

# State of Idaho

## Department of State

### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of HCA OF IDAHO, INC., an Idaho corporation, into HEALTH SERVICES (DELAWARE), INC., a Delaware corporation, duly signed and verified pursuant to the provisions of the Idaho Business 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: August 15, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Ray J. Clark*

RECEIVED  
SEC. OF STATE

AGREEMENT OF MERGER

BETWEEN

94 AUG 1 AM 10 31 HEALTH SERVICES (DELAWARE), INC.  
(A Delaware Corporation)

AND

HCA OF IDAHO, INC.

IDAHO SECRETARY OF STATE  
19940801 0900 17553 2  
CK #: 424997 CUST# 39504  
CORP 30.00= 30.00

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This Plan and Agreement of Merger made and entered into on the first day of June, 1994 by and between Health Services (Delaware), Inc., a Delaware Corporation and HCA of Idaho, Inc., an Idaho Corporation.

WITNESSETH:

WHEREAS, the Delaware Corporation is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on June 1, 1990; and

WHEREAS, HCA of Idaho, Inc. is a corporation organized and existing under the laws of the state of Idaho; and

WHEREAS, the aggregate number of shares which HCA Idaho, Inc. has authority to issue is 50,000; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that the Idaho Corporation be merged into the Delaware Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and Idaho respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Delaware Corporation and the Idaho Corporation, by their respective

Boards of Directors, have agreed and do hereby agree, each with the other as follows:

#### ARTICLE I

The Idaho Corporation and the Delaware Corporation shall be merged into a single corporation in accordance with applicable provisions of the laws of the State of Idaho and of the State of Delaware, by the Idaho Corporation merging into the Delaware Corporation, which shall be the surviving Corporation.

#### ARTICLE II

The merger shall be effective upon the date on which the Certificate of Merger is stamped filed by the State of Delaware (the time when the merger shall so become effective being sometimes herein referred to as the "EFFECTIVE DATE OF THE MERGER");

1. The two Constituent Corporations shall be a single corporation which shall be the Delaware Corporation as the Surviving Corporation, and the separate existence of the Idaho Corporation shall cease except to the extent provided by the laws of the State of Idaho in the case of a corporation after its merger into another corporation.

#### ARTICLE III

The Certificate of Incorporation of the Delaware Corporation shall not be amended in any respect by reason of this Agreement of Merger.

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#### ARTICLE IV

Health Services (Delaware), Inc. may be served with process in the state of Idaho in any proceeding for the enforcement of any obligation of HCA of Idaho, Inc. which is a party to such merger or consolidation and in any proceeding for the enforcement of the rights of a dissenting shareholder of HCA of Idaho, Inc. against Health Services (Delaware), Inc..

#### ARTICLE V

HCA of Idaho, Inc. irrevocably appointments the secretary of the state of Idaho as its agent to accept service of process in any such proceeding.

#### ARTICLE VI

Health Services (Delaware), Inc. will promptly pay to the dissenting shareholders of HCA of Idaho, Inc., the amount, if any, to which they shall be entitled under provisions of Idaho Code 30-1-77 with respect to the rights of dissenting shareholders.

#### ARTICLE VII

The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows:

Each share of common stock of Health Services (Delaware), Inc. shall remain outstanding as a share of

the common stock of the surviving corporation. On the effective date, each share of HCA of Idaho, Inc. common stock issued and outstanding immediately prior to the effective date shall automatically be cancelled and no shares shall be issued in exchange thereof.

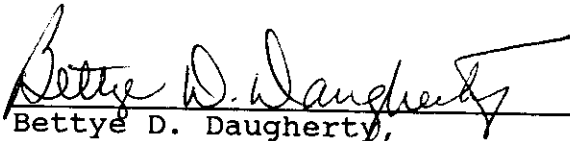
IN WITNESS WHEREOF, the Delaware Corporation and the Idaho Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by the President and Attested by an Officer of each party hereto.

HEALTH SERVICES (DELAWARE), INC.

By: 

Eugene C. Fleming, President

Attest:



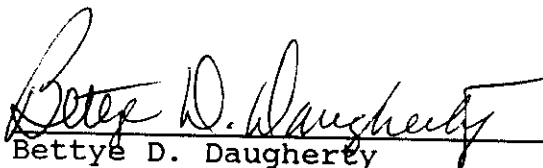
Bettye D. Daugherty,  
Assistant Secretary

HCA OF IDAHO, INC.

By: 

Wycliffe S. Lyne, President

Attest:

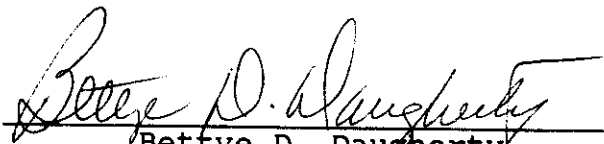


Bettye D. Daugherty  
Assistant Secretary

## CERTIFICATE OF MERGER

I, Bettye D. Daugherty, Assistant Secretary of Health Services (Delaware), Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by the President and Assistant Secretary of Health Services (Delaware), Inc., a corporation of the State of Delaware, was duly submitted to the shareholder of said Health Services (Delaware), Inc., upon action taken by written consent of the shareholder, signed by the shareholder, for the purpose of considering and taking action upon said Agreement of merger, that 1,000 shares of stock of said corporation were on said date issued and outstanding and that the holder of those 1,000 shares voted by written consent in favor of said Agreement of Merger, the said affirmative vote representing the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was duly adopted as the act of the shareholder of said Health Services (Delaware), Inc., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said Health Services (Delaware), Inc. on this 1st day of June, 1994.

  
Bettye D. Daugherty  
Assistant Secretary

## VERIFICATION

**STATE OF TENNESSEE     )**  
                                     **) ss**  
**COUNTY OF DAVIDSON     )**

I, Alison F. Collier, a notary public, do hereby certify that on this 9th day of August, 1994, personally appeared before me Bettye D. Daugherty who, being by me first duly sworn, declared that she is the Assistant Secretary of HCA of Idaho, Inc., that she signed the foregoing document as Assistant Secretary of the corporation, and that the statements therein contained are true.

Alison J. Collier

Residing at: One Park Plaza  
Nashville, TN 37202

My commission expires: 11-25-95