

FILED EFFECTIVE**CERTIFICATE OF AMENDMENT**

MAY 22 PM 2:08

OFSECRETARY OF STATE
STATE OF IDAHO**ARTICLES OF INCORPORATION****OF****CLEARWATER VALLEY HOSPITAL AND CLINICS, INC.**

I, the undersigned Assistant Secretary of Benedictine Health System, a Minnesota nonprofit corporation organized pursuant to Chapter 317A of the Minnesota Statutes, which corporation is the sole member of Clearwater Valley Hospital and Clinics, Inc., an Idaho nonprofit corporation, do hereby certify that the Amended and Restated Articles of Incorporation as set forth below were duly adopted by Benedictine Health System on March 6, 2007, in accordance with the provisions of the Idaho Nonprofit Corporation Act.

IDAHO SECRETARY OF STATE
05/22/2007 05:00
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

2007 MAY 22 PM 2:09
SECRETARY OF STATE
STATE OF IDAHO

CLEARWATER VALLEY HOSPITAL AND CLINICS, INC.

ARTICLE 1.

Name

The name of the Corporation shall be Clearwater Valley Hospital and Clinics, Inc.

ARTICLE 2.

Purposes

The Corporation is created and organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (hereinafter referred to as the Code). More specifically, the Corporation is created and organized to own, maintain, operate and conduct, directly or indirectly, and to assist and coordinate activities of facilities for health care, education, care for the aged and social services.

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 (or in opposition to) any candidate for public office.

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Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 3.

Powers

Subject to the express purposes set forth above, the Corporation shall have the power to engage in, and to do, any lawful activity which nonprofit corporations may engage in or do under the laws of the State of Idaho and, specifically, to acquire, hold, pledge, mortgage, hypothecate, sell, give, lease, remodel, manage or otherwise dispose of or deal in real and personal property within or without the State of Idaho, whether owned by the Corporation or not, and to endorse, guarantee or assume the payment of, principal of, or interest on, bonds, notes, or other evidences of indebtedness or obligations, and to guarantee or assume the performance of any other contracts or other undertakings of any corporation, association, partnership or firm which is affiliated with this Corporation, as determined by the Member; provided, however, the Corporation shall not permit the following procedures to be performed at its facilities: abortions, euthanasia, or assisted suicide.

ARTICLE 4.

Nonprofit Corporation

This Corporation is not organized for profit and shall not pay dividends or other pecuniary remuneration, directly or indirectly, to its directors or officers or to its members other than to members which are nonprofit organizations exempt from federal

income tax under Section 501 (c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, other than to members which are nonprofit organizations exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code, or to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE 5.

Duration

The duration of the Corporation shall be perpetual.

ARTICLE 6.

Location and Agent

The location of the principal office of the Corporation in Idaho shall be 301 Cedar, Orofino, Clearwater County, Idaho 83544. The location of the registered office of the Corporation shall be 300 North Sixth Street, Boise, Idaho 83701. The registered agent shall be CT Corporation System, 300 North Sixth Street, Boise, Idaho 83701.

ARTICLE 7.

Member

The Corporation shall have one Member, which shall be Benedictine Health System, a Minnesota nonprofit corporation, located at 503 East Third Street, Duluth, Minnesota 55805.

The Member shall have voting rights to the fullest extent permitted under Idaho law and to the extent necessary to exercise the powers set forth in Article 12.

ARTICLE 8.

Directors

The management of the Corporation shall be vested in a Board of Directors. Directors must be natural persons and a majority of the directors must be adults.

ARTICLE 9.

Liability of Directors, Etc.

A member, director, officer or other agent of the Corporation is not, as such, personally liable for the acts, debts, liabilities or obligations of the Corporation.

ARTICLE 10.

Capital Stock

The Corporation shall issue no stock.

ARTICLE 11.

Dissolution

Upon the dissolution of the Corporation, all of the assets of the Corporation remaining after paying or making provision for the costs and expenses incident to the dissolution proceedings and the liabilities and obligations of the Corporation shall be distributed to the Corporation's Member provided that, at the time of the distribution, its Member is a nonprofit organization exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code, subject, however, to any uses and purposes for which the assets have been received and held or any uses and purposes expressed or intended by the original donor;

otherwise to such organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code. Any of such assets not so disposed of shall be disposed of by a liquidation receiver or a court of competent jurisdiction, as such receiver of the Court or as such Court shall determine to an organization or organizations then exempt from taxation under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 12.

Reserved Powers

Certain powers and rights are reserved to Essentia Health and to Benedictine Sisters Benevolent Association, each a Minnesota nonprofit corporation. These reserved powers are set forth in the Bylaws of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand this 16th day of

March, 2007.

BENEDICTINE HEALTH SYSTEM

By

Donna W. Loomis

Donna W. Loomis
Assistant Secretary

STATE OF MINNESOTA)

) ss.

COUNTY OF ST. LOUIS)

The foregoing instrument was acknowledged before me this 16th day of March, 2007, by Donna W. Loomis, Assistant Secretary of Benedictine Health System, a Minnesota nonprofit corporation, on behalf of said Corporation.

Eileen M. Grimes
Notary Public

