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FILED EFFECTIVE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
NORTH IDAHO HEALTH NETWORK, INC.

2013 OCT -2 AM 11:38
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the Idaho Corporation Act, Title 30, Chapter 1 of the Idaho Code, the following Amended and Restated Articles of Incorporation of North Idaho Health Network, Inc. are submitted for filing.

ARTICLE I
NAME

The name of this corporation is "North Idaho Health Network, Inc."

ARTICLE II
DURATION

The period of its duration shall be perpetual.

ARTICLE III
PURPOSES

The purpose for which this Corporation was organized is to provide an organized system for the coordination, delivery and provision of certain comprehensive health care services, and to otherwise engage in any lawful business for which corporations may be incorporated pursuant to the Idaho Corporation Act. The Corporation shall have and may exercise all of the powers, rights and privileges that Corporations organized pursuant to the Idaho Corporation Act may have and exercise.

ARTICLE IV
MANAGEMENT

The management and direction of the business of the Corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of the directors of this Corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time-to-time in the Bylaws of this Corporation. Any action, other than an action requiring membership approval may be taken by the Board of Directors by written action signed by all of the members of the Board; provided such action is evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes filed with the records of this Corporation.

The first Board of Directors shall have fourteen (14) members, each of whom shall serve until the first annual meeting of the Corporation's members and until his or her successor has been elected and qualified.

IDaho SECRETARY OF STATE
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ARTICLE V
CAPITAL STOCK; CUMULATIVE VOTING; PRE-EMPTIVE RIGHTS

The Corporation shall have the authority to issue 100,000 shares of common capital stock, each share shall have a par value of \$1.00. The shareholders shall have no cumulative voting rights or preemptive rights.

ARTICLE VI
REGISTERED AGENT AND OFFICE

The registered office for the Corporation shall be at the office of its registered agent at 1250 Ironwood Drive, Suite 201, Coeur d'Alens, Idaho 83814. The registered agent shall be Donald Chisholm.

ARTICLE VII
INDEMNIFICATION

The directors, officers and members of this Corporation shall not be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the directors, officers or members be subject to payment of the debts or obligations of this Corporation to any extent whatsoever. The Corporation shall indemnify its officers and directors to the full extent permitted by law.

ARTICLE VIII
BYLAWS

The Board of Directors shall adopt, by majority vote, such bylaws as it deems appropriate and as not inconsistent with these Articles, for the internal governance of this Corporation.

ARTICLE IX
AMENDMENT

These Articles may be amended by majority vote of the members of the Board of Directors.

DATED this 30th day of September, 2013.

Donald Chisholm
DONALD CHISHOLM

SIGNED AND ATTESTED to before me this 30 day of September, 2013.



Candace D. Hall
NOTARY PUBLIC in and for the State
of Idaho, residing at 920 Ironwood Drive Ste 101 CDA, ID 83814
My commission expires: April 18, 2016

**PLAN OF CONVERSION
FOR
NORTH IDAHO HEALTH NETWORK, INC.**

Pursuant to the Idaho Corporation Act, Title 30, Chapter 18 of the Idaho Code, North Idaho Health Network, Inc. adopts the following Plan of Conversion to confirm its entity status as an Idaho Corporation under the Idaho Corporation Act, Title 30, Chapter 1 of the Idaho Code.

**ARTICLE I
CURRENT NAME AND TYPE**

The name of this corporation is "North Idaho Health Network, Inc." The Corporation is currently erroneously formed as an Idaho Nonprofit Corporation under Title 30, Chapter 3 of the Idaho Code.

**ARTICLE II
CONVERTED NAME AND TYPE**

The corporation, "North Idaho Health Network, Inc.", will be converted to an Idaho Corporation under Title 30, Chapter 1 of the Idaho Code to confirm its correct entity type.

**ARTICLE III
EFFECTIVE DATE**

The Conversion shall be effective upon the filing of the Amended and Restated Articles of Incorporation with the Idaho Secretary of State.

**ARTICLE IV
APPROVAL**

The conversion of the entity has been approved by the Board of Directors in accordance with the provisions of the Bylaws of the Corporation.

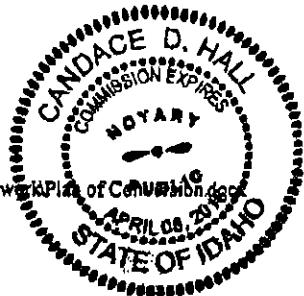
**ARTICLE V
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

The Amended and Restated Articles of Incorporation are attached hereto as Exhibit "A" and incorporated herein by this reference.

DATED this 30th day of September, 2013.

DONALD CHISHOLM
DONALD CHISHOLM

SIGNED AND ATTESTED to before me this 30 day of September, 2013.



Candace D. Hall
NOTARY PUBLIC in and for the State
of Idaho, residing at 120 Longwood Drive, Ketchum, ID 83340
My commission expires: April 8, 2016 CNA 10 83814