

# State of Idaho

## Department of State

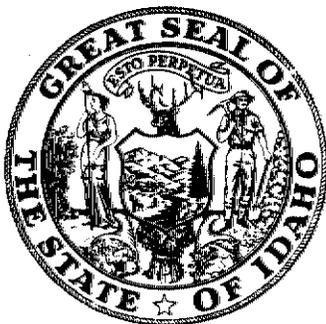
### CERTIFICATE OF AMENDMENT OF

SYRINGA GENERAL HOSPITAL FOUNDATION INCORPORATED  
File Number C 115371

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 SYRINGA GENERAL HOSPITAL FOUNDATION INCORPORATED, 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: December 5, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Step J Clark*

1 RESTATED ARTICLES OF INCORPORATION OF  
2 SYRINGA GENERAL HOSPITAL FOUNDATION INCORPORATED

3 The undersigned, acting as incorporators of a corporation  
4 under the Idaho Non-Profit Corporation Act, adopts the following  
5 Restated Articles of Incorporation for such corporation:

6 FIRST: The name of the corporation is SYRINGA GENERAL  
7 HOSPITAL FOUNDATION INCORPORATED. The corporation shall commence  
8 business with the filing of these Articles.

9 SECOND: The period of existence and duration of the life of  
10 this corporation is perpetual.

11 THIRD: This Corporation is organized, and at all times  
12 hereafter shall be operated, exclusively for charitable,  
13 scientific or educational purposes within the meaning of Section  
14 501 (c) (3) of the Internal Revenue Code, and more specifically  
15 this corporation is organized, and at all times hereafter shall  
16 be operated exclusively for the benefit of Syringa General  
17 Hospital, with its principal place of business in Grangeville,  
18 Idaho. This Corporation shall coordinate all fund development  
19 programs on behalf of Syringa General Hospital, and shall be  
20 empowered to received donations of every nature for Syringa  
21 General Hospital. This Corporation shall administer funds thus  
22 received and disburse them, or the income therefrom where  
23 endowment funds are received, to Syringa General Hospital, all in  
24 a manner responsive to the needs of Syringa General Hospital.  
25 Notwithstanding any other provision of these articles the  
26 corporation shall not carry on any other activities not permitted

27 RESTATED ARTICLES  
28 OF INCORPORATION

2  
IDaho SECRETARY OF STATE  
DATE 12/05/1996 0900 44137

CK #: 8246 CUST# 70789  
NON PROF A  
1@ 30.00= 30.00

#: C

1 to be carried on (a) by a corporation exempt from Federal income  
2 tax under Section 501(c)(3) of the Internal Revenue Code of 1986  
3 (or the corresponding provision of any future United States  
4 Internal Revenue law) or (b) by a corporation contributions to  
5 which are deductible under Section 170(c)(2) of the Internal  
6 Revenue Code of 1986 (or corresponding provision of any future  
7 United States Internal Revenue law).

8       Upon the dissolution of this corporation, assets shall be  
9 distributed for one or more exempt purposes within the meaning of  
10 Section 501 (c)(3) of the Internal Revenue Code (or corresponding  
11 section of any future tax code), or shall be distributed to the  
12 federal government, or to a state or local government, for a  
13 public purpose. Any such assets not so disposed of shall be  
14 disposed by the Court of Common Pleas of the county in which the  
15 principal office of the corporation is then located, exclusively  
16 for such purposes or to such organization or organizations, as  
17 said Court shall determine, which are organized and operated  
18 exclusively for such purposes.

19       FOURTH: The address of the initial registered office of the  
20 corporation is 607 West Main Street, Grangeville, Idaho 83530,  
21 and the name of its initial registered agent at such address is  
22 Jess Hawley.

23       FIFTH: The affairs of this corporation shall be managed by  
24 a board of directors. The qualifications of the directors,  
25 together with the terms of the office, manner of election,  
26 removal, number, filling of vacancies and of newly created  
27

1 directorships, powers, duties, and liabilities shall, except as  
2 otherwise provided in these Articles or by the laws of the State  
3 of Idaho, be as prescribed by the By-Laws.

4 SIXTH: Provisions for membership in the corporation shall  
5 be governed by the By-Laws. The members shall be subject to such  
6 dues and assessments as may be provided by the By-Laws.

7 SEVENTH: By-Laws of the corporation shall be adopted by the  
8 directors and may be amended only as provided therein, provided  
9 that such By-Laws and amendments thereto shall not conflict with  
10 the provisions of these Articles of Incorporation or of the laws  
11 of any governmental entity.

12 EIGHTH: The Articles of Incorporation, except Articles  
13 Seventh and Tenth hereby, may be amended by a vote of two-thirds  
14 (2/3) of the members of the corporation at any annual meeting, or  
15 at a special meeting called for that purpose.

16 NINTH: The rights and interests of all members shall be  
17 equal and no member can have or acquire a greater interest  
18 thereon than any other member. The corporation shall not issue  
19 any capital stock. The corporation is organized on a non-stock  
20 basis, and there shall be members in lieu of stockholders.  
21 Certificates of membership shall be issued to members.

22 TENTH: No part of the net earnings of this corporation  
23 shall be distributed to, or inure to the benefit of, any member,  
24 director, or officer of this corporation, contributor or private  
25 individual. Upon the winding up and dissolution of this  
26 corporation, after paying or adequately providing for the debts  
27

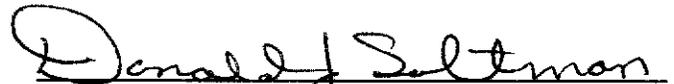
1 and obligations of the corporation, the remaining assets shall be  
2 distributed to a nonprofit fund, foundation, or corporation which  
3 is organized and operated exclusively for charitable,  
4 educational, religious and/or scientific purposes and which has  
5 established its tax exempt status under section 501(c)(3) of the  
6 Internal Revenue Code.

7 ELEVENTH: The names and addresses of each incorporator is:  
8 Donald J. Soltman - 1102 South B Street, Grangeville, ID 83530  
9 Carmelita G. Spencer - Route 2 Box 500, Grangeville, ID 83530

10 TWELFTH: The number of directors constituting the initial  
11 board of directors of the corporation is five (5), and the names  
12 and addresses of the persons who are to serve as directors until  
13 the first annual meeting of members or until their successors are  
14 elected or appointed and shall qualify are:

15 Donald J. Soltman - 1102 South B Street, Grangeville, ID 83530  
16 Carmelita G. Spencer - Route 2 Box 500, Grangeville, ID 83530

17 IN WITNESS WHEREOF, for the purpose of forming this  
18 corporation under the laws of the State of Idaho as  
19 aforementioned, the undersigned, constituting the incorporators  
20 of this corporation, have executed these Restated Articles of  
21 Incorporation this 20<sup>th</sup> day of November, 1996.

22  
23   
24 DONALD J. SOLTMAN

25  
26   
27 CARMELITA G. SPENCER

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

These Restated Articles of Incorporation are dated this 20<sup>th</sup>  
day of November, 1996.

SYRINGA GENERAL HOSPITAL  
FOUNDATION INCORPORATED

By: *Carmelita G. Spencer*  
CARMELITA G. SPENCER, PRESIDENT

ATTEST:

*Donald J. Soltman*  
DONALD J. SOLTMAN, SECRETARY