

CERTIFICATE OF INCORPORATION  
OF

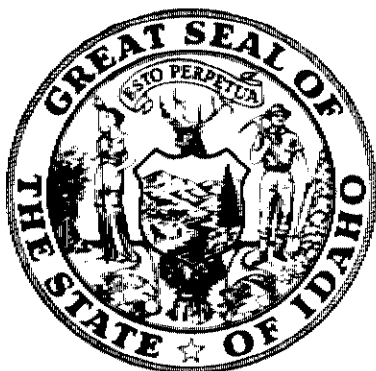
ST. MARY'S HOSPITAL FOUNDATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of ST. MARY'S HOSPITAL FOUNDATION, INC.

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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 15, 19 88.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

RECEIVED  
SEC. OF STATE

ARTICLES OF INCORPORATION  
OF

RECEIVED  
SEC. OF STATE

ST. MARY'S HOSPITAL FOUNDATION, INC.

88 NOV 15 AM 9 01

88 NOV 3 AM 10 28

We, the undersigned, being three or more natural persons of full age, at least two-thirds of whom are citizens of the United States or its Territories and Possessions, have this day voluntarily associated ourselves together for the purposes of forming a nonprofit corporation under the Statutes of the State of Idaho, and to that end do hereby adopt Articles of Incorporation as follows:

ARTICLE I  
NAME

The name of the corporation is St. Mary's Hospital Foundation, Inc.

ARTICLE II  
PRINCIPAL OFFICE

The location and post office address of the registered office of the corporation in the State of Idaho is P.O. Box 137, <sup>701</sup>Leviston Street, Cottonwood, County of Idaho, Idaho 83522.

ARTICLE III  
DURATION

The period of the duration of this Corporation is perpetual.

ARTICLE IV  
PURPOSE

The purpose for which this corporation is organized is all lawful business purposes as may be authorized by the Statutes of the State of Idaho, including the power to receive and maintain funds and apply the income and principal thereof to promote the well-being of mankind throughout the world; to use, as means to that end, research, publication, the establishment and maintenance of charitable, benevolent and medical research activities, agencies and institutions, and the aid of any such activities, agencies, and institutions already established; and to utilize any other means, persons or agencies which shall further the purposes as set forth above. Further, to provide St. Mary's Hospital of Cottonwood, Idaho, with appropriate funds required for maintaining existing facilities; raising financial support for purchasing medical equipment to enable St. Mary's Hospital to offer the medical staff a facility that is properly organized, equipped and maintained; and for the purposes of funding future health care improvement programs, capital and equipment purchases and allowing for the proper maintenance of the medical facilities of St. Mary's Hospital.

ARTICLE IV(a)

INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Casey K. Uhling. The address of the initial registered agent is 701 Lewiston Street, Cottonwood, Idaho 83522.

ARTICLE V  
NONSTOCK CORPORATION

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE VI  
DIRECTORS

The number of Directors constituting the initial Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Don B. Tacke	Route 1, Box 136A Cottonwood, Idaho 83522
Cleo H. Forsmann	P.O. Box 37 Cottonwood, Idaho 83522
Clarice Rad	Route 3, Box 108 Cottonwood, Idaho 83522

The number of Directors which may be elected by the membership of the corporation shall be not less than three (3).

ARTICLE VII  
CORPORATE OFFICERS AND THEIR FUNCTIONS

The general offices of the corporation shall be President, Vice President, Secretary and Treasurer.

The principal duties of the President shall be to preside at all meetings of the members and the Board of Directors and to have a general supervision of the affairs of the corporation.

The principal duties of the Vice President shall be to discharge the duties of the President in the event of absence or disability for any cause whatsoever of the President.

The principal duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, records, papers and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the Treasurer.

The principal duties of the Treasurer shall be to keep an account of all monies, credits and property of any and every nature of the corporation which shall come into his or her hands and to keep an accurate account of all monies received and disbursed and proper vouchers for monies disbursed, and to render such accounts, statements and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his or her office as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

Whenever the Board of Directors may so order, any two officers, the duties of which shall not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the Bylaws.

#### ARTICLE VIII ELECTION OF OFFICERS

The officers shall be elected by the initial Board of Directors described hereinabove in Article VI.

#### ARTICLE IX MEMBERSHIP REQUIREMENTS

The method and conditions on which membership shall be accepted and discharged or expelled shall be as follows:

Members shall be members of the Board of Directors of this Corporation, which shall be the sole membership in the corporation.

#### ARTICLE X AMENDMENTS

These Articles may be amended in the manner provided by statute at the time of amendment.

#### ARTICLE XI INCORPORATORS

The names and residences of the persons forming this corporation are as follows:

Name

Address

Don B. Tacke

Route 1, Box 136A  
Cottonwood, Idaho 83522

Cleo H. Forsmann

P.O. Box 37  
Cottonwood, Idaho 83522

Clarice Rad

Route 3, Box 108  
Cottonwood, Idaho 83522

IN WITNESS WHEREOF, the Articles of Incorporation of St. Mary's Hospital Foundation, Inc. have been executed at Cottonwood, Idaho, this 24<sup>th</sup> day of October, 1988.

Don B. Tacke

Don B. Tacke, Incorporator

Cleo H. Forsmann

Cleo H. Forsmann, Incorporator

Clarice Rad

Clarice Rad, Incorporator

STATE OF IDAHO )

COUNTY OF )

) ss

Personally came before me this 24<sup>th</sup> day of Oct, 1988, the above named Incorporators, Don B. Tacke, Cleo H. Forsmann, and Clarice Rad, to me known to be the persons who executed the foregoing instrument and acknowledged the same.

Betty L. Winters

Notary Public, Idaho County, Idaho  
My Commission expires: 2-27-92

(Notary Seal)

This document was drafted by Attorney Andrew Farr Allen, 101 Broad Street, Suite 205, Lake Geneva, Wisconsin 53147