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TELEPHONE (308) 234-5524
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December 9, 1999

Joan K. Lindenstein, Chair
Board of Directors
Buffalo County Community Health Partners
P. O. Box 1466
Kearney, NE 68848-1466

Re: Buffalo County Community Health Partners, Inc.

Dear Joan:

Pursuant to your request, I have enclosed the Certificate of Good Standing for the above-named corporation. Also, you will find the Affidavit of Publication to be placed with your corporate records concerning this matter.

Thank you.

Very truly yours,

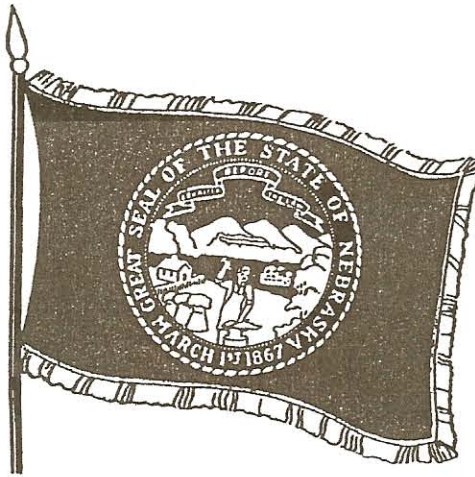
BUTLER, VOIGT & STEWART, P.C.
Attorneys at Law


Larry E. Butler

LEB:rd
Enclosures

STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

I, Scott Moore, Secretary of State of Nebraska do hereby certify;

BUFFALO COUNTY COMMUNITY HEALTH PARTNERS, INC.

was duly incorporated under the laws of this state on November 5, 1999 and do further certify that no biennial fees assessed are unpaid and no biennial reports are delinquent; articles of dissolution have not been filed and said corporation is in existence as of the date of this certificate.

In Testimony Whereof,

I have hereunto set my hand and affixed the Great Seal of the State of Nebraska on November 29, in the year of our Lord, one thousand nine hundred and ninety-nine.



SECRETARY OF STATE

Lines 17 Times 3 Amount \$ 28.⁸²

Affidavit of Publication

The State of Nebraska }
The County of Buffalo } ss.

Lori Guthard being first duly sworn

says that she is Adv. Manager of The KEARNEY HUB, a daily newspaper printed in whole and published in its entirety at its office maintained in Kearney, in said county and of general circulation therein and been published for more than 52 weeks in said county prior to the first publication of the annexed notice and has a bonafide circulation of more than 300 copies, and that the notice, a true copy of which is hereto annexed, was published in said paper as follows:

the first publication being on the 12 day of Nov., 1999, and subsequent publication(s) on the 19 day of Nov., 1999, 26 day of Nov., 1999,
..... day of, 19.....
..... day of, 19.....
..... day of, 19.....

Lori Guthard

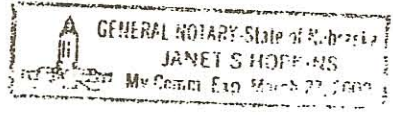
Subscribed in my presence and sworn to before me this 29 day of November, 1999

Janet S. Hoffmans
Notary Public.

NOTICE OF INCORPORATION OF BUFFALO COUNTY COMMUNITY HEALTH PARTNERS, INC.

The Articles of Incorporation were filed on November 5, 1999 for Buffalo County Community Health Partners, Inc. with the registered office at 1755 Prairie View Place, Kearney, Nebraska 68847 to engage in any and all lawful purposes for which a corporation may be now or hereafter organized under the provisions of the Nebraska Non-Profit Corporation Act, for public benefit; having perpetual existence commencing with the filing of its Articles of Incorporation; and whose affairs are conducted by a Board of Directors.

Joan K. Lindenstien and Larry E. Butle
Incorporator
N12,19,21



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November 23, 1999

Ms. Joan Lindenstein
1755 Prairie View Place
P.O. Box 1466
Kearney, NE 68848

Re: Buffalo County Community Health Partners, Inc.

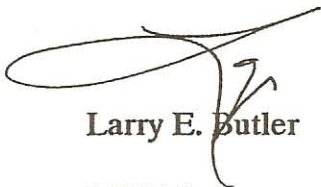
Dear Joan:

Per your request, enclosed please find the original Articles of Incorporation which were filed with the Nebraska Secretary of State. Please advise if you wish me to order the Sealed Certificate of Good Standing in regards to the corporation.

Thank you.

Very truly yours,

BUTLER, VOIGT & STEWART, P.C.
Attorneys at Law



Larry E. Butler

LEB:ldr

Enclosure

ARTICLES OF INCORPORATION

OF

BUFFALO COUNTY COMMUNITY HEALTH PARTNERS, INC.

The undersigned natural persons of the age of twenty-one (21) years or more, acting as the incorporators of a corporation under the Nebraska Non-Profit Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I.
NAME**

The name of the corporation is Buffalo County Community Health Partners, Inc..

**ARTICLE II.
DURATION**

The period of the corporation's existence is perpetual.

**ARTICLE III.
PURPOSES**

The purposes for which this corporation is organized and the general nature of the business to be transacted by the corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the provisions of the Nebraska Non-Profit Corporation Act, for PUBLIC BENEFIT, including, but not limited to, the following:

1. To enhance the quality of life of the residents of Buffalo County through collaboration, problem solving, resource linkage, education, and communication directed toward improving the wellness of individuals and the community.
2. To monitor and improve community health by performing three core functions: assessment, assurance, and policy development. The term of "community health" as used herein is defined by Nebraska Health and Human Services System as "public health".

**ARTICLE IV.
POWERS**

The corporation shall have and exercise all powers and rights conferred upon the corporation by the Nebraska Non-Profit Corporation Act, and any enlargement of such powers conferred by subsequent legislative acts.

ARTICLE V.
DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in the 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 exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine.

ARTICLE VI.
LIMITATIONS

Notwithstanding any other provision of these Articles or the By-Laws, no part of the net earnings of the corporation shall inure to the benefits of, or be distributed to, any member, director, trustee, officer of the corporation or any private individual; and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation. No part of the activities of the corporation shall involve carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in any political campaign on behalf of any candidate or public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

ARTICLE VII.
INTERNAL REVENUE CODE REFERENCES

All references herein to provisions of the Internal Revenue Code of 1954 shall be deemed to include statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue Laws and its regulations).

ARTICLE VIII.
BOARD OF DIRECTORS\MEMBERSHIP

The affairs of the corporation shall be conducted by a Board of Directors which shall have and exercise all powers of the corporation. The number of directors which shall constitute the Board of Directors shall be such as from time to time shall be fixed by, or in the manner provided in the By-Laws, but in no case shall the number be less than one. Directors shall be elected at the annual meeting and shall take office as provided from time to time by the By-Laws. The initial Board of Directors shall be appointed by the incorporators pursuant to Nebraska R.R.S. §21-1924(2).

The corporation shall not have members.

ARTICLE IX.
BY-LAWS

The initial By-Laws of the corporation shall be adopted by the Board of Directors, which By-Laws, after initial adoption, may be altered, amended or repealed by the Board of Directors at any regular or special meeting, provided that notice of such proposed alteration, amendment or repeal is included in the notice of said meeting.

ARTICLE X.
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The address of the initial registered office of the corporation is 1755 Prairie View Place, Kearney, Nebraska 68845 and the name of its registered agent at such address is Joan K. Lindenstein.

ARTICLE XI.
NAMES AND ADDRESSES OF INCORPORATORS

The names and addresses of the incorporators are as follows:

Joan K. Lindenstein	1755 Prairie View Place Kearney, NE 68845
Larry E. Butler	2202 Central Ave., Suite 200 Kearney, NE 68847

ARTICLE XII.
AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

ARTICLE XIII.
LIMITATION OF LIABILITY

The private property of the incorporator, directors and officers of this corporation shall not be subject to the payment of corporate debts or liabilities.

ARTICLE XIV.
NON-PROFIT CORPORATION ACT

The corporation is organized under the Nebraska Non-Profit Corporation Act, Sections 21-1901 to 21-19,109, R.R.S. 1943, as amended.

The undersigned, being the incorporators hereinbefore named, for the purpose of forming a corporation under the Nebraska Non-Profit Corporation Act, do hereby adopt and sign these Articles of Incorporation this 24th day of November, 1999.



Joan K. Lindenstein



Larry E. Butler