

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

BOUNDARY HEALTH NETWORK, INC.  
File number C 109505

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 BOUNDARY HEALTH NETWORK, INC. 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: February 21, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Sikel*

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ARTICLES OF INCORPORATION  
OF  
BOUNDARY HEALTH NETWORK, INC.

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I, the undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, Title 30, Chapter 3 of the Idaho Code, and laws amendatory thereof and supplementary thereto, do hereby form a body corporate and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

BOUNDARY HEALTH NETWORK, INC.

ARTICLE II

The purpose for which this corporation is organized is to provide an organized system for the coordination, delivery and provision of certain comprehensive health care services, and to otherwise engage in any lawful business for which nonprofit corporations may be incorporated pursuant to the Idaho Nonprofit Corporation Act. The corporation shall have and may exercise all of the powers, rights and privileges that corporations organized pursuant to the Idaho Nonprofit Corporation Act may have and exercise.

ARTICLE III

The management and direction of the business of this corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation. Any action, other than an action requiring membership approval, any be taken by the Board of Directors by written action signed by all of the members of the Board; provided such action is evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes filed with the records of this corporation.

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The first Board of Directors shall have up to five (5) members, each of who, shall serve until the first annual meeting of the Board of Directors and until his or her successor has been elected and qualified. The name and post office address of each initial director is as follows:

Dr. James Hill	HCR 61 Box 61A Bonners Ferry, ID 83805
Mr. William T. McClintock	HCR 61 Box 61A Bonners Ferry, ID 83805
Dr. William H. McCreight	HCR 61 Box 61A Bonners Ferry, ID 83805

#### ARTICLE IV

The initial registered location and post office address of this Corporation shall be HCR 61 Box 61A, Bonners Ferry, Idaho 83805. The street address of the Corporation is 6640 Kaniksu Street, Bonners Ferry, Idaho. The initial registered agent of this corporation, located at such office, shall be Dr. James R. Hill.

#### ARTICLE V

The name and post office address of the Incorporator is:

Dr. James R. Hill  
HCR 61 Box 61A  
Bonners Ferry, ID 83805

#### ARTICLE VI

This Corporation shall have members. The classes, qualifications, rights, limitations and obligations of the members shall be as specified in the Bylaws.

#### ARTICLE VII

The period of duration of this corporation's existence shall be perpetual.

#### ARTICLE VIII

This corporation shall have no capital stock.

#### ARTICLE IX

The directors, officers and members of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any

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of the property of the directors, officers or members be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

ARTICLE X

These Articles of Incorporation may be amended from time to time in the manner provided by law.

ARTICLE XI

This Corporation may be dissolved in accordance with the laws of the State of Idaho. Upon dissolution of this Corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to its members, to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this Corporation, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, or to the State of Idaho or any political subdivision or agency thereof or exclusively public purposes, in such proportions as the Board of Directors of this Corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by the corporation upon the trust or other condition, or subject to an executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

IN WITNESS WHEREOF, I have hereunto set my hand this 13<sup>th</sup> day of February, 1995.

Dr. James R. Hill  
Incorporator

SUBSCRIBED and sworn to before me this 13<sup>th</sup> day of February, 1995.

Indra C. Guthrie  
Notary Public for Idaho  
Residing at Bonners Ferry  
Commission Expires: 6/21/99