

FILED/EFFECTIVE

DEC 28

**ARTICLES OF INCORPORATION OF THE BLUE CROSS OF IDAHO
FOUNDATION FOR HEALTH, INC.**

SECRETARY OF STATE

The undersigned incorporator, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho code, submits the following articles of incorporation to the Idaho Secretary of State.

**ARTICLE I
NAME/REGISTERED OFFICE**

The name of this corporation shall be The Blue Cross of Idaho Foundation for Health, Inc., located at 3000 E. Pine Avenue, Meridian, Idaho 83642.

**ARTICLE II
PURPOSE**

This corporation is organized exclusively for charitable and educational purposes, more specifically, to promote and encourage the health and wellness of Idaho residents through the support and funding of 501(c)(3) health programs and organizations. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE III
EXEMPTION REQUIREMENTS**

At all times, the following shall operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its officers or Directors. No part of the net earnings of this corporation shall inure to the benefit of any officer or Director of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

IDAHO SECRETARY OF STATE
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3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE IV DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V REGISTERED OFFICE/AGENT

The street address of the registered office is 3000 E. Pine Avenue, Meridian, Idaho 83642. The registered agent is: Ray Flachbart.

ARTICLE VI BOARD OF DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the initial Board of Directors is three (3), their names and addresses being as follows:

Name: Ray Flachbart *Address:* 3000 E. Pine Avenue, Meridian, Idaho 83642

Name: Doug Dammrose, M.D. *Address:* 3000 E. Pine Avenue, Meridian, Idaho 83642

Name: Gary Dyer *Address:* 3000 E. Pine Avenue, Meridian, Idaho 83642

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VII PERSONAL LIABILITY

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation.

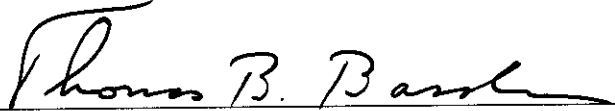
**ARTICLE VIII
DISSOLUTION**

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

**ARTICLE IX
INCORPORATOR(S)**

The incorporator of this corporation is: Thomas B. Bassler. The undersigned incorporator certifies that he executes these articles for the purposes herein stated.

Name: Thomas B. Bassler *Address:* 3000 E. Pine Avenue, Meridian, Idaho 83642



Signature