

FILED/EFFECTIVE

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MERCY MEDICAL CENTER, NAMPA

Pursuant to the provisions of Title 30, Chapter III, Idaho Code, the Idaho Nonprofit Corporation Act, the undersigned, being a lawfully formed nonprofit corporation, in order to amend and restate its Articles of Incorporation, does hereby adopt the following Amended and Restated Articles of Incorporation, and hereby states that all Articles have been amended:

IDAHO SECRETARY OF STATE
10/25/2001 05:00
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ARTICLE I

Name

The name of the Corporation is Mercy Medical Center, Nampa.

ARTICLE II

Duration

The period of the Corporation's duration is perpetual.

ARTICLE III

Purposes and Powers

Section 3.1 The Corporation is organized and operated exclusively for religious, charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as subsequently amended (the "Code"). No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any private person, 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 below. 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 any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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.

Section 3.2 In furtherance of the foregoing, the Corporation shall:

a. Operate for the benefit of, and perform the health care function and purposes of Institute of the Sisters of Mercy of the Americas, Regional Community of Omaha, a religious order of the Roman Catholic Church (the Sisters of Mercy), by owning, organizing, operating, supervising, supporting and managing the affairs, property, business and activities of affiliated corporations and programs which conduct and support the health care mission and the healing ministry of the Sisters of Mercy. This Corporation, and each charitable affiliated organization or corporation, shall be operated exclusively for benevolent, beneficial, educational, charitable, religious and scientific purposes, and, further, shall be operated in a manner consistent with the

objectives and philosophy of the Roman Catholic Church and in compliance with the objectives and philosophy of the Sisters of Mercy.

b. From time to time establish, discontinue, implement and maintain programs in community service in cooperation with health service and public or private agencies to meet the needs or improve the conditions of the people of Southwestern Idaho, and its environs.

c. Engage in and conduct charitable, educational, religious and scientific activities in furtherance of the above purposes.

Section 3.3 The business of this Corporation shall be conducted in the context of the theology, philosophy, other teachings, and doctrines of the Roman Catholic Church; shall be operated in compliance with the objectives and philosophy of the Sisters of Mercy; shall be operated, supervised, or controlled for the benefit of the Sisters of Mercy, and shall, to the extent it makes its programs, services, and facilities available to the public, make them available to those in need without regard to race, creed, color, religion, sex, or national origin.

Section 3.4 Notwithstanding the enumeration of powers hereinabove, the exercise of certain of these powers by the Corporation, and any of its affiliated organizations or corporations, shall be subject to the approval of the sole Corporate Member (as hereinafter defined). The Corporate Member of the Corporation shall have, in addition to all the rights and powers granted by law with respect to the governance of this Corporation, the right to:

a. Initiate and approve any amendments to the Articles of Incorporation or Bylaws of the Corporation;

b. Initiate and approve substantial changes to the mission and philosophical direction of the Corporation;

c. Initiate and approve joint ventures in which the Corporation proposes to participate, pursuant to guidelines established from time to time by the sole corporate member;

d. Approve and remove members of the governing board of the Corporation;

e. Approve the incurrence of any debt by the Corporation that is in excess of a threshold established from time to time by the Corporate Member;

f. Recommend to the Corporate Member's sponsoring congregations the alienation of property, within the meaning of Canon Law, of the Corporation, as required; and

g. Appoint and remove the President and Chief Executive Officer of the Corporation.

Section 3.5 Nothing contained in this Article shall be construed as limiting the powers conferred upon the Corporation by the Idaho Nonprofit Corporation Act. The Corporation, in order to carry out its purposes, shall have all the powers set out in the Act.

ARTICLE IV **Membership**

Section 4.1 The sole corporate member of the Corporation ("Member") is Catholic Health Initiatives, a Colorado nonprofit corporation (the "Corporate Member").

Section 4.2 In addition to the rights and powers granted by the laws of the State of Idaho, the Corporate Member shall have such rights and powers with respect to the governance of the Corporation as may from time to time be set forth in the Bylaws of the Corporation.

ARTICLE V **Board of Directors**

The business and affairs of this Corporation shall be managed by a Board of Directors appointed by the Corporate Member, the number and method of appointment of whom shall be fixed by the officially adopted bylaws of the Corporation.

ARTICLE VI **Dissolution**

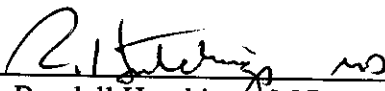
Upon the dissolution or liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the property and assets of any nature of the Corporation to the Corporate Member, if it is then qualified as an organization exempt from tax under Section 501(c)(3) of the Code, and if the Corporate Member is not then so qualified, then to any successor corporation of the Corporate Member which is then so qualified, and if no such successor is so qualified, then to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time be so qualified and as the Board of Directors shall determine in accordance with the Act or any other applicable law. Any assets not so disposed of in accordance with the above procedures shall be disposed of by the court of the city or county in which the principal office of the Corporation has been located, exclusively for one or more such exempt purposes, or to such organization or organizations, organized and operated exclusively for one or more of the exempt purposes of the Corporation described herein and then qualified under Section 501(c)(3) of the Code, as such court shall determine.

ARTICLE VII **Amendment**

No alteration, amendment, repealer, or restatement of the Articles of Incorporation shall be effective without the approval of the Corporate Member, in accordance with the Bylaws of the Corporation.

These Articles are effective this 18th day of May, 2001.

MERCY MEDICAL CENTER
an Idaho Non-Profit Corporation

By: 
Name: Randall Hutchings, M.D.
Title: Chairman-Board of Directors