



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SHOSHONE MEDICAL CENTER FOUNDATION, INCORPORATED

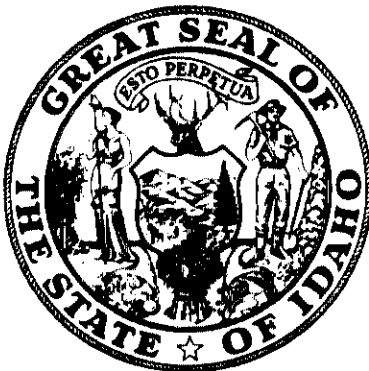
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SHOSHONE MEDICAL CENTER FOUNDATION, INCORPORATED

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 May 21, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Basala

Corporation Clerk

92329

ARTICLES OF INCORPORATION
OF

RECEIVED
SEC. OF STATE

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SHOSHONE MEDICAL CENTER FOUNDATION, INCORPORATED

I, the undersigned Incorporator, for the purpose of forming a corporation under and pursuant to Title 30, Chapter 3, of the Idaho Code, do hereby certify the following:

I.

NAME

The name of the corporation shall be: SHOSHONE MEDICAL CENTER FOUNDATION, INCORPORATED

II.

NON-PROFIT

This corporation is a non-profit corporation.

III.

DURATION

The period of its duration is perpetual.

IV.

MEMBERSHIP

This corporation shall have members whose classification, manner of election, qualification, and rights shall be in accordance with its bylaws.

V.

PURPOSES

This corporation is organized and at all times

hereafter shall be operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. More specifically this corporation is organized and at all times hereafter shall be operated exclusively for the benefit of Shoshone Medical Center, with its principal place of business in Kellogg, Idaho. This corporation shall coordinate all fund development programs on behalf of Shoshone Medical Center and shall be empowered to receive donations of every nature for Shoshone Medical Center. This corporation shall administer funds thus received and disburse them, or the income therefrom where endowment funds are received, to Shoshone Medical Center, all in a manner responsive to the needs of Shoshone Medical Center.

VI.

POWER AND AUTHORITY

This corporation shall have power and authority to engage in and to do any lawful act concerning any and all lawful business for which non-profit corporations may be organized under the Idaho Code.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activity not permitted to be carried on:

- (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal

Revenue Code or corresponding section of any future federal tax code; or

- (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

No substantial part of the activities of the corporation shall be 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 distributing of statements), any political campaign on behalf of any candidate for public office.

VII.

COMPENSATION

No member of the Board of Directors shall receive any compensation for his or her services as a member of the Board of Directors, but the corporation may pay reasonable compensation to any person, including a member of the Board of Directors, for other services actually rendered to the corporation.

VIII.

DISSOLUTION

The dissolution of this corporation shall be conducted in accordance with and be governed by the provisions of the

Idaho Code as now or hereafter specified, with the precise details thereof to be as specified in the bylaws of the corporation. In the event of the termination or dissolution of this corporation for any reason whatsoever, its remaining assets, if any, shall be distributed to Shoshone Medical Center, or to such other organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code engaged in furnishing hospital and medical care as the Board of Directors may direct if at such time Shoshone Medical Center has, for reasons beyond the control of this corporation, lost its Federal income tax exemption, substantially failed or abandoned its operations, or been dissolved.

IX.

REGISTERED AGENT AND OFFICE

The location (no street address) and post office address of the registered office of this corporation in the State of Idaho shall be Jacobs Gulch, Kellogg, Idaho 83837. The registered agent of the corporation at that address is the Administrator of Shoshone Medical Center. The present Administrator of Shoshone Medical Center is Langford Palmer.

X.

INCORPORATOR

The name and street address of the Incorporator is:

Jerry Cobb
120 W. Riverside
Kellogg, ID 83837

XI.

MANAGEMENT

Management shall be vested in a Board of Directors consisting of seven Directors to be elected in accordance with the bylaws of this corporation.

XII

BOARD OF DIRECTORS

The names and addresses of the first Board of Directors are as follows:

Burt Roberts
212 Emerald Drive
Kellogg, ID 83837

Linda Guthmiller
P.O. Box 494
Smelterville, ID 83868

David Dose
HC01 Box 90A
Pinehurst, ID 83850

Helen Gaylord
505 W. Riverside
Kellogg, ID 83837

John Allen
P.O. Box 66
Pinehurst, ID 83850

Sally Nordstrom
HC01 Box 290
Kingston, ID 83839

Jerry Cobb
120 W. Riverside
Kellogg, ID 83837

The terms of office of this initial Board of Directors shall continue until their successors are duly elected.

XIII.

OFFICERS

The officers of this corporation shall consist of a President, Vice-President, Secretary and Treasurer. Any two of the offices, except those of President and Secretary, may be held by the same person.

XIV.

BYLAWS

The Board of Directors of this corporation shall have the sole power to adopt, alter, amend or repeal the bylaws of this corporation. The bylaws of the corporation may contain any provisions for regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

XV.

AMENDMENTS

These Articles of Incorporation may be amended at any annual meeting of the Class I Members, upon a two-thirds vote.

DATED this 18th day of May, 1990.



Jerry Cobb

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 18th day of May, 1990, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JERRY COBB, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he 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.

James H. Womack
Notary Public for the State of Idaho
Residing at Warner