



CERTIFICATE OF AMENDMENT  
OF

ST. LUKE'S REGIONAL MEDICAL CENTER, LTD.

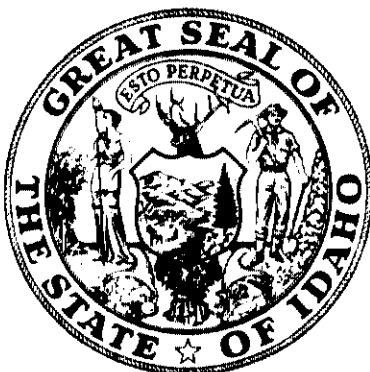
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

ST. LUKE'S HOSPITAL, LTD.

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 September 23, 19 80



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ST. LUKE'S HOSPITAL, LTD.

SEP 23 8 31 AM '80  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned officers of St. Luke's Hospital, Ltd., a nonprofit corporation, do hereby certify, pursuant to the provisions of Section 30-327, Idaho Code, that at a meeting of the stockholders of said corporation properly noticed and held on September 9, 1980, at which a quorum was present, the following Amended and Restated Articles of Incorporation, which amend and supersede the prior Articles of Incorporation in their entirety, were adopted by resolution unanimously carried; and the President and Assistant Secretary of the corporation were duly authorized and directed to sign, verify, file and do all things required by law to carry into effect the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of this corporation is:

ST. LUKE'S REGIONAL MEDICAL CENTER, LTD.

This is a nonprofit corporation.

ARTICLE II

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

ARTICLE III

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 (or the corresponding provision of any future United States internal revenue law), such objects and purposes being:

1. To operate a regional medical center with the objective of making available high quality health care in the area.

2. To build, erect, maintain, equip, manage and operate a hospital or hospitals and other facilities for the provision of health care; to furnish medical, dental, nursing and surgical attendance in any form in the care of the afflicted, sick, infirm or injured persons as may be admitted to the hospital under rules and regulations thereof and through other facilities for the provision of health care; and generally to do anything

and everything necessary, expedient or incidental to the operation of a hospital or hospitals and other facilities for the provision of health care.

3. To establish, maintain, operate and assist wholly owned subsidiary corporations or organizations provided such subsidiaries qualify for tax-exempt status as charitable, scientific or educational organizations under Section 501(c)(3), Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

4. 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.

5. 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.

6. 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.

7. 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 of 1954 (or the corresponding provision of any future United States internal revenue law).

8. 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 member of this corporation, except as such member 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 provision 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).

Upon the dissolution of the corporation, the Board of Directors shall, after paying, or making provision for 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, educational 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 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. 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 this corporation shall not have the power to conduct, and shall not conduct, activities not in furtherance of charitable, scientific or educational purposes as these terms are used in Section 501(c)(3), Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

#### ARTICLE IV

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.

#### ARTICLE V

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

#### ARTICLE VI

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 of 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 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.

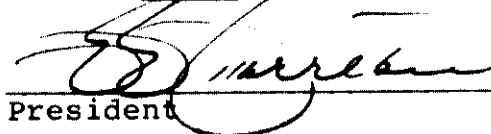
#### ARTICLE VII

The capital stock of the corporation is of one class represented by 100 shares of common stock of \$100 per share par value, aggregate par value totalling \$10,000. The stock of the corporation shall not be subject to assessment, and no stockholder shall be liable for the debts of the corporation. In accordance with Section 30-313, Idaho Code, each stockholder shall be entitled to cast only one vote on any matter upon which stockholders are entitled to vote regardless of the number of shares held by each stockholder.

Shares of stock in the corporation shall not be transferred (except for a transfer to the corporation), and no such transfer shall be valid unless and until said transfer shall have been reported to and approved by the directors. Upon the death or dissolution of any stockholder, all shares held by said

stockholder shall revert immediately to the corporation. An individual must have been elected a director of the corporation before any transfer of stock to him shall be valid; and upon the resignation or other removal from the Board of Directors of such individual stockholder, shares held by such stockholder shall revert immediately to the corporation.

IN WITNESS WHEREOF, we have executed the foregoing Amended and Restated Articles of Incorporation of St. Luke's Hospital, Ltd., in triplicate, this 17<sup>th</sup> day of September, 1980.

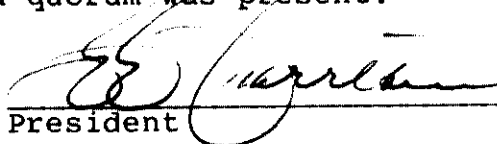
  
\_\_\_\_\_  
President

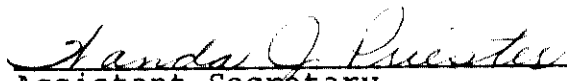
  
\_\_\_\_\_  
Assistant Secretary

STATE OF IDAHO            )  
                              ) ss.  
County of Ada            )

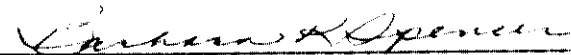
E. E. GILBERTSON and WANDA PRIESTER, each having been separately sworn, upon oath, depose and state:

That they are the duly elected and acting President and Assistant Secretary, respectively, of ST. LUKE'S HOSPITAL, LTD.; that each has read the above and foregoing Amended and Restated Articles of Incorporation of St. Luke's Hospital, Ltd., and states that the same were duly adopted by unanimous vote of all stockholders present at a meeting properly noticed and held on September 9, 1980, at which a quorum was present.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Assistant Secretary

SUBSCRIBED AND SWORN to before me this 17 day of September, 1980.

  
\_\_\_\_\_  
NOTARY PUBLIC for Idaho  
Residing at Boise, Idaho