

CERTIFICATE OF INCORPORATION
OF

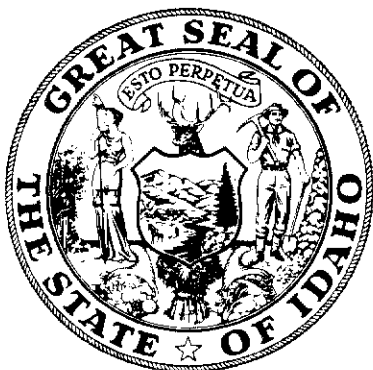
SAINT ALPHONSUS MAGNETIC RESONANCE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of SAINT ALPHONSUS
MAGNETIC RESONANCE, INC.

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated Apr 11 1, 19 85



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

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SAINT ALPHONSUS MAGNETIC RESONANCE, INC.

We, the undersigned, residents of the State of Idaho, desiring to form a corporation pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30 of the Idaho Code, do hereby make, subscribe, and acknowledge these Articles as follows:

ARTICLE I

NAME

The name of the corporation shall be SAINT ALPHONSUS MAGNETIC RESONANCE, INC.

ARTICLE II

PURPOSES, POWERS AND PHILOSOPHY

(a) The corporation is organized as a nonprofit Corporation under the Idaho Nonprofit Corporation Act for the exclusive purpose of engaging in charitable, benevolent, eleemosynary, educational and scientific activities and pursuits, including for such purposes as the making of distributions to organizations that qualify as exempt 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) and not for the purpose of engaging in any activity for pecuniary profit. In particular, the Corporation is organized to own, construct, maintain and operate buildings for the housing of health care equipment and facilities.

(b) The Corporation shall have and exercise all lawful powers necessary or convenient to carry out any or all of the purposes for which the Corporation is organized.

(c) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the net earnings, income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

(d) No activity shall be performed by the Corporation to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, nor shall it engage in any

other activity that is not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or any corresponding future provisions of the Internal Revenue Code, including, but not limited to, activities which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

(e) This Corporation is incorporated as a Roman Catholic religious, charitable, and health care organization, sponsored by the congregation of the Sisters of the Holy Cross and in accord with and subject to the tradition, teachings in Canon Law of the Roman Catholic Church, the Congregation Policies for Corporate Organization of the Congregation of the Sisters of the Holy Cross, the Congregation's Philosophy for Health Care Services and the Ethical and Religious Directives for Catholic Health Facilities promulgated by the National Conference of Catholic Bishops.

(f) This Corporation shall indemnify any trustee or officer or former trustee or officer of the Corporation, or any person who may have served at its request as a trustee, director or officer of another corporation, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such trustee, director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such trustee, director or officer may be entitled, under any bylaw, agreement, or vote of the members or otherwise.

ARTICLE III

DISTRIBUTION OF ASSETS OF THE CORPORATION

This Corporation and its property are irrevocably dedicated to religious, charitable, benevolent and hospital purposes. Upon the liquidation, dissolution or abandonment of the Corporation, if any such condition should occur, its property shall not inure to the benefit of any private person. All the money, property and proceeds of property and distributions on liquidation, dissolution or abandonment of the Corporation, shall pass to and be distributed to the Congregation of the Sisters of the Holy Cross, if at said time said Congregation is still a non-profit, charitable organization, or to some other recognized charitable and

benevolent institution qualified under law to accept such distribution as directed by Sisters of the Holy Cross, Inc., an Indiana non-profit Corporation which property so distributed shall be used solely for acknowledged charitable purposes.

ARTICLE IV

ORGANIZATION

This Corporation shall have no capital stock. Its organization is one of membership.

ARTICLE V

MEMBERSHIP

(a) There shall be two (2) classes of membership: voting and nonvoting.

(i) The voting member, who shall be known as the Corporate Member, will be Saint Alphonsus Regional Medical Center, Inc., an Idaho non-profit corporation whose current address is 1055 North Curtis Road, Boise, Idaho 83706.

(ii) The nonvoting members shall be those persons who are members of the Board of Directors. The term of nonvoting members shall commence contemporaneously with their election to the Board of Directors and extend for the duration of their tenure as Directors.

(b) The Corporate Member shall act upon the following matters to the exclusion of the nonvoting members and the Board of Directors:

(i) The borrowing of money for any purpose;

(ii) The purchase, sale, lease, disposition or hypothecation of real property of the corporation;

(iii) Appointment of fiscal auditors;

(iv) Approval of annual operating and capital budgets;

(v) The election of Directors, who shall be known as the Board of Directors;

(vi) Filling vacancies which might occur in the Board of Directors;

(vii) The appointment of the Executive Director of the Corporation;

(viii) The adoption, altering, amending or repealing of the Articles and Bylaws of the Corporation;

(ix) Liquidation, dissolution, winding up or abandonment of the Corporation;

(x) Cash management.

(c) With the exception of the powers enumerated in (b) above, the Corporate Member delegates total authority and responsibility to the Board of Directors for the operation and management of this corporation in accordance with Article III hereof.

ARTICLE VI

BOARD OF DIRECTORS

(a) The Corporate Member shall elect a Board of Directors.

(b) The Board of Directors shall manage and conduct the affairs and business of this Corporation directly or through its officers and committees.

(c) The Board of Directors referred to hereinafter as Directors, shall consist of at least four (4) and not more than eight (8) members, one of whom shall be the President of Saint Alphonsus Regional Medical Center, Inc. The method of selection of Directors and government of the activities of the Directors shall be as provided in the Bylaws. The name and address of the initial Directors who shall serve until the selection of their successors are:

NAME

ADDRESS

Sister Patricia Vandenberg, C.S.C.

1055 North Curtis Road
Boise, Idaho 83706

Chris J. Anton

1055 North Curtis Road
Boise, Idaho 83706

Paul B. Fetrow

1055 North Curtis Road
Boise, Idaho 83706

David A. Fantz

1055 North Curtis Road
Boise, Idaho 83706

ARTICLE VII

DURATION

This Corporation shall have perpetual existence.

ARTICLE VIII

REGISTERED AGENT AND OFFICE

The Corporation designates Sister Patricia Vandenberg, C.S.C., whose street address is 1055 North Curtis Road, Boise, Idaho, 83706 its initial registered agent and that such address shall be its initial registered office until hereafter changed.

ARTICLE IX

INCORPORATORS

The name and street address of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sister Patricia Vandenberg, C.S.C.	1055 North Curtis Road Boise, Idaho 83706
Chris J. Anton	1055 North Curtis Road Boise, Idaho 83706
Paul B. Fetrow	1055 North Curtis Road Boise, Idaho 83706
David A. Fantz	1055 North Curtis Road Boise, Idaho 83706

IN WITNESS WHEREOF, the incorporators hereto have set their hands and seals this 26th day of March, 1985.

Sister Patricia Vandenberg, C.S.C.
Sister Patricia Vandenberg, C.S.C.

Chris J. Anton
Chris J. Anton

Paul B. Fetrow
Paul B. Fetrow

David A. Fantz
David A. Fantz