

73801

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

MOUNTAIN STATES GROUP, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of MOUNTAIN STATES GROUP, INC. duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: May 28, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley J. Clark*

RESTATED ARTICLES OF INCORPORATION  
OF

MOUNTAIN STATES GROUP, INC.

MAY 28 4 17 PM '93  
SECRETARY OF STATE

PURSUANT to the provisions of Section 30-1-64, Idaho Code, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors, hereby adopts the following Restated Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be MOUNTAIN STATES GROUP, INC.

ARTICLE II

Duration. The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE III

Location. The location of the registered office of this Corporation shall be in Boise, County of Ada, State of Idaho, and the address of the registered office of this Corporation shall be 950 N. Cole Road, Boise, Idaho 83704, and the name of the registered agent at such address is Hartzell J. Cobbs.

ARTICLE IV

Purposes. The objects and purposes for which this Corporation is formed are exclusively those permitted by §501(c)(3) of the Internal Revenue Code of 1954, as amended, and consist of the following:

1. To engage in health-related activities for the benefit and welfare of all people, including organization, demonstration and application of knowledge and research at personal,

organizational, community and regional levels within the fields of health, education and human welfare.

2. To engage in and carry on and carry out scientific research and research projects in the public interest in the fields of medical science, medical economics, public health, comprehensive health planning and related areas.

3. To make payments and distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any subsequent Federal tax law.

4. In general, to exercise any, all and every right and power now or hereafter granted to non-profit corporations under the laws of the State of Idaho, provided that the powers granted hereunder shall be exercised exclusively for the purposes designated in §501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any subsequent Federal tax law.

5. The purposes for which this Corporation is formed are purely charitable and educational, and not for pecuniary profit, and all funds and properties of this Corporation shall be devoted to such charitable and educational purposes above set forth and never to the distribution of any pecuniary gains, profits or dividends to any person or organization whatsoever.

#### ARTICLE V

##### Declaration of Exempt Status

(1) All of the powers to be exercised by the Corporation shall be exercised exclusively for such purposes and in such a

manner that this Corporation shall qualify as and remain an exempt organization under the Internal Revenue Code of 1954, §501(c)(3), as it currently and shall hereafter be in force and effect.

(2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(3) The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(6) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 as set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the

carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not 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 provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any subsequent Federal tax law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any subsequent Federal tax law.

#### ARTICLE VI

Membership. The number and qualification of members, the terms and conditions of membership, and the liability for fees for admission and/or dues or assessment for members shall be as set forth in the Bylaws of this Corporation.

No member shall have or acquire a greater interest in this Corporation than any other members, and the voting power and rights of the members of this Corporation shall be equal.

#### ARTICLE VII

Certificates of Membership. The Corporation may issue certificates or other instruments evidencing membership rights to each member hereof that is in good standing in accordance with the

criteria therefor set forth in the Bylaws, or the rules and regulations thereunder.

#### ARTICLE VIII

Liability. The officers, directors and/or members of this Corporation shall not be individually liable for the Corporation's debts or other liabilities of any kind whatsoever. The private property of any member of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and, if membership certificates are issued, they shall not be subject to assessment for any purpose of paying expenses, conducting business or paying debts of the Corporation.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer, director or member of the Corporation shall be indemnified by the Corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such officer, director or member (or such heirs, executors or administrators) may be entitled apart from this Article.

#### ARTICLE IX

Rights Upon Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations operated and organized

exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any subsequent Federal tax law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court 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 said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE X

Board of Directors. Control and management of the affairs of this Corporation shall be vested in the membership, provided that certain responsibilities and duties of control and management may be delegated to the Board of Directors as specified in the Bylaws, and such number may, from time to time, be increased or decreased in such manner as may be prescribed by the Bylaws.

#### ARTICLE XI

Amendment. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a two-thirds (2/3) vote of the members, represented in person, at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

#### ARTICLE XII

The number of members of the Board of Directors, constituting the initial Board of Directors is seven (7), and the names and

addresses of the persons who are to serve as Board members until the first annual meeting of members or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
LOUISE C. HANEY, President	3121 Crescent Rim Drive Boise, Idaho 83704
JOSEPH B. DEISHER, M.D.	414-214th Avenue S.E. Redmond, Washington 98052
SHERRY ANN COLQUITT	2808 Cameo Circle Las Vegas, Nevada 89017
RICHARD A. MATTSON, Ed.D.	P.O. Box 1174 Kalispell, Montana 59901
J. DOUGLAS YUNKER, M.S.W., A.C.S.W.	1104 East Bannock Street Boise, Idaho 83702
HARTZELL J. COBBS, Rel.D.	12200 Jantzen Avenue Suite 380 Portland, Oregon _____
C.E. SMITH, Ph.D.	P.O. Box 2550 Corrales, New Mexico 87048

#### ARTICLE XIII

Amendment of Bylaws. The Board of Directors shall have the power to make, alter, amend or repeal Bylaws as set forth therein for governance of the Board and for administration and regulation of the affairs of the Corporation, provided that any such Bylaws shall not be inconsistent with these Articles of Incorporation or with the constitution or laws of the State of Idaho or any other governmental entity duly constituted.



ARTICLE XIV

The name and address of the incorporator is as follows:

CHARLES W. FAWCETT

603 W. Franklin Street  
P.O. Box 700  
Boise, Idaho 83701

The foregoing restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as heretofore amended, and supersede the original articles of incorporation and all amendments thereto.

DATED this 29 day of April, 1993.

**MOUNTAIN STATES GROUP, INC.**

By:

Benson R. Daitz  
**BENSON R. DAITZ, President**

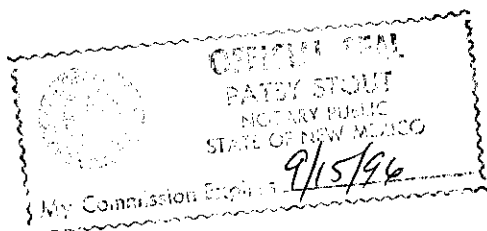
ATTEST:

Mary Anne Dolen  
**Its Secretary**

(Corporate Seal)

STATE OF NEW MEXICO )  
County of BERNALILLO ) ss.

I, Patsy Stout, a notary public do hereby certify that on this 29 day of April, 1993, personally appeared **BENSON R. DAITZ**, who, being by me first duly sworn, declared that he is the President of Mountain States Group, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Patsy Stout  
NOTARY PUBLIC For New Mexico  
Residing at Albuquerque NM  
My Commission Expires: 9/15/96

IDAHO SECRETARY OF STATE  
19930601 0900 78853 2  
CK #: 22612 CUST# 1  
CORPORATIO 1@ 20.00= 20.00

##: