

FILED EFFECTIVE

2011 JAN 19 AM 10:49

SECRETARY OF STATE
STATE OF IDAHOAMENDED 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

I. 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 a 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.

2. AMENDED AND RESTATED ARTICLES OF INCORPORATION
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IN WITNESS WHEREOF, we have subscribed our names in duplicate originals this
12th day of JANUARY, 2011.

KOOTENAI HEALTH FOUNDATION, INC.

By: Ronald B. McIntire
RONALD B. MCINTIRE, Chairman

By: Linda R. Fournier
LINDA R. FOURNIER, Secretary

VERIFICATION

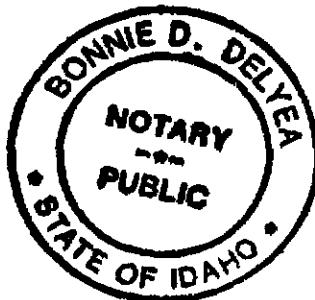
STATE OF IDAHO)
: ss.
County of Kootenai)

RONALD B. MCINTIRE and LINDA R. FOURNIER, being first duly sworn on oath, state that they are the Chairman and Secretary, respectively, of the Kootenai Health Foundation; that they have read the foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION OF KOOTENAI HEALTH FOUNDATION, INC.; that they know the contents thereof and verily believes the same to be true and correct to the best of their information, belief and knowledge.

Ronald B. McIntire
RONALD B. MCINTIRE

Linda R. Fournier
LINDA R. FOURNIER

SUBSCRIBED AND SWORN TO before me, the undersigned Notary Public for the State of Idaho this 12th day of JANUARY, 2011.



Bonnie D. Delyea
Notary Public For Idaho
Residing at: Coeur d'Alene Idaho
Commission Expires: 7/28/2012

3. AMENDED AND RESTATED ARTICLES OF INCORPORATION
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