting activities within Southeastern Idaho.

(b) Powers. In furtherance of the foregoing purposes and objects (but not otherwise) and subject to the restrictions in Section (c) of this Article, the corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon non-profit corporations organized under the laws of the State of Idaho, except as limited by these Articles of Incorporation and including, without limiting the generality of the foregoing, receiving, maintaining and dealing within any manner whatsoever, real or personal property or a fund or funds of real or personal property, and using and applying the whole or any part thereof, including income therefrom; provided, however, that such use be exclusively and irrevocably applied to the charitable or educational purposes of the corporation.

(c) Restrictions Upon the Powers of Directors and Others.

(i) No part of the net earnings of the corporation shall inure to the benefit of any Member, Director or Officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation by such persons affecting one or more of its purposes), and no Member, Director or Officer of the corporation, or any other private individual shall be entitled to share in any

distribution of any of the corporate assets on dissolution of the corporation or otherwise. Any and all property, both real and personal, which may be owned by this corporation at any time, is and shall always be exclusively and irrevocably dedicated to the charitable or educational purposes of this organization. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(ii) No part of the assets of the corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

(iii) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any 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 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the

corresponding provision of any future United States Internal Revenue Law).

(iv) Upon dissolution of the corporation, the assets of the corporation shall be disposed of according to the procedure outlined in the Idaho Code. After the liabilities of the corporation have been discharged or provided for, the corporation's remaining assets shall be disposed of exclusively for the purposes of the corporation, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court in and for the County of Bonneville, State of Idaho, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV.

That the location and post office address of the initial registered office of said corporation in Idaho and the name of its initial registered agent at such address is: Sharon Watkins, 3100 Channing Way, Idaho Falls, Idaho 83401. Branch offices or places of business of said corporation may be hereafter established at any other place either within or without the

State of Idaho whenever necessary in the judgment of the Board of Directors for the proper prosecution of the objects and purposes of said corporation.

ARTICLE V.

The number of Directors (which may not be less than three), their powers and duties, their term of office, the manner of their selection and election, and time and place of meetings, shall be determined according to the By-Laws of the corporation from time to time in force. Nine Directors shall constitute the initial Board of Directors, and shall serve until the annual election of Directors in the year 1987. Their names and addresses are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Sharon Watkins | 1259 E. 21st Street Idaho Falls, Idaho 83401 |
| Doris MacKay | 2820 Westmoreland Drive Idaho Falls, Idaho 83401 |
| Shirley Conrad | Rt. 2, Box 386 Idaho Falls, Idaho 83402 |
| Norraine Parkinson | 615 11th Street Idaho Falls, Idaho 83401 |
| LaRene Reed | Rt. 9 Box 204 Idaho Falls, Idaho 83402 |
| Beverly Wakeman | 910 Maplewood Idaho Falls, Idaho 83401 |
| Lela Ward | 900 Goldie Idaho Falls, Idaho 83402 |

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Joy Patton | 480 W. 20th Street Idaho Falls, Idaho 83401 |
| Vivian Woodard | 550 11th Street Idaho Falls, Idaho 83401 |

ARTICLE VI.

The non-profit corporation shall have Members, with membership evidenced by certificates, cards, or booklets. The corporation shall have no capital stock. There shall be three classes of Members: active, associate, and honorary. Each Member shall be entitled to one vote on each matter submitted to a vote. The initial Members shall be the incorporators. That the qualifications, manner of election, time and place of meeting and the powers and duties of the Members of this corporation shall be prescribed by the By-Laws.

ARTICLE VII.

The initial By-Laws of the corporation shall be as adopted by the initial Members. The Members shall have power to alter, amend or repeal the By-Laws at any regular meeting of the Members, or at any special meeting of the Members of this corporation called for that purpose, by an affirmative vote of two-thirds of the Members present at such meeting. Such By-Laws may contain any provisions for the regulation or management of the affairs of the corporation which are not inconsistent with the law or these Articles of Incorporation, as the same may from time to time be amended. However, no By-Law at any time in

effect, and no amendment to the Articles, shall have the effect of giving any Member, Director or Officer of this corporation any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

ARTICLE VIII.

Except as herein expressly restricted, the corporation Members may from time to time amend, alter, change or repeal these Articles of Incorporation only by an affirmative vote of two-thirds (2/3) of all eligible votes.

ARTICLE IX.

That the names and addresses of the initial Members and incorporators are:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Shirley Conrad | Rt. 2 Box 386 Idaho Falls, Idaho 83402 |
| Doris MacKay | 2820 Westmoreland Drive Idaho Falls, Idaho 83401 |
| Norraine Parkinson | 615 11th Street Idaho Falls, Idaho 83401 |
| Sharon Watkins | 1259 E. 21st Street Idaho Falls, Idaho 83401 |

EXECUTED this 4th day of November, 1986.

Shirley Conrad
Doris MacKay
Norraine Parkinson
Sharon Watkins

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 4th day of November, 1986, before me
RICHARD T. ST. CLAIR, a Notary Public, personally
appeared SHIRLEY CONRAD, DORIS MACKAY, NORRINE PARKINSON, and
SHARON WATKINS, known to me to be the persons whose names are
subscribed to the within and foregoing instrument, and
acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, the day and year in this certificate
first above written.

Richard T. St. Clair
Notary Public for Idaho
Residing at Idaho Falls
My Commission Expires: 1-10-88

(Seal)