



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES 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

MERCY MEDICAL CENTER

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the 28th day of April 19 76 , original articles of amendment, as provided by Section 30-146 and 30-147, Idaho Code, restating Articles and changing corporate name to MERCY MEDICAL CENTER, NAMPA, IDAHO

and that the said articles of amendment contain the statement of facts required by law, and are will be / recorded on ~~Film~~ Microfilm of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 28th day of April , A. D., 19 76 .

Secretary of State

RESTATED ARTICLES OF INCORPORATION

OF

MERCY MEDICAL CENTER, NAMPA, IDAHO

STATE

Pursuant to the provisions of Title 30, Chapter II, Idaho Code dealing with religious associations of 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, R.S.M..

ARTICLE TWO  
PERIOD OF EXISTENCE

Section 1. 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, education, 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 publishing 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

Section 1. 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 MEMBERSHIP

Section 1. The membership of this Corporation shall be composed of those sisters who hold the offices of the Provincial Administrator and her Council of the Religious Sisters of Mercy of the Union of the United States of America, Province of Omaha. When any sister shall cease to hold any of the above offices, she shall cease to be a member of this Corporation, automatically, and without any affirmative action on the part of the Corporation.

#### ARTICLE SEVEN MEETINGS AND QUORUM

Section 1. Meetings of all members may be held at such places,

either within or without the state, as may be provided in the By-Laws or as may be fixed from time to time in accordance with the provisions thereof.

Section 2. A majority of the members of this Corporation shall constitute a quorum in the transaction of the business at any regular or special meeting as provided in its By-Laws, except as otherwise provided in these Articles.

#### ARTICLE EIGHT THE BOARD OF DIRECTORS

Section 1. The affairs of this Corporation shall be managed by a Board of Directors consisting of at least five (5) and not more than fifteen (15) qualified persons, at least sixty percent (60%) of whom shall be Religious Sisters of Mercy of the Union of the United States of America and/or Sisters of Mercy of the Federation of the Americas. Directors shall be appointed by the membership of this Corporation from a slate of nominees previously approved by the then serving Board of Directors and the membership of this Corporation.

Section 2. The initial Board of Directors shall consist of 10 directors, who are as follows:

Sister Jacquetta Taylor, R.S.M.	Howard Miller, Ph. D.
Sister Mary Martina Woulfe, R.S.M.	William Yost
Sister Mary Terese Tracy, R.S.M.	Wayne Cornils
Sister Mary St. John Hall, S.M.	W.B. Ross, M.D.
Sister Mary Eileen Moore, R.S.M.	Sister Marianne Hilton, R.S.M.

#### ARTICLE NINE OFFICERS AND EXECUTIVE COMMITTEE OF THE MEDICAL STAFF

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 (1) 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 BY-LAWS

Section 1. These restated Articles of Incorporation may be amended upon the recommendation of the Board of Directors with the approval of a two-thirds (2/3) majority of the members of the Corporation.

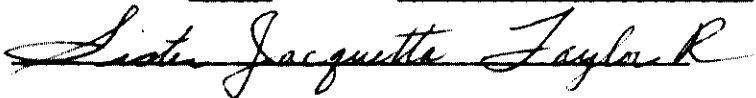
Section 2. By-Laws of this Corporation may be amended by the Board of Directors of the Corporation with the approval of a two-thirds (2/3) majority of the members of the Corporation.

ARTICLE ELEVEN  
DISSOLUTION

Section 1. This Corporation may be dissolved by a two-thirds (2/3) vote of the Board of Directors, and, a two-thirds (2/3) vote of the membership of the Corporation.

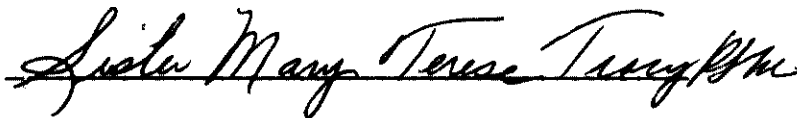
Section 2. Upon dissolution of the Corporation any assets remaining after the payment of all debts, claims, and obligations of this Corporation shall be distributed as members of the Corporation may determine, and only to institutions, organizations, corporations or foundations as will carry out the 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 31st day of January, 1976.



By Sister Mary Jacquetta Taylor, R.S.M. - President

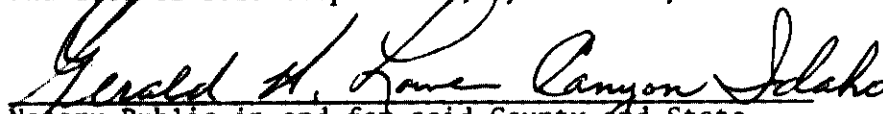
ATTEST:



By Sister Mary Terese Tracy, R.S.M. - Secretary

STATE OF Idaho )  
 ) ss.  
 )  
COUNTY OF Canyon )

On this 31st day of January, 1976, before me, the undersigned, a Notary Public in and for said County in said State, personally appeared Sister Mary Jacquetta Taylor, R.S.M. and Sister Mary Terese Tracy, R.S.M., to me personally known, who being by me duly sworn did say that they are the president and secretary, respectively, of MERCY MEDICAL CENTER; that the seal affixed thereto is the seal of said corporation; (that no corporate seal has been obtained by said corporation); that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that the said Sister Mary Jacquetta Taylor, R.S.M. and Sister Mary Terese Tracy, R.S.M., as such as such officers, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

  
Notary Public in and for said County and State.

AFFIDAVIT OF PUBLICATION

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

Verla Harker  
of Nampa, Canyon County, Idaho, being first duly sworn,  
deposes and says:

1. That I am a citizen of the United States of America, and at all times hereinafter mentioned was over the age of twenty-one years, and not a party to the above entitled action.

2. That I am the Principle Clerk of the Idaho Free Press, a daily, (except Sunday) newspaper published in the City of Nampa, in the County of Canyon, State of Idaho; that the said newspaper is in general circulation in the said County of Canyon, and in the vicinity of Nampa, and has been uninterruptedly published in said County during a period of seventy-eight consecutive weeks prior to the first publication of the notice, a copy of which is hereto attached.

3. That the notice, of which the annexed is a printed copy, was published in said newspaper

Four Times in the regular and entire issue of said paper, and was printed in the newspaper proper, and not in a supplement.

4. That said notice was published the following dates:

March 20, 27; April 3, 10, 1976

Verla Harker

Subscribed and sworn to before me this

10th day of April, 19 76

Adam J. Lane

Notary Public, Residing at Nampa, Idaho

