

**ARTICLES OF INCORPORATION
OF
CARIBOU MEDICAL CENTER, INC.**

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The undersigned, acting as incorporator of a Corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I.
NAME**

The name of the corporation is Caribou Medical Center, Inc. (the "Corporation").

**ARTICLE II.
PERIOD OF DURATION**

The period of its duration shall be perpetual.

**ARTICLE III.
PURPOSE**

The Corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Internal Revenue law). Reference in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time. The Corporation intends to qualify as a public charity described in Section 509(a)(1) of the Code as an organization classified as a hospital described in Section 170(b)(1)(A)(iii) of the Code. The specific purposes of the Corporation include, but are not limited to, the following:

a) To lease, establish, acquire, own, maintain, operate, and manage or contract for the management of hospitals, extended care facilities, nursing homes, rehabilitation centers, health clinics, and other healthcare facilities and to provide healthcare services related thereto;

a) To establish and maintain health care facilities for the care of persons requiring inpatient or outpatient care;

b) To construct, operate, maintain, improve, buy, sell, convey, assign, mortgage, pledge, or lease any real property and any personal property necessary or incident to the acquisition, ownership, maintenance, and operation of hospitals, extended care facilities, nursing homes, rehabilitation centers, health clinics, and other healthcare facilities or the provision of healthcare services related thereto;

c) To provide healthcare to sick or injured individuals, and to provide care for indigent patients, and receive any person falling sick or maimed within Caribou County, Idaho (the "County");

d) To promote the general health and welfare of the citizens of the County and surrounding areas within the State of Idaho (collectively, the "Community"), including, without limitation, the operation of Caribou Medical Center, and to carry on any educational or other activities relating thereto;

e) To participate in any activity that promotes the general health of the citizens of the Community;

f) To receive assets or funds from the County, to be used to provide health care to the indigent or any other activities that promote the general health of the citizens of the Community, subject to any other restrictions or conditions as may be imposed on the use of such assets or funds by the County or applicable Idaho law, including but not limited to Idaho Code § 31-3515A;

g) Subject to any permissible agreements or arrangements with Caribou Memorial Hospital Foundation, Inc., to accept and receive other gifts, grants, contributions, and bequests of real and personal property for the use and benefit of such hospitals, extended care facilities, nursing homes, rehabilitation centers, health clinics, and other healthcare facilities or for the provision of healthcare services related thereto;

h) Subject to any permissible agreements or arrangements with Caribou Memorial Hospital Foundation, Inc., to hold, invest, reinvest, and expend such funds and properties so received for purposes described in this Article;

i) To borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes described in this Article;

j) To make grants or similar distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code;

k) To operate health care facilities in a manner that, to the extent feasible, will generate revenues sufficient to offset operating expenses; and

l) To accomplish these stated purposes, which are not contrary to law, and to engage in any lawful business or activities related thereto and for which Corporations may be organized under the Idaho Statutes, including the power to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes

set forth herein, provided that such purposes are not forbidden by the laws of the State of Idaho.

ARTICLE IV. LIMITATIONS

A. No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any 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 affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Corporation by any officer, director, agent or employee, or any other person or Corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no 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. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization whose income or 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.

C. Upon dissolution or liquidation of the Corporation in accordance with the laws of Idaho, the Board shall, after paying or making provisions for the payment of all liabilities of the Corporation and after satisfying all applicable requirements and obligations set forth in any

transfer agreement previously entered into between the County and the Corporation concerning the County's initial transfer of assets to the Corporation, distribute all of the assets of the Corporation to such organization or organizations organized and operating exclusively for charitable, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board shall determine, subject to the approval of the Members and consistent with the Articles of Incorporation. Any such assets not so disposed of shall be distributed by the Court with appropriate jurisdiction to such organization or organizations described in Section 501(c)(3) of the Code, as said Court shall determine.

D. Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax-exempt under the provisions of section 501(c)(3) of the Code.

E. Notwithstanding any other provision of these Articles during any period that the Corporation is a "private foundation" within the meaning of section 509 of the Code, the Corporation shall be required to distribute its income for each taxable year of the Corporation at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code; and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Code, from retaining any excess business holdings in violation of the provisions of section 4943(c) of the Code, from making any investments in such manner as to subject the Corporation to tax under section 4944 of the Code, and from making any taxable expenditures as defined in section 4945(d) of the Code.

**ARTICLE V.
MEMBERS OF THE CORPORATION**

The Corporation shall have voting members. The Corporation's members must be broadly representative of the public and include residents of each incorporated city in Caribou County and of the unincorporated area of Caribou County. The voting members shall elect the Directors of the Corporation consistent with Article VI below, except in the case of a vacancy in a Director position not resulting from the expiration of such Director's term, in which case the remaining Directors may fill such vacancy for the unexpired term. Subject to the requirements set forth above, the Corporation's Bylaws shall establish the number of voting members, the voting privileges of the voting members, and the criteria or procedures for admission of voting members.

**ARTICLE VI.
BOARD OF DIRECTORS**

All business affairs of the Corporation shall be conducted 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 no less than five (5). No member of the Board of Directors shall serve for than two (2) consecutive three (3) terms. The names and addresses of the persons who are to serve as the initial directors are the incumbent members of the Caribou Memorial Hospital Board of Trustees, as individuals, namely:

Craig Mansfield
300 S. 3rd West
Soda Springs, Idaho 83276

Doug Mazza
300 S. 3rd West
Soda Springs, Idaho 83276

Wes Brown
300 S. 3rd West
Soda Springs, Idaho 83276

Curtis Thomas
300 S. 3rd West
Soda Springs, Idaho 83276

Lorraine Myers
300 S. 3rd West
Soda Springs, Idaho 83276

ARTICLE VII.
LIMITATION OF LIABILITY

A. No Director of the Corporation will be personally liable to the Corporation for monetary damages for any action taken, or any failure to take any action, as a Director except liability for: (a) the amount of a financial benefit received by a Director to which the Director is not entitled; (b) an intentional infliction of harm on the Corporation or the members, if any; (c) approval of a distribution or dividend in violation of a statutory restriction, or (d) an intentional violation of criminal law.

B. No officer of the Corporation will be personally liable to the Corporation for monetary damages for any action taken, or any failure to take any action, as an officer except for liability for: (a) the amount of a financial benefit received by an officer to which the officer is not entitled; (b) an intentional infliction of harm on the Corporation or the members, if any; or (c) an intentional violation of criminal law.

ARTICLE VIII.
INDEMNIFICATION

A. Mandatory Indemnification. The Corporation shall indemnify and advance expenses to any Director, officer or other person to the fullest extent of the law for any action taken, or any failure to take any action, as a Director, officer or agent of the Corporation.

B. Additional Indemnification. In addition to the Corporation's indemnification obligations under this Article VIII, the Bylaws may oblige or permit the Corporation to provide broader indemnification rights to any person.

C. If these Articles of Incorporation or the Bylaws are amended or repealed to restrict indemnification rights, then the broader indemnification rights that existed before the repeal or amendment will govern claims for indemnification that concern events that occurred before the amendment or repeal.

D. Self-Dealing Restriction. Notwithstanding any other provision of this Article VIII, the Corporation may purchase insurance for or indemnify a person only if the Board of Directors first determines that the purchase of insurance or the indemnity is not (a) self-dealing within the meaning of section 4941 of the Code, (b) a taxable expenditure within the meaning of section 4945 of the Code, or (c) an activity that would otherwise incur taxes or other penalties under the Code.

ARTICLE IX. REGISTERED OFFICE

The address of the initial registered office of the Corporation is 300 S. 3rd West, Soda Springs, Idaho 83276, and the name of its initial registered agent at such address is Becky Bybee.

ARTICLE X. AMENDMENT

These Articles of Incorporation may only be amended through adoption by the Corporation's Board of Directors and approval by two thirds (2/3) of the votes cast by the voting members or a majority of the voting members' voting power, whichever is less.

**ARTICLE XI.
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Corporation's Bylaws.

**ARTICLE XII.
INCORPORATOR**

The name, address, and signature of the Corporation's sole incorporator is set forth below:

DocuSigned by:
Christina Thomas
7D2BE708E9764F2..

Christina Thomas

300 S. 3rd West
Soda Springs, ID 83276

Date: March 5, 2021

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