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ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting to form a nonprofit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, adopt the following Articles of Incorporation for such Corporation:

1. NAME: The name of the Corporation is Integrated Healthcare Resources, Inc.
2. NONPROFIT: This is a nonprofit Corporation.
3. DURATION: The period of its duration is perpetual.
4. PURPOSES: The purposes for which the Corporation is organized and will be operated are as follows:
 - A) To contract for medical, scientific, and educational purposes.
 - B) To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including, but not limited to, the power to accept grants of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a Corporation formed under the Act, or any amendment thereto or substitute thereof, may not at any time lawfully carry on or do.
5. EXEMPT STATUS: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, 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 4 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or

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intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 ("Code") of 1986 and its regulations as they now exist or as they may hereinafter be amended, or by an organization, contributions to which are deductible under Sections 170(c)(2) if the code and regulations as they now exist or as they may hereinafter be amended.

6. **DISSOLUTION:** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

7. **INTERNAL AFFAIRS:** Provisions for the regulation of the internal affairs of the Corporation are such as may be provided in detail by the Corporation's By-Laws, which may be made, altered, or amended by the Corporation's Board of Directors.

8. REGISTERED AGENT AND OFFICE: The initial registered agent is:
Antoinette R. Knapp

and the initial registered office is:

1651 Alvin Ricken Drive, Suite 115
Pocatello, ID 83201

9. MEMBERS: This Corporation shall have no members. The management of its affairs shall be vested in its Board of Directors pursuant to Idaho Code §30-134(a).

10. BOARD OF DIRECTORS: The number of directors constituting the board of directors of the Corporation will be no less than two (2) and no greater than seven (7). The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and shall qualify are as follows:

Antoinette Knapp 1651 Alvin Ricken Drive, Suite 115
Pocatello, ID 83201

Orville Hendrickson 1651 Alvin Ricken Drive, Suite 115
Pocatello, ID 83201

Larry Ybarrondo 1651 Alvin Ricken Drive, Suite 115
Pocatello, ID 83201

11. INCORPORATORS: The names and addresses of the incorporators are:

Antoinette R. Knapp
1651 Alvin Ricken Drive, Suite 115
Pocatello, ID 83201

DATED this 9th day of NOVEMBER, 2009.

Antoinette R. Knapp
Antoinette R. Knapp, Incorporator

STATE OF IDAHO)
 :SS
County of Bannock)

On this 9th day of November, 2009, before me, the undersigned Notary Public, in and for said State, personally appeared Antoinette R. Knapp, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first written above.

Samantha J. Damron
NOTARY PUBLIC STATE OF IDAHO
My Commission Expires: 3/20/2014

