

FILED EFFECTIVE

Articles of Incorporation

The undersigned A. Jerry Davis acting as incorporator of a corporation under the provisions of Title 30, Chapter 3, Idaho Code (Idaho Nonprofit Corporation statutes) adopt the following articles of incorporation:

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SECRETARY OF STATE
STATE OF IDAHO

Article 1. Name

The name of the corporation is Idaho Oral Health Foundation, Inc.

Article 2. Purpose

This corporation is organized exclusively for charitable, educational and scientific purposes; including but not limited to the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code and:

2.1 support education programs

to support education institutions which teach dentistry, dental hygiene, dental assisting, dental laboratory technology, and related health professions which serve the public's oral health, for the betterment of Idahoans.

2.2. provide scholarships

to provide scholarships and related educational benefits to students in dentistry, dental hygiene, dental assisting, dental laboratory technology, and related health entities, who are qualified and have demonstrated an intent to provide oral health services to Idahoans.

2.3. provide public information

to provide public information for the purpose of improving oral health for Idahoans.

2.4. support needy persons

to provide support for the dental treatment of indigent Idahoans.

2.5. support continuing education programs

to support and provide continuing education programs for dentists, dental hygienists, dental assistants, dental technicians and other persons for the betterment of the oral health of Idahoans.

Notwithstanding any of the statements of purposes and powers of this corporation contained herein, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the specific purposes of this corporation.

Consistent with its tax exempt purposes, this nonprofit corporation may exercise any of the general powers set forth under the Idaho Nonprofit Corporation Act. To do all lawful things and acts which this corporation at any time may deem to be in the best interest of the members and the public.

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all costs and expenses in connection with these acts.

Article 3. Duration

The corporation shall have perpetual duration.

Article 4 Tax Exemption Requirements

A. The corporation is organized and operated exclusively for the purposes set forth in Article 2 herein.

B. Notwithstanding any other provision 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 or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

Article 5. No Members

The corporation shall have no members. The corporation shall be controlled exclusively by its board of directors and shall have no voting members. This nonprofit corporation may have one or more class of nonvoting members, as prescribed in the bylaws.

Article 6. Registered Office and Agent and Corporate Mailing Address

The street address of the initial registered office of the corporation is: 1220 West Hays Street, Boise, ID 83702-5315. The name of the original registered agent at such address is A. Jerry Davis. The mailing address of the corporation is 1220 West Hays Street, Boise, ID 83702-5315.

Article 7. Board of Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a board of directors. The board of directors shall promulgate all bylaws governing the affairs of the corporation. The bylaws may prescribe the number of directors, as long as the number of directors of the corporation shall be not less than three nor more than fifteen and is an odd number; provided, however, that the number of directors can be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The names and addresses of the persons who are to serve as the initial directors are:

Name	Address
1. A. Jerry Davis	1220 West Hays Street, Boise, ID 83702-5315
2. Dr. Richard George	1046 Wallen Road, Moscow, ID 83843
3. Dr. H. David Croft	103 E. Ash Street, Caldwell, ID 83605

Article 8. Incorporators

The names and address of the incorporator is:

A. Jerry Davis 1220 West Hays Street, Boise, ID 83702-5315

Article 9. Officers

The board of directors shall elect the president, vice president, treasurer, secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the board of directors.

Article 10. Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Idaho Nonprofit Corporation statutes concerning corporation action that must be authorized or approved by the members of the corporation, if any, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted. either by a resolution of the board of directors or by following the procedures set forth for such action in the bylaws.

Article 11. Property and Profits

The property of this corporation is irrevocably dedicated to the purposes set forth in Article 2 herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article 2 herein.

Article 12. Distribution Upon Dissolution

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

Article 13. Amendments

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote and adopted by a two-thirds majority vote.

Article 14. Limited Liability of Directors and Officers

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and their private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Idaho not be denied or limited by the bylaws, except that an officer or director may be personally liable for any act that constitutes as any breach of loyalty to the corporation, bad faith or wanton misconduct or engaging in any conflict of interest transaction or self-dealing such as providing an officer or director an economic benefit such as a loan, loan guarantee or unlawful distribution.

We, the undersigned, being the incorporators of this corporation for the purpose of forming this nonprofit charitable corporation under the laws of the Idaho have executed these articles of incorporation on April 13, 2006.


A. Jerry Davis, Incorporator