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SECRETARY OF STATE  
STATE OF IDAHO**AMENDED AND RESTATED****ARTICLES OF INCORPORATION****OF****KOOTENAI HEALTH FOUNDATION, INC.**

Pursuant to Title 30, Title 3 of the Idaho Code, the undersigned Non-Profit Corporation amends and restates its Articles of Incorporation as follows:

1. The name of the corporation is KOOTENAI HEALTH FOUNDATION, INC.
2. KOOTENAI HEALTH FOUNDATION is organized, and at all times hereafter shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as thereafter may be amended. More specifically KOOTENAI HEALTH FOUNDATION is organized and at all time hereafter shall be operated exclusively as a charitable supporting organization for the benefit of Kootenai Hospital District with its principal place of business in Coeur d' Alene, Idaho. KOOTENAI HEALTH FOUNDATION shall coordinate all fund development programs on behalf of Kootenai Hospital District and shall be empowered to receive donations of every nature for Kootenai Hospital District. KOOTENAI HEALTH FOUNDATION shall administer funds thus received and disburse them or the income therefore where endowment funds are received in a matter responsive to the needs of Kootenai Hospital District.

3. The registered agent's name and address are:

Teri Farr  
2003 N. Kootenai Health Way  
Coeur d' Alene, ID 83814-2611

1. AMENDED AND RESTATED ARTICLES OF INCORPORATION  
KOOTENAI HEALTH FOUNDATION, INC  
(MWC00078249.DOC;1/12230.000)

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4. The Board of Directors shall consist of no fewer than three (3) people. The names and addresses of the initial directors were:

W.T. Richards  
P.O. Box 1030  
Coeur d' Alene, ID 83814

William W. Pfeiffer  
N. 8884 Government Way  
Hayden Lake, ID 83835

James R. Countryman  
P.O. Box "H"  
Coeur d' Alene, ID 83814

Ms. Louise Shadduck  
P.O. Box 554, Mica Bay  
Coeur d' Alene, ID 83814

5. The name and address of the incorporator was:

W. T. Richards  
P.O. Box 1030  
Coeur d' Alene, ID 83814

6. The mailing address of KOOTENAI HEALTH FOUNDATION shall be 2003 N. Kootenai Health Way, Coeur d' Alene, Idaho 83814-2611.

7. KOOTENAI HEALTH FOUNDATION shall have no members.

8. The dissolution of KOOTENAI HEALTH FOUNDATION shall be conducted in accordance with and be governed by the provisions of the Idaho Code as now or hereafter specified with the precise details thereof to be specified by the Bylaws of KOOTENAI HEALTH FOUNDATION. In the event of the termination, dissolution or winding up of KOOTENAI HEALTH FOUNDATION for any reason whatsoever, its remaining assets, if any, shall be distributed to and only to Kootenai Hospital District or its successor in interest, or to such other organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code engaged in furnishing hospital and medical care as the Board of Directors may direct if at such time Kootenai Hospital District has, for reasons beyond control of KOOTENAI HEALTH FOUNDATION lost its federal income tax exemption, substantially failed or abandoned its operation or been dissolved.

