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State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

ST. JOSEPH REGIONAL MEDICAL CENTER, INC.

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. JOSEPH REGIONAL MEDICAL CENTER, INC. 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: January 11, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Palmer*

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**RESTATED ARTICLES OF INCORPORATION OF
ST. JOSEPH REGIONAL MEDICAL CENTER, INC.**

WE, the undersigned, officers of St. Joseph Regional Medical Center, Inc., a non-profit corporation, heretofore incorporated under the non-profit corporation laws of the State of Idaho, do hereby certify:

The Board of Directors of the Corporation, at a duly constituted meeting held April 27, 1992, approved proposed amendments to its Articles of Incorporation and the restatement of those Articles and directed that such amendment and restatement be submitted to a vote of the Corporation's Members who, by the written consent of the entire membership, approve such amendments and authorize the filing of this Restated Articles of Incorporation.

Therefore, pursuant to Bylaws of the Corporation and pursuant to §§ 30-326 and 30-327, Idaho Code, all Articles of Incorporation of the corporation are hereby amended to conform to these Restated Articles of Incorporation and these Restated Articles of Incorporation are hereby adopted as follows:

ARTICLE I.

(Name)

The name of the Corporation is "St. Joseph Regional Medical Center, Inc."

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ARTICLE II.

(Purposes)

The purposes for which this Corporation is formed are as follows:

(a) The purpose of the Corporation is to help fulfill the mission of the Roman Catholic Church: to continue the mission of Jesus given him by his Father. We continue in this spirit and engage in works of compassion and mercy which respond to the spiritual and corporal needs of persons in our times. We do this in a way that:

- ° heals and reconciles
- ° serves all persons without distinction
- ° makes known through our lives the gospel we proclaim
- ° enables others to assume a more active responsibility for building the kingdom
- ° recognizes and defends the human dignity of all persons
- ° promotes justice with a particular concern for the poor.

(b) To have and exercise all rights from time to time granted to a corporation by law and as authorized by the Membership of this Corporation to the extent such authorization may be required.

ARTICLE III.

(Place of Business)

The place where the principal business of the Corporation is to be transacted and its principal office shall be St. Joseph Regional Medical Center, Lewiston, Nez Perce County, Idaho, or at

such other place as the Board of Directors shall, from time to time, determine.

ARTICLE IV.

(Term of Existence)

The term of existence of this Corporation shall be perpetual.

ARTICLE V.

(Membership)

The Corporation shall have one (1) Member, namely, Carondelet Health System, Inc., a Missouri not-for-profit corporation, having its registered office at 77 West Port Plaza, Suite 222, St. Louis, MO 63146.

ARTICLE VI.

(Reserved Powers of Sole Member)

(a) No action by the Board of Directors or any officer with respect to any of the following shall be effective without approval of the sole Member:

(i) The adoption of annual capital and operating budgets for the Corporation;

(ii) The adoption of strategic plans for the Corporation;

(iii) The authorization or approval of any contract not included within budgets approved by, or written guidelines established by, the sole Member from time to time;

(iv) Amendment of the Articles of Incorporation of the Corporation;

(v) Amendment of the Bylaws of the Corporation;

(vi) Establishment of new entities of which the Corporation is a member, stockholder, partner, joint venturer or trustee or in which it otherwise has an equity or management interest, or the acquisition in any manner of any such participation or interest in any equity, or the establishment, by contract or otherwise, of any significant and continuing relationship with any entity; provided, however, that the acquisition of any existing health care institution shall be subject to prior approval by the sponsoring Province.

(vii) Borrowing or lending of funds in excess of an amount established from time to time by the sole Member;

(viii) Expenditures not authorized by or included within budgets approved by the sole Member which are in excess of an amount established from time to time by the sole Member.

(ix) Any change in the stated purposes for which the Corporation is organized;

(x) Sale, lease, mortgage or pledge of any real estate or interest therein, or of all or substanti-

ally all the assets, or of any health care institution operated by the Corporation;

(xi) Merger, consolidation or similar reorganization of the corporate structure, or dissolution of the Corporation; and

(xii) Any change in the fundamental nature of the Corporation, such as a change from an acute-care facility to a long-term care facility.

(b) After receiving non-binding recommendations from the Corporation's Board of Directors, and after consulting with the Provincial Superior and Provincial Councilors of the Los Angeles Province of the Sisters of St. Joseph of Carondelet (hereinafter "Provincial Council"), the sole Member of the Corporation shall appoint (and remove) the Corporation's chief executive officer.

ARTICLE VII.

(Reserved Powers of Provincial Council)

No action by the sole Member or the Board of Directors or any officer with respect to any of the following shall be effective without the approval of Provincial Council:

(i) Any change in the stated purpose for which the Corporation is organized;

(ii) Sale, lease, mortgage or pledge of any real estate or interest therein, or of all or substantially all of the assets of, or of any health care institution operated by the Corporation;

(iii) The approval of any proposed purchase by the Corporation of any health care institution;

(iv) Any change in the fundamental nature of the Corporation, such as a change from an acute-care facility to a long-term care facility;

(v) Merger, consolidation or similar reorganization of the corporate structure, or dissolution, of the Corporation;

(vi) The continued use of the name "St. Joseph Regional Medical Center, Inc.", or any similar or derivative name, or any name which in any manner refers or alludes to the Sisters of St. Joseph of Carondelet, and the conditions on which the right to use any such name may be forfeited;

(vii) Amendment of the Articles of Incorporation of the Corporation; and

(viii) Amendment of the Bylaws of the Corporation.

ARTICLE VIII.

(General Provisions concerning Reserved Powers)

(a) The action of the sole Member and Provincial Council with respect to any of the foregoing matters shall not be effective until communicated in writing to the Board of Directors.

(b) The sole Member and the Provincial Council each reserve the power to establish guidelines for the exercise of their respective reserve powers.

ARTICLE IX.

(Directors)

(a) The Board of Directors of the Corporation shall consist of such number as shall be determined by the Bylaws of the Corporation. At least one-third (1/3) of the directors shall be members of the Sisters of St. Joseph of Carondelet and at least one-third (1/3) of the directors shall be lay members of the community served by the Corporation.

(b) All members of the Board of Directors of the Corporation shall be appointed by the sole Member of the Corporation in accordance with the procedure set forth in the Bylaws of the Corporation.

(c) The directors shall be divided into three (3) classes. Each class shall be as nearly equal in number as possible. After expiration of the initial terms of those persons who were appointed and elected as Directors at the 1990 annual meeting, all Directors shall be appointed to terms of three (3) years in length.

(d) The makeup, qualifications and other matters pertaining to the Board of Directors shall be as stated in the Corporation Bylaws.

ARTICLE X.

(Exercise of Stockholders and Membership Rights)

The Corporation shall exercise its stockholder and membership rights in accordance with the provisions of its Bylaws.

ARTICLE XI.

(Dissolution)

Upon dissolution and liquidation of this Corporation, all assets of the Corporation remaining after all liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefor, shall be transferred, conveyed and distributed to the Los Angeles Province or some other distributee or distributees designated by the Los Angeles Province which is exempt from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 (as the same may be hereafter amended or supplemented); provided, however, that if, on the date of such proposed distribution, said distributee no longer exists or is not operated exclusively for purposes specified in, or shall not otherwise qualify under, Section 501(c)(3) of the Internal Revenue Code of 1954 (as the same may hereafter be amended and supplemented) then, in such event, the assets of this Corporation, upon its dissolution and liquidation, shall be transferred, conveyed and distributed to such other non-profit organization or organizations as may be specified in or provided for under the plan of distribution adopted by the Corporation pursuant to the laws of the State of Idaho; but, in any event, each such distributee organization shall be organized

and operated exclusively for charitable or educational purposes, shall be exempt from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 (as the same may be hereafter amended or supplemented). In no event shall the assets of this Corporation, upon its dissolution and liquidation, be distributed for purposes and uses other than those set forth in Section 501(c)(3) of the Internal Revenue Code of 1954 (as the same may hereafter be amended or supplemented).

ARTICLE XII.

(Effective Date)

These Articles shall become effective when accepted for filing by the Secretary of State of the State of Idaho, with respect to transactions and commitments entered into by the Corporation on and after that date.

DATED this 28 day of December, 1992.

Howard A. Hayes
HOWARD A. HAYES, President/CEO

Sister Mary Ellen Sprouffs
SISTER MARY ELLEN SPROUFFSKE
Secretary

STATE OF I D A H O)
 : ss.
County of NEZ PERCE)

HOWARD A. HAYES, being first duly sworn on oath, deposes
and says:

That he the President/CEO of St. Joseph Regional Medical
Center, Inc.; that he has read the RESTATED ARTICLES OF INCORPO-
RATION OF ST. JOSEPH REGIONAL MEDICAL CENTER, INC., and well knows
the contents thereof; that the facts therein stated are true as he
verily believes.

Howard A. Hayes
HOWARD A. HAYES

SUBSCRIBED AND SWORN to before me this 28 day of December, 1992.

Rachel B. Biddiscombe
Notary Public in and for the State
of Idaho, Residing at Boise, Idaho
My Commission Expires: 4-4-98