



ARTICLES OF AMENDMENT (Non-profit)

To the Secretary of State of the State of Idaho

Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned non-profit corporation amends its articles of incorporation as follows:

FILED EFFECTIVE

2006 SEP 28 AM 8:31

SECRETARY OF STATE
CLERK

1. The name of the corporation is:
Mountain States Tumor Institute, Inc.

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

2. The text of each amendment is as follows:

See attached Amended and Restated Articles of Incorporation

3. The date of adoption of the amendment(s) was: September 12, 2006

4. Manner of adoption (check one):

- ☐ Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)
- a. The number of directors entitled to vote was: _____
 - b. The number of directors that voted for each amendment was: _____
 - c. The number of directors that voted against each amendment was: _____

- ☒ The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)

- a. The number of members entitled to vote was: one
- b. The number of members that voted for each amendment was: one
- c. The number of members that voted against each amendment was: zero

Dated: 9/27/06
Signature: [Signature]
Typed Name: Janine Sarti
Capacity: V.P., CLO and Registered Agent

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

g:\corp\forms\articlesofamendment_nfp.pmd
Revised 10/2003

IDAHO SECRETARY OF STATE
09/28/2006 05:00
CK: 1100103398 CT: 145047 BH: 977674
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Web Form

C 41697

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MOUNTAIN STATES TUMOR INSTITUTE, INC.**

The undersigned officer of Mountain States Tumor Institute, Inc., an Idaho nonprofit corporation ("Corporation") hereby certifies that at a duly held board meeting of the Corporation, and in anticipation of duly held board meetings of the member (St. Luke's Regional Medical Center, Ltd.) at which quorums were present, the following Amended and Restated Articles of Incorporation, which amend and supersede the prior Articles of Incorporation, as amended, in their entirety, were adopted by resolutions unanimously carried; and the CEO was 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
Name

The name of the Corporation is Mountain States Tumor Institute, Inc.

Article II
Nonprofit Status

The Corporation is a nonprofit corporation.

Article III
Period of Duration

The period of duration of the Corporation is perpetual.

Article IV
Registered Office and Agent

The address of the registered office of the Corporation is 190 East Bannock, Boise, Idaho 83712, and the name of the registered agent at this address is Janine Sarti.

Article V
Purposes

The purposes for which the Corporation is organized and will be operated are as follows:

- a. Operating exclusively for charitable, scientific, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as

exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent Internal Revenue law (the "Code");

b. Operating a medical group practice to provide oncology, hematology, pediatric oncology and related medical services on a charitable, nonprofit basis to inhabitants of the communities served by the Corporation.

c. Operating facilities and providing services and programs for the accommodation, care and treatment of individuals suffering from cancer related illness and diseases;

d. The pursuit of charitable, educational, benevolent, and other purposes related to health care, health education and training, health facilities, scientific research and health management; and

e. Conducting any other activities permitted by the Idaho Nonprofit Corporation Act which will enhance the health and social welfare of the communities served by the Corporation.

Article VI Limitations

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services rendered; (ii) to make payments and distributions in furtherance of the purposes set forth in Article V hereof; and (iii) to make distributions to any member that is a corporation, community chest, fund or foundation as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Code. No substantial part of the activities of the Corporation shall be for 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 or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Article VII Membership Corporation

The Corporation shall have one member, which shall be St. Luke's Regional Medical Center, Ltd., an Idaho nonprofit corporation.

Article VIII Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws; provided, however, there shall always be at least nine (9) Directors. The Directors shall be appointed in the manner provided in the Bylaws of the Corporation, and shall be subject to the approval of the member of the Corporation.

Article IX
Distribution on Dissolution

Upon dissolution of the Corporation as described in the corporate bylaw, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code. The Board of Directors shall dispose of all of the assets of the Corporation to such exempt organizations as a two-thirds (2/3) supermajority of the Board of Directors shall determine.


Article X
Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors, subject to the approval of the member.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Amended and Restated Articles of Incorporation which amend and supersede in their entirety the original Articles of Incorporation and all previous amendments thereto.

DATED this 12th day of September, 2006.

By: 
Gary L. Fletcher
Chief Executive Officer