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ARTICLES OF INCORPORATION
OF

IDAHO SHOULDER EDUCATION AND RESEARCH FOUNDATION, INC.



The undersigned natural person over the age of eighteen (18) years, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for said corporation:

ARTICLE I
NAME

1.1 Name of Corporation. The nonprofit corporation created hereunder shall be known to the public and identified upon the official records of the Idaho Secretary of State as: **IDAHO SHOULDER EDUCATION AND RESEARCH FOUNDATION, INC.** (hereafter the "Corporation").

ARTICLE II
DURATION

2.1 Corporate Existence. The Corporation shall continue in existence perpetually unless dissolved pursuant to law.

ARTICLE III
PURPOSES

3.1 Corporate Purposes. The Corporation is organized as a nonprofit corporation and shall be operated exclusively for religious, educational, charitable, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws. The Corporation is organized to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, shall use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, educational, charitable, scientific, or literary purposes, including contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and Regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE IV
MEMBERS

4.1 Members. The Corporation shall have no members.

IDAHO SECRETARY OF STATE
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ARTICLE V
POWERS

5.1 **General Powers.** Subject to the pursuits and objectives declared in Article III and any other limitations herein expressed, the Corporation shall have the power to do any and all things which a nonprofit corporation may do under the laws of the State of Idaho, including but not restricted to the following:

5.1(a) **Receive and Expend Assets for Charitable Purposes.** To receive, acquire, hold, manage, administer, and expend property and funds for general religious, educational, charitable, scientific, and literary purposes, including the assistance to charitable institutions, associations and undertakings;

5.1(b) **Take Property By Will or Gift.** To take property and funds by will, gift, or otherwise, and with or without specification of any religious, educational, charitable, scientific, or literary purpose, but in case no such purpose is specified, the property or funds so received shall, nevertheless, be held by the Corporation to be used solely for said purposes. The Corporation shall not have the power to take or hold property or funds for any purpose other than a religious, educational, charitable, scientific, or literary purpose;

5.1(c) **Own Property.** To hold, in its own name and right, real and personal property of every nature and description without limitation as to extent, character or amount, and with all the powers of control, management, investment, change, and disposal incident to the absolute ownership of property or funds by a private person, subject only to the terms of particular trusts and to the general trust that all its properties and funds shall be held for religious, educational, charitable, scientific, and literary purposes;

5.1(d) **Borrow Money.** To borrow money either upon or without security, giving such promissory notes or other evidences of indebtedness and such pledges, mortgages, or other instruments of hypothecation as it may be advised;

5.1(e) **Administer Corporate Affairs.** To appoint and pay officers and agents to conduct and administer the affairs of the Corporation;

5.1(f) **Adopt Bylaws.** To adopt Bylaws prescribing the duties of the officers and agents of the Corporation, the detail of the organization, the time and manner of its meetings, and any and all detail incident to its organization and the efficient conduct and management of its affairs;

5.1(g) **General Purposes.** To do any and all things which a natural person might do, necessary and desirable for the general purposes for which the Corporation is organized;

5.1(h) Receive Funds by Private Donations. To receive and use funds obtained from private donations, devises and bequests, and from all lawful sources to be applied for general charitable and benevolent purposes in assisting the poor, the sick and needy, and various charitable homes, institutions or associate service centers and other charitable organizations operating with or assisted by the Corporation;

5.1(i) No Limitation of Authorized Powers and Purposes. No recital, expression or declaration of specific or special powers or purposes hereinabove enumerated shall be deemed exclusive, it being intended that the Corporation shall have any and all other powers necessary or incidental to the accomplishment of its objects and purposes and each and all of the powers now conferred or that may hereafter be conferred by the laws of the State of Idaho on nonprofit corporations.

5.2 Powers Relating to Specific Objects and Purposes. The Corporation shall have the powers necessary or incidental to the carrying on of its objects and purposes including but not restricted to the following: to discharge the intent and desires of its creators to support charitable causes and to contribute generally to the public welfare through the alleviation of human suffering, the advancement of science, education and the cultural arts and the promotion of the American way of life by means of operating, as aforesaid, exclusively for religious, charitable, scientific, literary, and/or educational purposes.

5.3 Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any 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 no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as permitted by Section 501 of the Internal Revenue Code of 1986 or corresponding provisions or any subsequent Federal tax laws), and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. The Corporation shall not carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more of the aforementioned purposes for which the Corporation is organized. The Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code. Further, the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code); from making any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and, from making any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

6.1 **Registered Office and Registered Agent.** The registered office of the Corporation shall be at 3381 West Bavaria Street, Eagle, Idaho 83616. The Board of Directors may change the registered office and registered agent as the Board may from time to time provide. The name of the Corporation's initial registered agent at the registered office is C. SCOTT HUMPHREY.

ARTICLE VII
DIRECTORS

7.1 **Board of Directors.** The affairs of the Corporation shall be managed by a governing Board of Directors. The individuals constituting the initial Board of Directors of the Corporation, who shall serve for the term specified or until their successors are duly qualified, elected or appointed, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
C. Scott Humphrey, M.D.	2258 N. Big Summit Way Eagle, Idaho 83616	3 years
Michael Curtin, M.D.	819 No. 17 th Street Boise, Idaho 83702	3 years
Sean Hassinger, M.D.	7979 W. Rifleman Street Boise, Idaho 83704	3 years

ARTICLE VIII
INCORPORATORS

8.1 **Incorporator.** The name and address of the sole incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
C. Scott Humphrey, M.D.	2258 N. Big Summit Way Eagle, Idaho 83616

ARTICLE IX
LIMITATIONS ON LIABILITY

9.1 Limitation on Director and Officer Liability. The private property of the directors and officers of the Corporation shall not be liable for the obligations of the Corporation.

ARTICLE X
BYLAWS

10.1 Corporate Bylaws. Provisions for the regulation and management of the internal affairs of the Corporation shall be set forth in the Bylaws.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

11.1 Amendment of Articles. These Articles of Incorporation may be amended at any time in any manner which is permissible under the laws of the State of Idaho; provided, however, that these Articles of Incorporation shall in no event be amended in any manner so as to change the Corporation from a nonprofit corporation to a corporation organized or operated for pecuniary profit; nor shall the Articles of Incorporation be amended so as to make the purposes of the Corporation inconsistent with the purposes as specified in Article III herein.

ARTICLE XII
DISSOLUTION

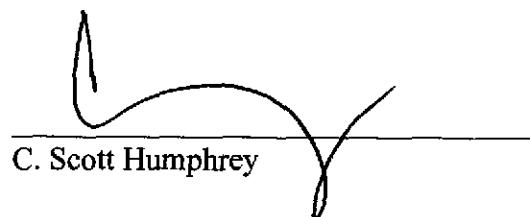
12.1 Dissolution of Corporation. The Corporation does not contemplate pecuniary gain or profit to the officers and directors thereof, and is organized solely for nonprofit purposes. Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious, scientific and/or literary purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or shall be distributed either to the Federal government or to a state or local government for a public purpose.

Dated this 03 day of March, 2014.


C. Scott Humphrey
2258 N. Big Summit Way
Eagle, Idaho 83616

REGISTERED AGENT ACKNOWLEDGMENT

The undersigned, C. SCOTT HUMPHREY, states that he is the person appointed as the initial registered agent of IDAHO SHOULDER EDUCATION AND RESEARCH FOUNDATION, INC., and that he does hereby acknowledge and accept such appointment.



C. Scott Humphrey