

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

H.L. DAY COMMUNITY MEDICAL CENTER FOUNDATION, INC.
File Number C 106737

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of H.L. DAY COMMUNITY MEDICAL CENTER FOUNDATION, INC., changing the corporate name to SILVER VALLEY MEDICAL CENTER FOUNDATION, INC., duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: March 2, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

RECEIVED **AMENDED**
SEC. OF STATE
ARTICLES OF INCORPORATION
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SECRETARY OF STATE

OF

SILVER VALLEY MEDICAL CENTER FOUNDATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Idaho, and to that end do hereby adopt Articles of Incorporation, as follows:

ARTICLE I

Section 1.1 Name:

The name of the corporation is Silver Valley Medical Center Foundation, Inc.

ARTICLE II

Section 2.1 Period of Duration:

Its period of duration shall be perpetual.

ARTICLE III

Section 3.1 Purpose:

The purposes for which the corporation is organized are as follows: **CORP**

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3.1-1 To stimulate the interest of area residents in the further development of the Silver Valley Medical Center Inc., including its research, scientific and health care programs, and to facilitate the development of said hospital by the study of its needs, and to assist in the securing of technology, equipment and/or funding necessary for the delivery of health care services.

3.1-2 To assist in the public relations of the Silver Valley Medical Center and it's affiliations, especially in those aspects which will lead to improved financial support through gifts, grants and bequeaths and to coordinate Silver Valley Medical Center Foundation Inc. fund raising programs.

ARTICLE IV

Section 4.1 Powers:

The corporation shall have all powers confirmed upon nonprofit corporations by the laws of the State of Idaho, and the power and authority to do each and everything necessary or proper for the accomplishment of any purpose or the attainment of any one or more of the purposes for which the corporation is founded.

ARTICLE V

Section 5.1 Restrictions

5.1-1 Provided, however, that in pursuing any of the above purposes, the said purposes shall be carried out to the end that the corporation is organized exclusively for charitable, religious, educational or scientific purposes, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(C) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

5.1-2 This organization, in its activities, shall be nonpartisan, nonsectional, and nonsectarian. It shall not by resolution or otherwise be committed to the support

or endorsement of any candidate for public office. This organization shall not engage in any activities such as are not permitted by a corporation exempt from Federal Income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or any corresponding future provision of the Revenue Code.

5.1-3 No part of the assets of the Corporation shall be contributed to any organizations whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE VI

Section 6.1 Dissolution of the Corporation

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions of the payment of all of the liabilities of the corporation, dispose of all of these 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, educational, religious or scientific 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 provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court, in and for the county in which the principal office of the association is then located, exclusively for such purpose or purposes and to such organization or organizations as said court shall determine are organized and operated exclusively for such purposes.

ARTICLE VII

Section 7.1 Membership

The Board of Directors nominates, votes, and elects its new members to the Board by considering the individuals ability and qualifications to actively pursue and

promote the mission and objectives of the corporation without limit to gender, race, or creed.

ARTICLE VIII

Section 8.1 Directors

8.1-1 The control and management of the affairs of the Corporation and of the disposition of its funds and property shall be solely vested in the Board of Directors. The number of Directors may not be less than three(3) and no more than eleven (11). Terms of office, the manner of selection, and election shall be determined according to the By-Laws of the Corporation in force in accordance with Section 501(C) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

8.1-2 The Directors names and addresses are as follows:

Edna M. Seaton
(208) 752-4651

P.O. Box 252
Silverton, Id 83867

William E. Campbell
(208) 752-7091

P.O. Box 486
Silverton, Id 83867

Chrisann L. Danielson
(208) 752-5222

P.O. Box I
Osburn, Id 83849

Dean M. Cooper
(208) 556-1523

P.O. Box 108
Wallace, Id 83873

Virginia Mattern
(208) 753-2551

124 Pine Street
Wallace, Id 83873

William J. Sexton
(208) 752-9111

P.O. Box 452
Silverton, Id 83867

ARTICLE IX

Section 9.1 Registered Agent

The address of the initial Incorporator and initial Registered Office of the corporation in the State of Idaho is 400 West Yellowstone Avenue, Silverton, Idaho 83867. The name of the Registered Agent is Margaret R. Todd.

ARTICLE X

Section 10.1 Amendments

The Board of Directors reserves the right to from time to time amend, alter, change or repeal these Articles of Incorporation by a vote of two-thirds of the Directors present at a meeting called for such purpose.

IN WITNESS HEREOF, the incorporator has hereunto set his hand this 3 day of January, 1995 to adopt the above AMENDED ARTICLES OF INCORPORATION of the SILVER VALLEY MEDICAL CENTER FOUNDATION.



Margaret R. Todd, Incorporator

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 3rd day of January, 1995, before me, a Notary Public for the State of Idaho, personally appeared to me, MARGARET R. TODD Margaret R. Todd known to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



Teresa Marie Richardson
Notary Public for the State of Idaho
Residing at: Osburn, Idaho
My Commission expires April 15, 1998

Articles of Incorporation

AMENDMENT:

RESOLUTION:


Let it be known by all, that we, the undersigned, by unanimous vote of the Board of Directors, a membership of seven directors, at it's regularly scheduled board meeting, hereby change the name of this corporation as described in ARTICLE I, Section 1.1 of the Articles of Incorporation, from H.L. Day Community Medical Center Foundation to the Silver Valley Medical Center Foundation, Inc.

We, the Board of Directors, approve the adoption of this resolution as witnessed by our signatures below.

Signed this the 3rd day of January, 1995

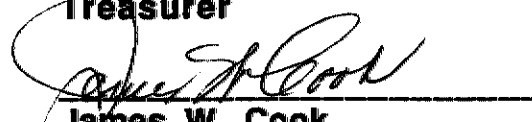

Edna M. Seaton
President


William E. Campbell
Vice President


Chrisann L. Danielson
Secretary


Dean M. Cooper
Treasurer


Virginia Mattern
Director at Large


James W. Cook
Director at Large


William J. Sexton
Ex-Officio Director