

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HEALTH ALTERNATIVES, INCORPORATED

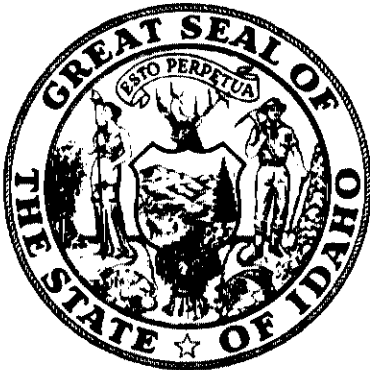
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

HEALTH ALTERNATIVES, INCORPORATED

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 August 29, 19 91



Pete T. Cenarrusa

SECRETARY OF STATE

Deborah Gebala

Corporation Clerk

AUG 29 3 29 PM '91

ARTICLE I

Section 1. The name of this Corporation shall be HEALTH ALTERNATIVES, INCORPORATED.

ARTICLE II

The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, including:

Section 1. Development and Promotion of Health Care Alternatives. To develop and fund exploration of health care alternatives; to facilitate the availability of information allowing individuals to choose among all available resources and methodologies of health care; and, to promote public interest, education and support for the widest possible choices in health care from all disciplines and resources.

Section 2. Other Organizations, Entities or Individuals. To cooperate with other organizations, entities and individuals engaged in furthering the foregoing or similar objectives, including providing grants and all other types of assistance to such organizations, entities and individuals.

Section 3. Other Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which may be necessary or incidental to the attainment of the purposes of the Corporation and to exercise all

rights and powers conferred on nonprofit corporations under the laws of Idaho, including the power to contract, rent, buy, or sell personal or real property, provided, however that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation. The Corporation shall have the right and powers as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations, as they now exist or may hereafter be amended, and by an organization contributions to which are deductible under such regulations.

Section 4. Political Activities. No substantial part of the activities of this Corporation shall consist of carrying propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 5. Dedication of Property. The property of this Corporation is irrevocably dedicated to charitable purposes. In the event of the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to be used and dedicated as nearly as practicable in accordance with the purposes of this Corporation as set forth herein, to or for the benefit of organizations qualifying at the time of such distributions under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations, as they now exist or may hereafter be amended. Such assets may be disposed of in

such manner as may be directed by decree of the District Court in the county in which the Corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

ARTICLE III

This Corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized pursuant to the Idaho Nonprofit Corporation Act for public and charitable purposes. No member of the Corporation shall derive any pecuniary gain or profit incidental or otherwise from the Corporation or the operation thereof 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 set forth in Article I above.

ARTICLE IV

The period of duration of the Corporation is perpetual.

ARTICLE V

The principal office for the transaction of the business of this Corporation is located in the County of Ada, State of Idaho.

ARTICLE VI

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
John Burden	750 Warm Springs Avenue Boise, ID 83712
Andrew M. Chasan	1459 Tyrell Lane Boise, ID 83706
Steven Schneider, M.D.	801 Stilson Boise, ID 83703
Barbara Knudson-Fields	760 Warm Springs, Suite C Boise, ID 83712
Suzanne Lewis	760 Warm Springs Avenue, Suite F Boise, ID 83712
Susan Mattos	10075 Star Acres Drive Star, ID 83669
Victoria Mech	325 McGuffin Lane Boise, ID 83712
Polly Peterson	760 Warm Springs Avenue, Suite H Boise, ID 83712
Jeanie Porter	3108 Bogus Basin Road Boise, ID 83702
Deborah Purcell	1401 N. 23rd Boise, ID 83702
Jack Smith	760 Warm Warm Springs, Suite A Boise, ID 83712
Brenda McCoy Welch	2822 Edson Boise, ID 83705

ARTICLE VII

The authorized number and qualifications of members of the Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof shall be set forth in the By-Laws.

ARTICLE VIII

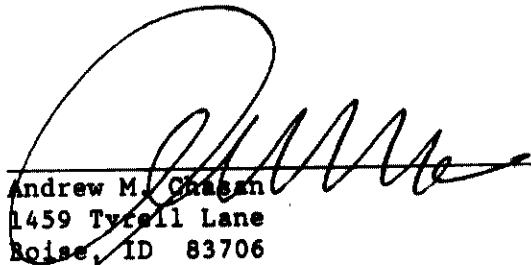
The name and address in this State of the Corporation's initial agent, for service of process is:

Andrew M. Chasan
1459 Tyrell Lane
Boise, Idaho 83706

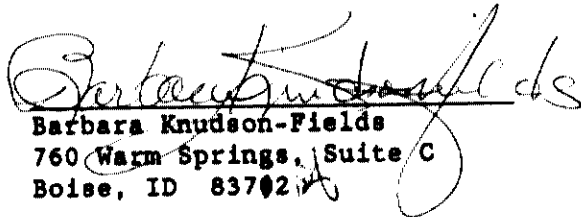
IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first directors, have executed these Articles of Incorporation.



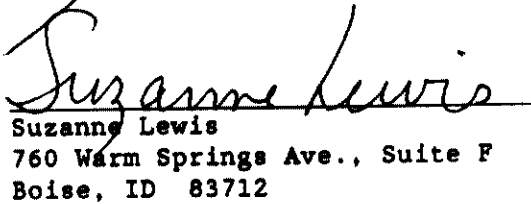
John Burden
750 Warm Springs Avenue
Boise, ID 83712



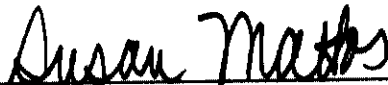
Andrew M. Chasan
1459 Tyrell Lane
Boise, ID 83706



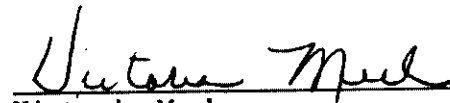
Barbara Knudson-Fields
760 Warm Springs, Suite C
Boise, ID 83702



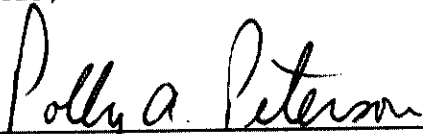
Suzanne Lewis
760 Warm Springs Ave., Suite F
Boise, ID 83712



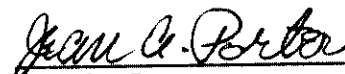
Susan Mattos
10075 Star Acres Drive
Star, ID 83669



Victoria Mech
325 McGuffin Lane
Boise, ID 83712



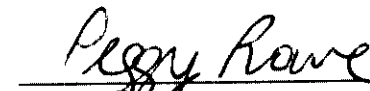
Polly Peterson
760 Warm Springs Avenue, Suite H
Boise, ID 83712



Jeanie Porter
3108 Bogus Basin Road
Boise, ID 83702



Deborah Purcell
1401 N. 23rd
Boise, ID 83712



Peggy Rowe
1715 N. 8th
Boise, ID 83702

Steven Schneider

Steven Schneider
801 Stilson
Boise, ID 83703

Jack Smith

Jack Smith
760 Warm Springs, Suite A
Boise, ID 83712

Brenda Welch

Brenda Welch
2822 Edson
Boise, ID 83705

State of Idaho)
County of *Ada*) ss.

On *July 10*, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN BURDEN, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

WITNESS my hand and official seal.

Signature *Jerry L. Vandenholm*

State of Idaho)
County of) ss.

On *August 20*, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared ANDREW M. CHASAN, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

WITNESS my hand and official seal.

Signature *Rita K. Bools*

State of Idaho)
County of Ada) ss.

On July 10, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared BARBARA KNUDSON-FIELDS, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same.

WITNESS my hand and official seal.

Signature Jerry L. Venholm

State of Idaho)
County of Ada) ss.

On July 10, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared SUZANNE LEWIS, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same.

WITNESS my hand and official seal.

Signature Jerry L. Venholm

State of Idaho)
County of Ada) ss.

On June 25, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared SUSAN MATTOS, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same.

WITNESS my hand and official seal.

Signature Jerry L. Venholm

State of Idaho)
)
County of Ada) ss.

On July 19, 1991, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared VICTORIA MECH, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same.
WITNESS my hand and official seal.

Signature Jacquelyn H. Cassell

State of Idaho)
)
County of Ada) ss.

On July 10, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared POLLY PETERSON, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same.
WITNESS my hand and official seal.

Signature Jerry L. Uenkel

State of Idaho)
)
County of Ada) ss.

On July 10, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared JEANIE PORTER, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same.
WITNESS my hand and official seal.

Signature Jerry L. Uenkel

State of Idaho)
County of Ada) ss.

On July 10, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared DEBORAH PURCELL, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same. WITNESS my hand and official seal.

Signature Jerry L. Uenkelm

State of Idaho)
County of Ada) ss.

On July 10, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared PEGGY ROWE, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same. WITNESS my hand and official seal.

Signature Jerry L. Uenkelm

State of Idaho)
County of ADA) ss.

On August 13, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared STEVEN SCHNEIDER, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same. WITNESS my hand and official seal.

Signature Kenneth M. Leiby

State of Idaho)
County of Ada) ss.

On July 10, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared ~~the~~ JACKIE SMITH, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same. WITNESS my hand and official seal.

Signature Lesley L. Vembholm

State of Idaho)
County of Ada) ss.

On July 17, 1991, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared BRENDA WELCH, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same. WITNESS my hand and official seal.

Signature Deanna Stallings