

CERTIFICATE OF INCORPORATION
OF

MOUNTAIN STATES SURGERY CENTER, INC.

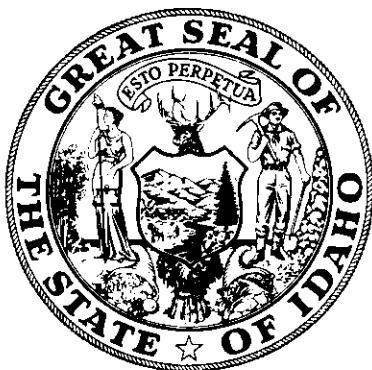
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MOUNTAIN STATES SURGERY CENTER, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated **August 3**, 19 **83**.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

'83 AUG 3 PM 4 42

MOUNTAIN STATES SURGERY CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned have this day voluntarily joined together and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the state of Idaho, Title 30, Chapter 3, Idaho Code, for the purpose hereinafter stated:

ARTICLE I

The name of this corporation is: MOUNTAIN STATES SURGERY CENTER, INC.

This is a nonprofit corporation.

ARTICLE II

The term for which this corporation shall exist shall be perpetual.

ARTICLE III

The location and post office address of the registered office of this corporation shall be 190 East Bannock Street, Boise, Idaho 83702, and the name of the initial registered agent at that address shall be E. E. Gilbertson.

ARTICLE IV

The objects and purposes for which this corporation is formed shall be and are exclusively charitable, scientific and educational as those terms are used in Section 501(c)(3), Internal Revenue Code, such objects and purposes being:

(1) To develop, establish and maintain an outpatient surgical center in conjunction with St. Luke's Regional Medical Center in the city of Boise, to serve the surrounding region.

(2) To hold title, legal or equitable, to property of any nature in trust for itself or for carrying out any purpose incidental to its powers.

(3) To solicit, receive and expend the proceeds of fees, grants, donations, bequests, legacies, federal funds, state funds and local funds and other moneys and properties for any purpose for which this corporation is formed.

(4) To enter into such contracts and to incur such obligations as are consistent with its powers, objects, and purposes, but the private property of the officers, directors and stockholders of the corporation shall be exempt from the debts of the corporation, and no officer, director or stockholder shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

(5) To operate as a subsidiary and division of St. Luke's Regional Medical Center, Ltd., an Idaho nonprofit corporation, and to carry out corporate activities and functions by virtue of the license issued by the state of Idaho to St. Luke's Regional Medical Center, Ltd., and to be a separate legal entity from St. Luke's Regional Medical Center, Ltd., for monetary and fiscal purposes only.

(6) It is intended that this corporation shall qualify as a charitable, scientific and educational corporation, exempt from taxation and particularly federal income taxation under Section 501(c)(3), Internal Revenue Code, 1954, and any amendments thereto.

(7) All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to charitable, scientific and educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any stockholder of this corporation, except as such stockholder may be a corporation organized and operated exclusively for charitable, scientific or educational purposes, the principal functions of which are the providing of hospital or medical care, or medical research, and which is exempt from taxation, and particularly the federal income tax. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

(8) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision 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 such manner, or to such organization or

organizations organized and operated exclusively for charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal 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.

(9) It is the intention of the incorporators hereof that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objects hereinabove enumerated, or incidental to the purposes and objects hereinafter named, and which are permitted under the laws of the state of Idaho under which this corporation is organized, to the same extent and as fully as a natural person might or could do; provided, that this corporation shall not have the power to conduct, and shall not conduct, activities not in furtherance of charitable, scientific or educational purposes as those terms are used in Section 501(c)(3), Internal Revenue Code, 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE V

The governing body of this corporation shall be managed and conducted by a Board of Directors of not less than nine (9) persons, the exact number of persons to serve on such Board to be specified in the bylaws. The directors elected by the stockholders shall be divided into three classes, each class to be as nearly equal as possible, the term of office of directors of the first class to expire at the first annual meeting after their election, that of the second class to expire at the second annual meeting after their election and that of the third class to expire at the third annual meeting after their election. At each annual meeting, the number of directors equal to the number of the class whose term expires at such meeting shall be elected to hold office until the third succeeding annual meeting. The number of directors may be increased or decreased by amendment to the bylaws. No decrease in number shall have the effect of shortening the term of any incumbent director. Ex-officio members of the Board of Directors may be selected as provided in the bylaws. The names and post office addresses of the initial members of the Board of Directors named by the incorporators to serve until the first election of directors are as follows:

<u>Name</u>	<u>Address</u>
Mr. Ralph J. Comstock	First Security Bank of Idaho Post Office Box 7069 Boise, Idaho 83730
Mr. Jon Miller	Boise Cascade Corporation One Jefferson Square Boise, Idaho 83728
Mrs. Joe (Carolyn) Terteling	5100 Cartwright Road Boise, Idaho 83703
Mr. Frederick R. Bagley	2417 Bogus Basin Road Boise, Idaho 83702
The Right Reverend David B. Birney	Bishop of the Episcopal Diocese of Idaho Post Office Box 936 Boise, Idaho 83701
Maurice M. Burkholder, M.D.	848 LaCassia Drive Boise, Idaho 83705
Mr. Al Carlsen	4120 Hillcrest Drive Boise, Idaho 83705
Mr. Paul I. Corddry	Ore-Ida Foods, Inc. Post Office Box 10 Boise, Idaho 83707
Mr. John M. Dahl	J. R. Simplot Company Post Office Box 27 Boise, Idaho 83707
Mr. A. Dale Dunn	J. R. Simplot Company Post Office Box 8247 Boise, Idaho 83733
Mr. Thomas C. Frye	Idaho First National Bank Post Office Box 8247 Boise, Idaho 83733
Mr. E. E. Gilbertson	St. Luke's Regional Medical Center 190 East Bannock Boise, Idaho 83702
Mr. Robert V. Hansberger	Futura Industries Drawer F, Suite 1010 One Capital Center Boise, Idaho 83702

Mrs. Robert (Merlyn) Hendren	3504 Hillcrest Drive Boise, Idaho 83705
Dr. John H. Keiser	President Boise State University 1910 University Boulevard Boise, Idaho 83725
Mr. Jack B. Little	Little & Fraser Post Office Box 7525 Boise, Idaho 83707
Mrs. H. W. (Velma) Morrison	912 Harrison Boulevard Boise, Idaho 83702
Mr. Arthur Oppenheimer, Jr.	Oppenheimer Companies, Inc. Suite 820, One Capital Center Boise, Idaho 83702
Mr. Earl Reynolds	CH2M Hill Post Office Box 8748 Boise, Idaho 83707
Mr. Eugene C. Thomas	Moffatt, Thomas, Barrett & Blanton Post Office Box 829 Boise, Idaho 83701
Mr. Harold E. Thomas	Trus Joist Corporation Post Office Box 60 Boise, Idaho 83707
Dean T. Watkins, M.D.	148 East Jefferson Boise, Idaho 83702

ARTICLE VI

The Board of Directors of this corporation may meet and transact the business hereof either at the principal place of business herein designated, or at such other place as may be designated by resolution of the Board of Directors.

ARTICLE VII

The bylaws of this corporation may be repealed, amended, altered or new bylaws adopted at any annual meeting, or at any special meeting of the stockholders called for that purpose, by a vote not less than a majority of the stockholders, or by the

written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, of a majority of the stockholders, which written consent may be in more than one instrument. Furthermore, the Board of Directors of this corporation shall have the power to repeal, amend and alter the bylaws of the corporation, and to adopt new bylaws, by vote of not less than a majority of the members of said Board of Directors; provided that the Board of Directors shall not make or alter any bylaws fixing the qualifications, classification, term of office or compensation of the members of such Board.

ARTICLE VIII

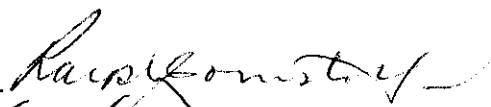
The capital stock of this corporation shall consist of one class represented by 250 shares common stock of no par value and shall be held by St. Luke's Regional Medical Center, Ltd.

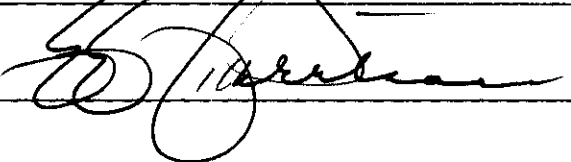
ARTICLE IX

The names and addresses of the incorporators hereof are as follows:

<u>Name</u>	<u>Address</u>
Ralph J. Comstock, Jr.	First Security Bank of Idaho Post Office Box 7069 Boise, Idaho 83730
E. E. Gilbertson	St. Luke's Regional Medical Center 190 East Bannock Boise, Idaho 83702

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 29 day of JULY, 1983.

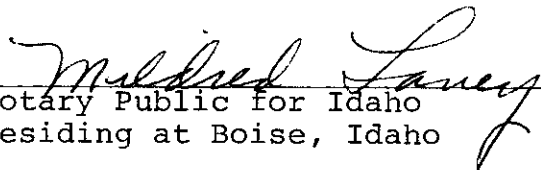




STATE OF IDAHO)
) ss.
County of Ada)

On this 29 day of JULY, 1983, before me, a notary public in and for said county and state personally appeared RALPH J. COMSTOCK, JR., and E.E. GILBERTSON, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they executed the same.

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



Notary Public for Idaho
Residing at Boise, Idaho