

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

IDAHO ACADEMY OF FAMILY PHYSICIANS, INC.

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 ACADEMY OF FAMILY PHYSICIANS, 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 26, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Angie Hake

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1936
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

IDAHO ACADEMY OF FAMILY PHYSICIANS, INC.

This organization is a constituent chapter of the American Academy of Family Physicians, a corporation existing under the laws of Illinois and is possessed only of those rights and powers conferred by said corporation to this organization. No rules, regulations, or policies adopted by this organization shall be in conflict with the rules, regulations of policies of the American Academy of Family Physicians or the charter issued by said Academy to this organization.

The following Articles of Incorporation of the Idaho Academy of Family Physicians, Inc. are hereby declared to be the entirety of the Articles of Incorporation of the Idaho Academy of Family Physicians, Inc. and this Corporation intends by the adoption of these Articles of Incorporation to become organized under the Idaho non-profit corporation act.

ARTICLE I

The name of the corporation shall be the Idaho Academy of Family Physicians, Inc. and the term of this corporation is perpetual.

ARTICLE II

The Idaho Academy of Family Physicians, Inc. was founded July 19, 1948.

ARTICLE III

The specific and primary purpose for which this corporation is formed shall be exclusively for charitable, educational and cultural purposes as a non-profit corporation and its activities shall be conducted in such manner that no part of its net earnings will inure to the benefit of any member, director, officer or individual. The corporation shall have all of the powers of non-profit corporations which are now or hereafter may be authorized and granted by law.

The general purposes for which the corporation is formed are the following:

1. To provide training, continuing education, and technical assistance to physicians in family practice;
2. To foster and maintain cooperation among organizations and individuals involved in rendering and/or delivering family practice or related services;

3. To acquire by gift or purchase, hold, sell, convey, assign, mortgage or lease any property, real or personal, necessary or incident to the provision or rendering of the business of the corporation;
4. To borrow money and issue evidence of indebtedness in furtherance of any and all the objects of its business;
5. To apply for, obtain and contract with any federal agency for grants or loans or other financial aid for the provision or rendering of services and projects to members;
6. To solicit, receive and utilize, for the purposes set forth herein, donations or grants or money, property, for services from any individual, group, corporation, foundation or agency, whether public or private;
7. To engage in any kind of activity and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incident to the accomplishment of any one or more of the non-profit purposes of the corporation.

ARTICLE IV

The corporation shall have members, and the authorized number and qualifications of said members, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be as set forth in the by-laws.

ARTICLE V

The affairs of the corporation shall be managed by the Board of Directors, whose number and method of election are set forth in the by-laws of the corporation. The initial Board of Directors are:

Sydney A. Horrocks, M.D.
115 S. 15th Avenue
Pocatello, ID 83205

David R. Baines, M.D.
229 S 8th
St. Maries, ID 83861

David A. Martin, M.D.
215 E. Hawaii
Nampa, ID 83686

Samuel M. Summers, M.D.
609 Easy Street
Caldwell, ID 83605

Richard C. Hill, M.D.
625 W. Pacific
Blackfoot, ID 83221

James W. Dardis, M.D.
200 W. Forest
McCall, ID 83638

Harold W. Hatten, Jr., M.D.
6200 Northview
Boise, ID 83704

Kay M. Rusche, M.D.
2318 Vineyard Avenue
Lewiston, ID 83501

Richard F. Paris, M.D.
706 S. Main
Hailey, ID 83333

Jonathan Bowman, M.D.
777 N. Raymond
Boise, ID 83704

Tony B. Golden, M.D.
2860 Channing Way
Idaho Falls, ID 83401

Irma Sparks
5170 S. Morrow
Boise, ID 83709

Randall H. Hutchings, M.D.
1601 12th Avenue
Nampa, ID 83686

ARTICLE VI

In the event of termination or dissolution of the corporation in any manner or for reason whatsoever, the directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation to the American Academy of Family Physicians (44-0536051) which is an organization which has been determined to be exempt as described in Section 501(c)6 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax laws, or to more than one exempt entity or organization or to the state of Idaho or any governmental subdivision thereof exclusively for public purposes all as shall be determined by the Board of Directors of the corporation or, in default, of any such determination to the State of Idaho exclusively for public purposes.

These articles may be amended in the manner authorized by law at the time of amendment.

ARTICLE VII

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person for any claims brought against them by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust

or other enterprise. Any such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation for monetary damages for breach of fiduciary duty except: For any breach of the director's duty of loyalty to the corporation; for acts or omissions not in good faith or which 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.

ARTICLE VIII

The address of the registered office of the corporation is 5170 S. Morrow, Boise, ID 83709, and the name of the registered agent of the corporation is Irma Sparks.

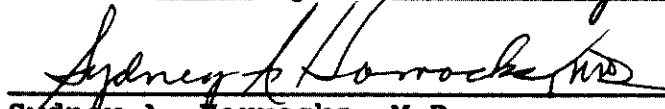
ARTICLE IX

The names and addresses of the incorporators are as follows:

Sydney A Horrocks, M.D.
115 S. 15th
Pocatello, ID 83205

Irma Sparks
5170 S. Morrow
Boise, ID 83709

IN WITNESS WHEREOF, we, the undersigned, being the incorporators of this Corporation, have for the purpose of forming a non-profit corporation caused these Articles of Incorporation to be made, entered into and signed on this 26 day of February, 1992.


Sydney A. Horrocks, M.D.


Irma Sparks

STATE OF IDAHO)
 :ss.
County of Bannock)

On this the 12th day of February, 1992, before me, the undersigned officer, personally appeared Sydney A. Horrocks, M.D., known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal this 12th day of February, 1992.

Sydney A. Horrocks
Notary Public
Residing at: Pocatello, Idaho

My Commission Expires:

3-15-97

STATE OF IDAHO)
 :ss.
County of Ada)

On this the 26th day of February, 1992, before me, the undersigned officer, personally appeared Irma Sparks, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal this 26th day of February, 1992.

Karen H. Krep
Notary Public
Residing at: Boagle Idaho

My Commission Expires:

10-27-93

I hereby accept appointment as Registered Agent of the above-named corporation.

Irma Sparks
Irma Sparks