

FILED EFFECTIVE

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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, INC. 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, INC. is organized and at all times hereafter shall be operated exclusively as a public charity for the benefit of Kootenai Hospital District d/b/a Kootenai Health ("Kootenai Health") with its principal place of business in Coeur d'Alene, Idaho. KOOTENAI HEALTH FOUNDATION, INC. shall coordinate all fund development programs on behalf of Kootenai Health and shall be empowered to receive donations of every nature for Kootenai Health. KOOTENAI HEALTH FOUNDATION, INC. 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 Health.
3. The registered agent's name and address are:

Britton Towery
2003 Kootenai Health Way
Coeur d'Alene, ID 83814
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	Louise Shaddock P.O. Box 554, Mica Bay Coeur d'Alene, ID 83814

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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, INC. shall be 2003 N. Kootenai Health Way, Coeur d'Alene, ID 83814-2611.

7. KOOTENAI HEALTH FOUNDATION INC. shall have no members.

8. The dissolution of KOOTENAI HEALTH FOUNDATION, INC. shall be conducted in accordance with and be governed by the provision of the Idaho Code as now or hereafter specified with the precise details thereof to be specified by the Bylaws of KOOTENAI HEALTH FOUNDATION, INC. In the event of the termination, dissolution or winding up of KOOTENAI HEALTH FOUNDATION, INC. for any reason whatsoever, its remaining assets, if any, shall be distributed to and only to Kootenai Health 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 Health has, for reasons beyond control of KOOTENAI HEALTH FOUNDATION, INC. lost its federal income tax exemption, substantially failed or abandoned its operation or been dissolved.

IN WITNESS WHEREOF, we have subscribed our names in duplicate originals this 10th day of August, 2016.

KOOTENAI HEALTH FOUNDATION, INC.

By: 

Michael R. Chapman, Chair

By: 

Georgianne Jessen, Secretary

IDAHO SECRETARY OF STATE

08/12/2016 05:00

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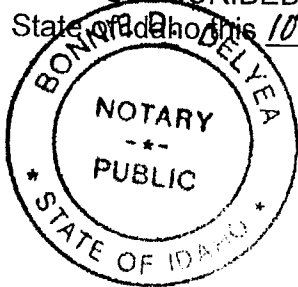
VERIFICATION

STATE OF IDAHO)
 : ss.
County of Kootenai)

Georgianne Jessen, being first duly sworn on oath, states that she is the Secretary, of KOOTENAI HEALTH FOUNDATION, INC.; that she has read the foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION OF KOOTENAI HEALTH FOUNDATION, INC.; that she knows the contents thereof and verily believes the same to be true and correct to the best of her information, belief and knowledge.

Georgianne Jessen

SUBSCRIBED AND SWORN to before me, the undersigned Notary Public for the State of Idaho, this 10th day of August, 2016.



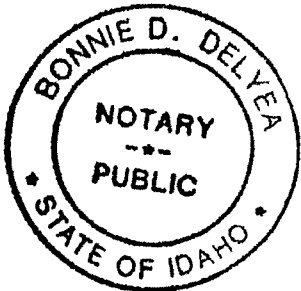
Notary Public for the State of Idaho
Residing at: COEUR D'ALENE
Commission Expires: 7/28/2018

STATE OF IDAHO)
 : ss.
County of Kootenai)

Michael R. Chapman, being first duly sworn on oath, states that he is the Chair of KOOTENAI HEALTH FOUNDATION, INC.; that he has read the foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION OF KOOTENAI HEALTH FOUNDATION, INC.; that he knows the contents thereof and verily believes the same to be true and correct to the best of his information, belief and knowledge.

Michael R. Chapman

SUBSCRIBED AND SWORN to before me, the undersigned Notary Public for the State of Idaho this 1st day of August, 2016.



2018.

Donna D. Delaney
Notary Public for the State of Idaho
Residing at: Coeur d'Alene
Commission Expires: 7/28/2018