



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

ST. BENEDICT'S HOSPITAL FOUNDATION, INC.

was filed in the office of the Secretary of State on the **eighteenth** day
of **June** A. D. One Thousand Nine Hundred **seventy-one** and
^{to be}
is duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
Perpetual Existence from the date hereof, with its registered office in this State located at
Jerome, Idaho in the County of **Jerome**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **18th** day of **June**
A.D., 19 **71**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
ST. BENEDICT'S HOSPITAL FOUNDATION, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all natural persons of full age, citizens of the United States and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming and organizing a corporation pursuant to the provisions of Chapter 10 of Title 30 of the Idaho Code, and we hereby make, subscribe and execute the following Articles of Incorporation, and we do hereby certify:

ARTICLE I

Name

The name of this corporation is ST. BENEDICT'S HOSPITAL FOUNDATION, INC.

ARTICLE II

Duration

The duration of this corporation shall be perpetual.

ARTICLE III

Place of Business

The location and postoffice address of the registered office of this corporation, and the place where the principal business of this corporation is to be transacted shall be 709 North Lincoln Street, Jerome, Idaho.

ARTICLE IV

Purposes and Powers

This corporation is a non-profit organization and is formed for benevolent and charitable purposes, and especially for the following:

- (a) The specific and primary purposes for which this corporation is formed are charitable and are to concern themselves with the procurement and extension of financial aid toward the operation, maintenance and expansion of the facilities of the St. Benedict's Hospital, located in Jerome, Idaho, all to the end that the greatest possible amount of hospital service may be extended to the greatest possible number of persons in the area served by said St. Benedict's Hospital. The activities of the corporation shall be broad in scope and may include endowment of charitable clinics and wards, medical research, scholarships for interns and nurses, and other charitable activities of like nature.

- (b) The general purposes for which this corporation is formed are to operate exclusively for charitable and scientific purposes.
- (c) This corporation shall have and may exercise such powers as may be conferred upon a non-profit corporation by the laws of the State of Idaho and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation, provided that in no event shall this corporation engage in activities which are not charitable in nature.
- (d) To take, hold, receive and enjoy all property and money that may be given, bequeathed, devised, conveyed or transferred to it, and to solicit, accept and receive contributions of money and property, and to apply such monies and property toward the operation, maintenance and expansion of the facilities of St. Benedict's Hospital.
- (e) All of the properties and assets of this corporation are irrevocably dedicated to charitable and scientific purposes. No part of the net earnings, properties or assets of this corporation on dissolution or otherwise shall enure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution all properties and assets of this corporation, remaining after paying or providing for all debts and obligations shall be distributed and paid over to one or more non-profit funds, foundations, or corporations organized and operated exclusively for charitable or scientific purposes, the principal functions of which are the providing of medical or hospital care, or medical research, and which are exempt from income taxation under the laws of the State of Idaho and from income taxation under the Internal Revenue laws of the United States of America. In the event said Board of Directors fails to select such a distributee or if the named distributee is not qualified to accept said distribution, then the property of the corporation shall be distributed to one or more non-profit charitable funds, foundations, or corporations having functions as stated in the preceding sentence, and similarly exempt from the designated classes of taxation, or to the State of Idaho, or to any political subdivision thereof, for charitable or scientific purposes, as shall be directed by decree of the District Court of the State of Idaho, in and for the County of Jerome, upon petition filed by any party concerned in the liquidation.

ARTICLE V Capital Stock

This corporation does not and shall not have any capital stock, and neither shall it issue to its members certificates representing capital stock.

ARTICLE VI Non-Profit Organization

Pecuniary profit is not an object of this corporation and it shall not be operated for pecuniary gain or profit to the members thereof.

**ARTICLE VII.
Members**

There shall be no limitation in number of members and all members shall belong to one class and shall have full equality of rights. Members shall have no property rights in the corporation or in any of its property or assets.

**ARTICLE VIII
Directors**

The management of the affairs of this corporation shall be vested in a Board of 25 Directors, and the terms of office, qualifications of directors and manner of election or appointment shall be provided for in the By-Laws. The names and addresses of those who are to serve as incorporating directors and until the election and qualification of the successors are as follows:

NAME	ADDRESS
C. R. N. Shepherd	619 South Fillmore, Jerome, Idaho
Ellis Shawver	409 East Main, Jerome, Idaho
John B. Campbell	836 Teton, Jerome, Idaho
John L. VanOrman	Rt. #4, Jerome, Idaho
Ken Bradshaw	Wendell, Idaho
J. A. Russell	619 2nd Avenue East, Jerome, Idaho
James P. Gunning	Wendell, Idaho
Earl C. Greenawalt	Jerome, Idaho
Fred C. Malta	Wendell, Idaho
Michael Sullivan	Box 61, Jerome, Idaho
F. C. Gunning	Rt. 1, Box 108 B, Jerome, Idaho
Rev. John N. Garrabrandt	Box 47, Jerome, Idaho
Donna Suhr	Rt. 3, Jerome
Charlotte Jacobson	100 So. Fillmore, Jerome, Idaho
Wilbur L. Hove	3rd & Fillmore, Jerome, Idaho
Joyce W. Bernard	Box 142, Shoshone, Idaho
Thomas P. Mahan	221 South Lincoln, Jerome, Idaho
Harold R. Greenawalt	810 East C, Jerome, Idaho
Reuben C. Ma tson	405 East A, Jerome, Idaho
Floyd O. Kisling	Dietrich, Idaho

Earl N. Jensen	Jerome, Idaho
Alan P. Mencher	Jerome, Idaho
Lawrence V. Ruebel	701 East Avenue A, Jerome, Idaho
Charles J. Marshall	Route #1, Jerome, Idaho

ARTICLE IX
Amendments

These Articles of Incorporation may be altered or amended in any manner as provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands at Jerome, Idaho this 8th day of June, 1971.

NAME	ADDRESS
<i>[Signature]</i>	619 North 1st Street Jerome
<i>[Signature]</i>	409 E Main Jerome
John B. Capiphell	836 Teton Jerome
John L. Van Osman	Route 4 Jerome
Ken Bradshaw	Wendell Idaho
A. Russell	1213 3rd Ave East Jerome
James J. Hunsing	Wendell Idaho
Paul C. Greenwood	Jerome Idaho
R. C. Orr	Wendell Idaho
Michael Sullivan	Box 61, Jerome.
F. J. Higgins	Rt 1 Box 105 B Jerome
Rev. John W. Garabrandt	Box 47, Jerome
Denna Sahr	Rt 3 Jerome
Charlitta Jackson	1000 S. Lincoln, Jerome
Wilbur L. Hove	3rd. + 7th Sts. Jerome
Jayne M. Bernard	Box 142, Shoshone Idaho
Thomas P. Molan	221 S. Lincoln Jerome, Idaho
Harold R. Greenwood	810 East C. Jerome Idaho
Reuben C. Matson	405 East A Jerome Idaho

Floyd C. Dushings
Earl M. Hansen
Alvan P. Keehee
Lawrence V. Diebel
Charles J. Marshall

Dietrich, Idaho
Jerome, Idaho.
Jerome, Idaho
701 E. Ave A Jerome
Route 1 Jerome Idaho

STATE OF IDAHO,)
 ss.
County of Jerome.)

On this 8th day of June, 1971, before me, the undersigned, a Notary Public in and for said state and county, personally appeared:

C. R. N. Shepherd, Ellis Shawver, John B. Campbell, John L. Van Orman, Ken Bradshaw, J. A. Russell, James F. Gunning, Earl C. Greenawalt, Fred C. Maltz, Michael Sullivan, F. C. Gunning, Rev. John N. Garrabrandt, Donna Suhr, Charlotte Jacobsen, Wilbur L. Hove, Joyce W. Bernard, Thomas P. Mahan, Harold R. Greenawalt, Reuben C. Matson, Floyd O. Kisling, Earl N. Jensen, Alan P. Mencher, Lawrence V. Reubel, and Charles J. Marshall,

known to me to be the persons whose names are subscribed to the within and foregoing instrument 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.

1s/ Frank M. Reeling
Notary Public for Idaho,
Residing at Jerome, Idaho.