

FILED EFFECTIVE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

NORTHWEST MEDICAL EDGE RESEARCH, INC.

89 APR 27 AM 8:19
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporators 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.

The name of the Corporation is the Northwest Medical Edge Research, Inc., doing business as NWMER, Inc.

ARTICLE II - NONPROFIT 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 Pocatello, County of Bannock, and the State of Idaho. The address of the initial registered office is the Northwest Medical Edge Research, 3366 Summit Drive, Pocatello, ID 83201, and the name of the initial registered agent at this address is Ed Munson, member of the Board of Directors.

ARTICLE V - PURPOSE

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

A. The Corporation is organized and will be operated exclusively for scientific research purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify under such Section 501(c)(3);

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B. To enhance communication among the various research facilities involved in finding new methods and metrics for illnesses and diseases with the brain, limbs, and other organs.

C. To establish systematic ties with the professional organizations, educational institutions, and research facilities within Idaho, the Northwest region of the United states, and others involved in like research worldwide.

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 herein contained shall be deemed to 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 therefor, may not at that time lawfully carry on or do.

ARTICLE VI - LIMITATIONS

No part of the net earnings 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 hereof. No substantial part of the activities of the Corporation shall be for carrying on propaganda, or other wise attempting to influence legislation, and the Corporation shall nor 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 of 1986, as amended from time to time.

ARTICLE VII - MEMBERSHIP

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Agencies and individuals may become members of the Corporation upon payment of the dues fixed by the Board of Directors.

ARTICLE VIII - BOARD OF DIRECTORS

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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. Each Director of the Corporation shall, at all times be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, additional Directors shall be elected by the currently standing Board of Directors of the organization.

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The names and addresses of the persons constituting the initial Board of Directors are:

Name	Address
Michael Baker, MD	2240 Pocatello Creek Rd Pocatello, Idaho 83201
Charles Garrison, MD	2846 Birdie Thompson Dr Pocatello, Idaho 83201
Jeff Hampsten, CHT	605 S. 6 th Avenue Pocatello, Idaho 83201
Ed Munson, MBA	3366 Summit Drive Pocatello, Idaho 83201

ARTICLE IX - MEMBERSHIP DUES.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the

Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended from time to time, 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, such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI - BYLAWS

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

ARTICLE XII - INCORPORATORS

Board of Directors and Incorporators at the time of incorporation:

Jeff Hampsten - President

Michael Baker - Vice President

Ed Munson – Secretary/Treasurer

Charles Garrison – Member at Large

Dated this 21st day of April, 2009

Adopted by resolution of the corporation's Board of Directors on April 21, 2009.



Secretary