

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

IDAHO HOME NET, INC.

File number C 112809

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 IDAHO HOME NET, 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: November 30, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ara Seibel*

ARTICLES OF INCORPORATION

Nov 16 11 13 AM '95

IDAHO HOME NET, INC.

Nov 30 11 17 AM '95

SECRETARY OF STATE  
STATE OF IDAHO

SECRETARY OF STATE  
STATE OF IDAHO

We the undersigned voluntarily incorporate this day for the purpose of forming a cooperative association as provided for in the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code as amended, and the laws on the State of Idaho relating to the organization of corporations where pecuniary profit is not the object and we hereby certify and declare as follows:

ARTICLE I

The name of this corporation shall be:

**IDAHO HOME NET, INC.**

ARTICLE II

The name of the initial Registered Agent of the corporation and the address of the initial registered office of the corporation is:

Greg Maag  
333 W. Center  
Pocatello, ID 83204

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

This corporation is not organized for pecuniary profit but the purposes and objects for which the corporation is formed are to promote, establish, maintain and operate a nonprofit

IDAHO SECRETARY OF STATE  
11/16/95 9:00:00 AM  
Customer # 47890  
INCORPORATION NON PROFIT 24670  
1 @ 30.00 = 30.00

corporation having all the powers authorized for such corporations by Title 30, Chapter 3. Idaho Code as amended now or hereafter and to:

A. Engage in any activity involving or relating to the advertising, promotion, regulation, distribution and marketing of pharmacy and home medical services, equipment technology and supplies used in medical research, treatment, care and the medical profession.

B. Promote, encourage and facilitate the economic, orderly and efficient distribution and marketing of pharmacy and home medical services, equipment, technology and supplies.

C. Provide for and assist Members in advertising, development and promotion of Member's products and businesses.

D. Receive from any and all available sources, funds for corporate purposes.

E. Enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount with any person, firm, insurer, third party, association, corporation, state, municipality, government, or other subdivision, district, department, agency or instrumentality thereof.

F. Associate with other persons, associations, organizations, corporations, joint ventures, general or limited partnerships, and other forms of legal entities for any purpose that is not prohibited by law.

G. Purchase and administer group health and auto insurance and other benefit programs for Members.

H. Act on behalf of the Members with authorization by the Board before all governmental agencies or bodies and to secure more efficient cooperation with said governmental agencies.

I. Act on behalf of the Members to obtain business contracts including managed care contract for the purchase and sale of pharmacy and home medical services, equipment, technology, and supplies.

J. Have every power, privilege, right and immunity now or hereafter authorized or permitted by law to an association organized or existing pursuant to the provisions of Title 30, Chapter 3, Idaho Code and amendments thereto. The powers, purposes and objects expressed and granted by these Articles are to be construed broadly as possible consistent with applicable law, enabling the corporation to have all the powers existing under Title 30, Chapter 3, Idaho Code and those powers allowed by law. Nothing herein contained shall be deemed to limit the right or power of this association through any lawful act that the Board of Directors shall determine.

K. In the event of dissolution of the corporation, should there remain assets following the payment of all liabilities of the corporation, then in that event the Board of Directors shall refund such amounts to the Members of the corporation.

#### ARTICLE V

A. The corporation is formed without capital stock but shall admit Members into the corporation upon the payment of membership fee and upon the terms of admission and membership as provided for in the Bylaws of the corporation and any applicable membership agreement.

B. Membership in this corporation shall not be assignable but membership can be terminated or cancelled by the Board.

C. Dues and assessments may be levied against the Members of this association by the Board of Directors as provided in the Bylaws.

D. The rights and interests of all Members of this corporation shall be as provided in the Bylaws.

#### ARTICLE VI

The Members shall have voting rights as set forth in the Bylaws.

#### ARTICLE VII

The corporation is organized as a nonprofit business association and as such does not contemplate pecuniary gain or profit to the Members. The corporation is not organized and will not be conducted for the purpose of fixing the price or regulating the production of any article of commerce with the corporate Members outside the corporation.

#### ARTICLE VIII

A. The governance of this corporation and the management of its affairs shall be vested in the Board of Directors, the number of which may be set by the Bylaws but shall not be less than ~~three~~ (3). The number of Directors constituting the initial Board of Directors is ~~three~~ (3) persons. The exact number, qualification and terms of persons to serve on such Board to be specified in the Bylaws. The names and addresses of the persons who are to serve as Directors of the corporation until the next annual meeting of the corporation, or until their successors are elected and qualified are:

Troy Paz	Greg Maag	Dave Moore
333 W. Center	333 W. Center	2001 Woodruff
Pocatello, Idaho 83204	Pocatello, Idaho 83204	Idaho Falls, Idaho 83404

B. The corporation shall have the right to prescribe in its Bylaws the qualifications of Directors, the time and manner of their election and other matters and things pertaining to the Directors including the right to change the number thereof from time to time.

## ARTICLE IX

The regular annual meeting of the corporation to transact the business of the corporation shall be held at such time and place as may be provided for in the Bylaws or at such other place as may be designated by the Board. Meetings of the Members and the Board of Directors shall be held at such time and place as may be provided for in the Bylaws.

## ARTICLE X

The Members shall adopt Bylaws not inconsistent with law or these Articles of Incorporation, and may alter the same from time to time. Bylaws may be adopted, amended or repealed by the Members at any regular annual meeting, or at any special meeting called for that purpose or by a two-thirds (2/3) majority vote of the Directors at a meeting which a quorum is present; provided the notice of any meeting at which such action is proposed to be taken states that the purpose is to consider one or more amendments for the repeal of existing Bylaws and the adoption of new Bylaws and the proposed wording for each amendment for the adoption of the new Bylaws shall be included with such notice; and further provided that the Board of Directors shall not make or alter any Bylaws fixing the qualifications, classification or term of office of Members of such Board.

## ARTICLE XI

The Articles of Incorporation of this corporation may be amended by the affirmative vote of a majority of its Members present or represented by proxy at any regular annual meeting, or at any special meeting called for that purpose.

## ARTICLE XII

No Director or Incorporator shall be liable to the corporation or its Members for monetary damages for breach of fiduciary duty except: for any breach of the Director's or

Incorporator's duty of loyalty to the corporation or its Members; for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; for liability imposed for failure to comply with the applicable legal standard of conduct for a Director in any of the circumstances described in Section 30-1-48, Idaho Code; or for any transaction from which the Director derives an improper personal benefit.

To the fullest extent permitted by law, the corporation shall also have the power to purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the corporation, or who, while a Director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, for liability asserted against or incurred by such individual in that capacity or arising from such status as a Director, officer, employee, or agent, whether or not the corporation would have power to indemnify such individual against such liability.

#### ARTICLE XIII

The name and address of the initial incorporator of the corporation is:

Greg Maag  
333 W. Center  
Pocatello, Idaho 83204

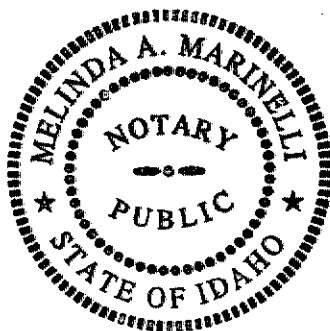
IN WITNESS WHEREOF, the incorporator of this corporation has set his hand at Pocatello,  
Idaho this 13<sup>th</sup> day of NOVEMBER, 1995.

Greg Maag  
Greg Maag, Incorporator

STATE OF IDAHO            )  
                                      : ss.  
COUNTY OF BANNOCK    )

On the 13<sup>th</sup> day of NOVEMBER, 1995, personally appeared before me, Greg  
Maag, who, being by me duly sworn, did say that he is the Incorporator and Registered Agent  
of Idaho Home Net, Inc., that he signed the above Articles of Incorporation in both  
capacities.

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



Melinda A. Marinelli  
Notary Public for Idaho  
Residing at Pocatello, Idaho  
My Commission Expires: 03/03/99