

FILED EFFECTIVE

2013 SEP -6 PM 4:30

**ARTICLES OF INCORPORATION
OF
NABP DISTRICT 7 INC.**

**SECRETARY OF STATE
STATE OF IDAHO**

The undersigned, acting as the incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act ("INCA"), hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is NABP District 7 Inc. ("Corporation").

**ARTICLE II
PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of I.R.C. Section 501(c)(3). Such purposes shall include, but shall not necessarily be limited to, improving the standards of pharmacist education, licensure, and practice within the seventh district of the National Association of Boards of Pharmacy ("NABP"), as such seventh district shall be defined by the NABP. The Corporation may carry out its purposes directly or by making gifts, grants, or other payments to other qualified organizations. In these Articles of Incorporation, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE III
CHARACTER OF AFFAIRS**

The immediate character of the Corporation shall be that of a component part of the NABP's governance structure that functions to improve the standards of pharmacist education, licensure, and practice in the jurisdictions that constitute the seventh district of the NABP, as such district is now and may hereafter be defined.

**ARTICLE IV
ACTIVITIES AND RESTRICTIONS**

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. Section 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political

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campaign on behalf of (or in opposition to) any candidate for public office, including by publishing or distributing any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of or be distributable to any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for services rendered and reimbursement for reasonable expenses incurred that are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a Corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942, and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. Sections 4941(d), 4943(c), and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944, or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE V MEMBERS

The Corporation shall have members pursuant to such provisions and qualifications as shall be set forth in the Corporation's bylaws ("Bylaws"). A member is not, as such, personally liable for the acts, debts, liabilities or obligations of the Corporation.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The affairs of the Corporation shall be managed by its board of directors ("Board of Directors"), which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but in no event shall the number be less than the number of directors required by the INCA, which at the time of execution of these Articles of Incorporation is three (3). The terms of office, qualifications, and method of election of the directors shall be as specified in the Bylaws.

Section 2. The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial directors are:

Name

Address

REBECCA DESCHAMPS

c/o Community Medical Center
2827 Old Fort Road
Missoula, MT 59804

MICHAEL BERTAGNOLLI

2 North Tartan Street
Three Forks, MT 59752

MARK JOHNSTON

c/o Idaho Board of Pharmacy
1199 Shoreline Dr. #303
Boise, ID 83720

ARTICLE VII INCORPORATORS

The name and address of the incorporator is:

Name

MARK JOHNSTON

Address

c/o Idaho Board of Pharmacy
1199 Shoreline Dr. #303
Boise, ID 83720

ARTICLE VIII AMENDMENT

These Articles of Incorporation may be amended by the vote of two-thirds of the Corporation's voting members at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

ARTICLE IX 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, distribute all of the remaining assets of the Corporation exclusively for one or more exempt purposes as described in I.R.C. Section 501(c)(3), or to one or more units or agencies of federal, state, or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the District Court of the county in which the principal office of the Corporation is then located.

ARTICLE X REGISTERED AGENT

The name and street address of the registered agent of the Corporation is:

SAMUEL A. HOAGLAND
Attorney and Counselor at Law
Key Bank Center, 11th Floor
702 West Idaho Street, Suite 1100
Boise, ID 83702

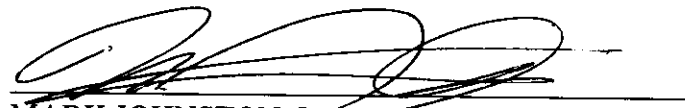
ARTICLE XI DIRECTOR LIABILITY

To the fullest extent permitted by the INCA as the same now exists or may be hereafter amended, no director of the Corporation shall be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment, or modification of this Article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the Corporation occurring prior to such repeal, amendment, or modification.

ARTICLE XII INDEMNIFICATION

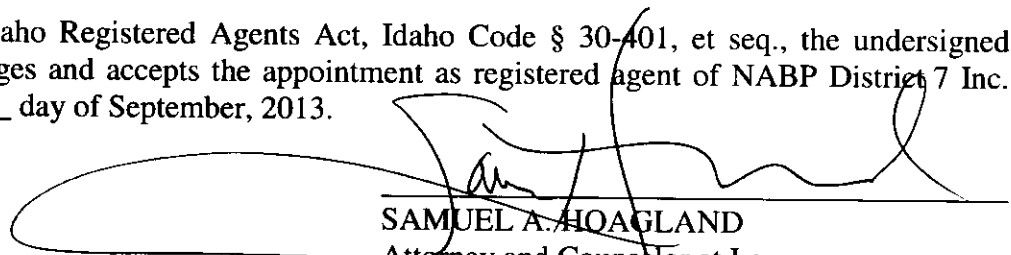
To the fullest extent permitted by the INCA as the same exist or may be hereafter amended, the Corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer or director of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment, or modification of this Article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment, or modification.

THESE ARTICLES OF INCORPORATION of NABP District 7 Inc. are dated and done on the 6th day of September, 2013.


MARK JOHNSTON, Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the Idaho Registered Agents Act, Idaho Code § 30-401, et seq., the undersigned hereby acknowledges and accepts the appointment as registered agent of NABP District 7 Inc. effective this 6th day of September, 2013.


SAMUEL A. HOAGLAND
Attorney and Counselor at Law
Key Bank Center, 11th Floor
702 West Idaho Street, Suite 1100
Boise, ID 83702