



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

MERCY MEDICAL CENTER, NAMPA, IDAHO

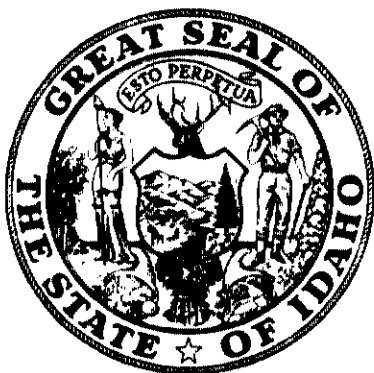
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

MERCY MEDICAL CENTER, NAMPA, IDAHO

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 _____ July 3 _____, 19 79 .



Pete T. Cenarrusa

SECRETARY OF STATE

Gunn Lisk

Corporation Clerk

FILED

7-3-79
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RESTATED ARTICLES OF INCORPORATION
OF
MERCY MEDICAL CENTER, NAMPA, IDAHO

Pursuant to the provisions of Title 30, Chapter II, Idaho Code, dealing with religious associations, the undersigned corporation hereby executes the following Restated Articles of Incorporation.

ARTICLE ONE
NAME AND OFFICE

Section 1. The name of this corporation shall be MERCY MEDICAL CENTER, Nampa, Idaho.

Section 2. The address of the initial registered office of the corporation is: 1512 12th Avenue Road, Nampa.

County of Canyon, State of Idaho, and the name of its initial registered agent at such address is SISTER MARY TERESE TRACY, RSM.

ARTICLE TWO
PERIOD OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE THREE
OBJECTIVES AND PURPOSES

Section 1. The objects and purposes of this corporation shall be the operation and management of the affairs, property, business, and activities of MERCY MEDICAL CENTER, Nampa, Idaho, and as such shall be duly benevolent, beneficial, educational, charitable, religious, and scientific; and shall be to provide general acute hospital care, extended care, and other related health services. Its operation shall be in compliance with the objectives and philosophy of the Religious Sisters of Mercy of the Union of the United States of America, a religious order of the Roman Catholic Church. Mercy Medical Center will not admit any patient for the purpose of, or otherwise permit the performance of, any direct abortion or any other medical or surgical services or procedure in conflict with the officially adopted policies of this health institution and the moral teachings of the Roman Catholic Church.

Section 2. This corporation may, from time to time, establish, discontinue, implement and maintain programs in community services in cooperation with health service and public or private agencies to meet the needs or improve the conditions of the people of Nampa, Idaho and its environs.

Section 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 4. No substantial part of the activities of the corporation 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 establishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Notwithstanding any other provisions of these Articles of Incorporation:

- a) All income of the corporation for such taxable year (for Federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to Federal tax under Section 4942 of the Internal Revenue Code of 1954, as amended; and
- b) The corporation created hereby shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended), retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended, make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954, as amended, or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended.

ARTICLE FOUR POWERS

Section 1. This corporation, in order to carry out its objects and purposes shall have power to do any and all things as fully and to the same extent as natural persons could do and may buy, lease, hold, or own its own real and personal property for any of the objects and purposes of the corporation and for such purposes as may be incidental thereto; may receive requests, may acquire and take over, as a going concern or otherwise, any part of a business, assets or liabilities of any person, firm, association, private or public or municipal body politic.

Section 2. This enumeration of the powers hereinabove shall not be deemed a renunciation of any of the powers conferred by Title 30, Chapter II of the Idaho Code upon non-profit corporation or charitable societies and religious associations, but all such powers shall be deemed fully vested in said corporation as though hereinabove specifically enumerated.

Section 3. These Restated Articles correctly set forth the provisions of the Articles of Incorporation as theretofore or thereby amended, they have been duly adopted as required by law, and they supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE FIVE FUNDS AND PROPERTIES

All funds received by this corporation shall be used in the first instance or shall be invested and the income therefrom used, after payment of necessary expenses, for the exclusive objects and purposes set forth in these Restated Articles and as deemed advisable by the Board of Directors, and in conformity with the Canon Law and Diocesan Rules and Regulations.

ARTICLE SIX CORPORATE MEMBERS

The corporate member shall be the non-profit corporation organized and presently existing pursuant to the laws of the State of Nebraska under the name HEALTH SYSTEM OF MERCY.

ARTICLE SEVEN MEETINGS OF THE CORPORATE MEMBER

Section 1. Meetings of the corporate member may be held at such places, either within or without the state, as may be provided in the Bylaws or as may be fixed from time to time in accordance with the provisions thereof.

Section 2. The actions of the corporate member shall be by a majority vote of the Board of Trustees of Health System of Mercy, except as otherwise provided by law, Articles of Incorporation and Bylaws.

ARTICLE EIGHT THE BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed by a Board of Directors, the number and method of appointment of whom shall be fixed by the officially adopted Bylaws of the corporation.

ARTICLE NINE OFFICERS AND EXECUTIVE COMMITTEE

Section 1. The officers of this corporation shall be a president, a vice president, a secretary and a treasurer. The officers, who need not

be Board members, shall be elected by the Board of Directors at their annual meeting. Each officer shall hold office until a successor shall have been duly elected and qualified, or until death, or until resignation or removal.

Section 2. The Board of Directors shall elect a chairperson and a vice chairperson from among its members. The term of such chairperson and vice chairperson shall be for a period of one year or until such time as their respective successors are duly elected and qualified, but in no event longer than two years.

Section 3. The Board of Directors shall elect an Executive Committee from among its members to function in place of the Board when the Board is not in session.

ARTICLE TEN
AMENDMENT OF RESTATED ARTICLES AND BYLAWS

Section 1. These Restated Articles of Incorporation may be amended upon a 2/3 affirmative vote of the Board of Directors with the approval of the corporate member.

Section 2. Bylaws of this corporation may be amended upon a 2/3 affirmative vote of the Board of Directors with the approval of the corporate member.

ARTICLE ELEVEN
DISSOLUTION

Section 1. This corporation may be dissolved by a 2/3 vote of the Board of Directors and by approval of the corporate member.

Section 2. Upon dissolution of the corporation any assets remaining after the payment of all debts, claims and obligations of this corporation shall be distributed as the corporate member may determine and only to institutions, organizations, corporations or foundations as will carry out the objects and purposes of this corporation and which have been granted exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code.

Dated this 10th day of April, 1979.

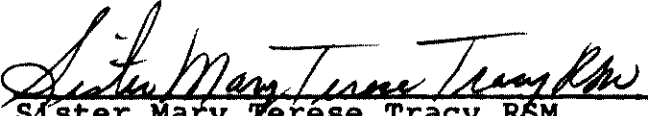
BY: Sister Mary Terese Tracy RSM
Sister Mary Terese Tracy, RSM, President

ATTEST:

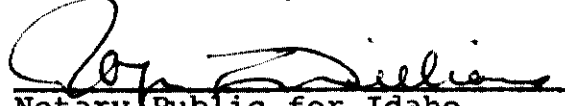
Wanda R. Sharpton
Wanda R. Sharpton, Secretary

STATE OF IDAHO)
 : ss.
COUNTY OF CANYON)

Sister Mary Terese Tracy, RSM, being first duly sworn does say that as President of Mercy Medical Center, the above and foregoing Restated Articles of Incorporation were enacted in duplicate by herself as the President and Wanda R. Sharpton as Secretary, on April 10, 1979, that further the restated articles were adopted by resolution of the Board of Directors of Mercy Medical Center formerly Mercy Medical Center Inc., and that such articles do set forth all of the operative provisions of the Articles of Incorporation and do correctly set forth without change the corresponding provisions of the Articles of Incorporation as amended and that Restated Articles of Incorporation supercede the original Articles of Incorporation and any amendments thereto.


Sister Mary Terese Tracy, RSM

Subscribed and sworn to before me this 20th day of June, 1979.


Notary Public for Idaho
Residing at Nampa, Idaho

(SEAL)