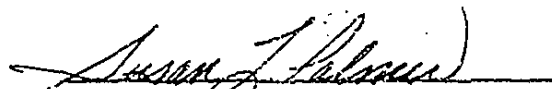


NOTARY

STATE OF ALASKA :
: SS.
FIRST JUDICIAL DISTRICT :

This is to certify that on this 30th day of April in 1990, before the undersigned, a Notary Public in and for the State of Alaska, duly commissioned and sworn, personally appeared Norma Tenfjord to me known to be the person described in and who executed the above and foregoing instrument, and she acknowledged to me that she signed and sealed the same freely and voluntarily for the uses and purposes therein mentioned.

Witness my hand and official seal this 30th day of April in 1990 at Petersburg, Alaska.



Susan L. Palmer
Notary Public
State of Alaska
My Commission Expires on
19 April 1991

FRED W. TRIEM
ATTORNEY AT LAW
PROCTOR IN ADMIRALTY
—
BOX 129
PETERSBURG, ALASKA
99833
—
(907) 772-3911

+ ARTICLES OF INCORPORATION OF
PETERSBURG GENERAL HOSPITAL
FOUNDATION, INC. [8]

27 April 1990

NOTARY

STATE OF ALASKA :
: SS.
FIRST JUDICIAL DISTRICT :

This is to certify that on this 27th day of April in 1990, before the undersigned, a Notary Public in and for the State of Alaska, duly commissioned and sworn, personally appeared Jonathan Ness and Gary Grandy, to me known to be the persons described in and who executed the above and foregoing instrument, and they acknowledged to me that they signed and sealed the same freely and voluntarily for the uses and purposes therein mentioned.

Witness my hand and official seal this 27th day of April in 1990 at Petersburg, Alaska.

Karen E. Ellingstad

Karen E. Ellingstad
Notary Public
State of Alaska
My Commission Expires on
16 July 1992

FRED W. TRIEM
ATTORNEY AT LAW
PROCTOR IN ADMIRALTY
—
BOX 129
PETERSBURG, ALASKA
99833
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+ ARTICLES OF INCORPORATION OF
PETERSBURG GENERAL HOSPITAL
FOUNDATION, INC. [7]

27 April 1990

ARTICLE VII: The names and addresses of the incorporators of this Corporation are:

Norma Tenfjord
Box 476
Petersburg, Alaska 99833

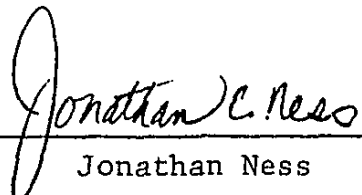
Jonathan Ness
Box 653
Petersburg, Alaska 99833

Gary Grandy
Box 1111
Petersburg, Alaska 99833

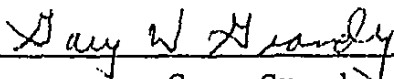
IN WITNESS THEREOF, the undersigned incorporators have executed in duplicate these Articles of Incorporation of the Petersburg General Hospital Foundation, Inc. this 27th day of April in 1990 at Petersburg, Alaska.



Norma Tenfjord



Jonathan Ness



Gary Grandy

FRED W. TRIEM
ATTORNEY AT LAW
PROCTOR IN ADMIRALTY

BOX 129
PETERSBURG, ALASKA
99833

(907) 772-3911

ARTICLE V: The mailing address of this corporation's initial registered office shall be:

Box 589
Petersburg
Alaska
99833

and the name of this corporation's initial registered agent at this address is: Mr. Gary Grandy, Hospital Administrator, whose physical address is 103 Fram Street, Petersburg, Alaska 99833.

ARTICLE VI: The number of directors constituting the initial board of directors of the Corporation shall be eight. The names and addresses of these persons, each of whom shall serve as a director until the first annual meeting of shareholders or until his/her successor is elected and qualified, are as follows:

Ronelle Beardslee
Box 395
Petersburg, Alaska 99833

Faye Ennis
Box 263
Petersburg, Alaska 99833

Marian Estelle
Box 783
Petersburg, Alaska 99833

Gary Grandy
Box 1111
Petersburg, Alaska 99833

Jonathan Ness
Box 653
Petersburg, Alaska 99833

Charles M. Roesel
Box 109
Petersburg, Alaska 99833

Norma Tenfjord
Box 476
Petersburg, Alaska 99833

Fred W. Triem
Box 129
Petersburg, Alaska 99833

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ATTORNEY AT LAW
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—
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- (J) This Corporation is organized exclusively for charitable and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities that are not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
- (K) This Corporation is not organized for pecuniary profit; nor shall it have any power to issue certificates of stock or dividends; and no part of the income, net earnings, or assets of this Corporation shall inure to the benefit of any private shareholder, member, director, or individual. The balance, if any, of all monies received by the Corporation from its operations after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature shall be used and distributed exclusively for the purposes herein stated, and for none other.
- (L) No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes); and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.
- (M) Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.
- (N) All other matters relating to the internal affairs of the Corporation that are not specifically set out in sub-paragraphs (A) through (L) above shall be governed by the bylaws of the Corporation.

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membership in the Corporation subject only to compliance with the provisions of the bylaws. Membership in the Corporation shall be available without regard to race, color, creed, or national origin.

- (C) The Board of Directors of the Corporation shall be the members of the governing board of the hospital and the administrator of the hospital. Only these persons are eligible for membership in the board of directors of the corporation.
- (D) The Corporation may conduct an annual enrollment of members, but persons may be admitted to membership at any time.
- (E) Only members in good standing of the Hospital's governing Board and the hospital administrator shall be eligible to vote in its business meetings, or to serve in any of its elective or appointive positions.
- (F) Each member of the Corporation shall pay annual dues to the Corporation as determined by the bylaws.
- (G) The highest amount of indebtedness or liability to which the Corporation shall at any time be subject shall be specified in the bylaws.
- (H) The affairs of the Corporation shall be managed by the members of its Board of Directors whose number and qualifications shall be specified in the bylaws.
- (I) These articles of incorporation may be amended at any regular meeting of the members of the Corporation or at any special meeting of the same called for that purpose, by a two-thirds vote of the Board of Directors. No amendments of the articles of incorporation shall be made at any special meeting unless a notice is mailed to each member at last address of record, at least thirty days prior to such regular or special meeting, stating that it is proposed that the articles be amended at such regular or special meeting. Such amended articles shall be executed and acknowledged by the officers in whom the management of the affairs of the Corporation is vested, and shall be filed and recorded in the same place and manner as the original articles.

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ATTORNEY AT LAW
PROCTOR IN ADMIRALTY

BOX 129
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99833

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organization that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

- (E) To do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations;
- (F) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Alaska upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto;
- (G) To conduct any lawful business permitted under the laws of the State of Alaska, or under the laws of any state, territory, or nation in which the Corporation conducts business;
- (H) To engage in any other lawful activity;
- (I) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no way limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV: The internal affairs of the Corporation shall be regulated by the following rules and policies:

- (A) The corporate existence of the Corporation shall begin upon the filing of these Articles with the Commissioner of the Department of Commerce and Economic Development.
- (B) The members of the governing board and the administrator of the general hospital in Petersburg and others who subscribe to the purposes and basic policies of the Corporation are eligible for

FRED W. TRIEM
ATTORNEY AT LAW
PROCTOR IN ADMIRALTY

BOX 129
PETERSBURG, ALASKA
99833

1907) 772-3911

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MAY 03 1990

Department of Commerce and
Economic Development

Articles of Incorporation

of

the

PETERSBURG GENERAL HOSPITAL FOUNDATION, INC.

EXORDIUM: We, Norma Tenfjord, Jonathan Ness, and Gary Grandy, who are the undersigned natural persons, being of the age of nineteen (19) years or more, acting as incorporators of a corporation under the Alaska Nonprofit Corporation Act [Alaska Statutes, Title Ten, Chapter Twenty (e.g. AS 10.20.005 et seq.)], do now and hereby adopt the following Articles of Incorporation of the Petersburg General Hospital Foundation, Inc.:

ARTICLE I: The name of the Corporation is: Petersburg General Hospital Foundation, Inc.

ARTICLE II: The period of its duration is perpetual.

ARTICLE III: The purposes for which the Corporation is organized are as follows:

- (A) To establish and maintain a support and assistance association for the general hospital in Petersburg, Alaska. To enhance the quality of hospital care through benevolent assistance by providing capital improvements and other financial assistance to the hospital, to its employees, and to its patients. To establish a scholarship fund. To attract potential physicians and other health-care providers to Petersburg, Alaska.
- (B) This Corporation is organized exclusively as a benevolent hospital association within the meaning of section 501(c)(3) of the Internal Revenue Code.
- (C) This Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any private shareholder or individual.
- (D) Notwithstanding any other provision contained in these Articles, the Corporation shall engage in only those activities permitted to be carried on by an

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BOX 129
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State of Alaska
Department of Commerce and Economic Development
Division of Banking, Securities and Corporations

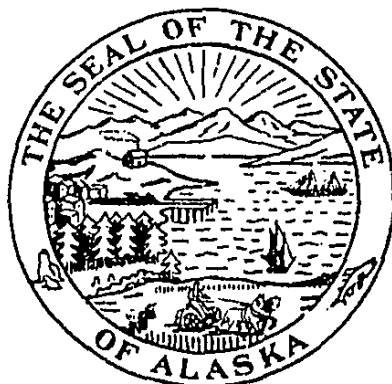
**CERTIFICATE
OF
INCORPORATION**
Nonprofit Corporation

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that duplicate originals of the Articles of Incorporation of

PETERSBURG GENERAL HOSPITAL FOUNDATION, INC.

have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues the Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.



IN TESTIMONY WHEREOF, I execute this certificate and affix the Great Seal of the State of Alaska on May 3, 1990.

A handwritten signature in black ink, appearing to read "Larry Merculieff".

Larry Merculieff
COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT

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