

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

ST. LUKE'S MEDICAL CENTER/WOOD RIVER, LTD.

File number C 114474

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. LUKE'S MEDICAL CENTER/WOOD RIVER, LTD. 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: April 8, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anne Seibel*

**ARTICLES OF INCORPORATION**  
**OF**  
**ST. LUKE'S MEDICAL CENTER/WOOD RIVER, LTD.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**Article I Name.**

The name of the Corporation is St. Luke's Medical Center/Wood River, Ltd.

**Article II Nonprofit Status.**

The Corporation is a nonprofit corporation.

**Article III Period of Duration.**

The period of duration of the Corporation is perpetual.

**Article IV Registered Office and Agent.**

The address of the initial registered office of the Corporation is 190 East Bannock, Boise, Idaho, and the name of the initial registered agent at this address is Edwin E. Dahlberg.

**Article V Purposes.**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To operate an acute care general hospital serving Idaho residents, including but not limited to residents of Blaine County, Idaho.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary, convenient or proper to carry out the foregoing purposes, including, but not limited to, the power to accept

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donations of money, property, whether real or personal, or any other things of value, and the power to do all things described or permitted by Idaho Code § 30-3-24; provided, however, nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### Article VI Limitations.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services rendered; (ii) to make payments and distributions in furtherance of the purposes set forth in Article V hereof; and (iii) to make distributions to any member that is a corporation, community chest, fund or foundation as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

#### Article VII Members.

The Corporation shall have one or more members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon approval of the Board of Directors.

#### Article VIII Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws; provided, however, there shall always be at least three (3) Directors. Directors of the Corporation need not be members of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jon Miller	St. Luke's Regional Medical Center 190 E. Bannock Boise, Idaho 83712
Edwin E. Dahlberg	St. Luke's Regional Medical Center 190 E. Bannock Boise, Idaho 83712
Eugene C. Thomas	Moffatt, Thomas, Barrett, Rock & Fields P.O. Box 829 Boise, Idaho 83701

#### Article IX Membership Dues.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

#### Article X Community Council.

Within sixty (60) days after the effective date of the Agreement dated April 9, 1996, among the Corporation, St. Luke's Regional Medical Center, Ltd., The City of Sun Valley, County of Blaine, and Healthcare Partnership (the "Agreement"), the Board of Directors shall appoint a Community Council in accordance with the provisions of the Agreement. The Community Council shall have such powers and authority as are set forth in the Agreement or otherwise provided by the Board of Directors.

#### Article XI Distribution on Dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation in the manner prescribed by the Agreement, provided such distribution is consistent with the purposes of the Corporation and made to an organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so

distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article XII Incorporator.

The name and street address of the incorporator is Michael E. Thomas, 911 West Idaho, P.O. Box 829, Boise, Idaho 83701.

Article XIII Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 8<sup>th</sup> day of April, 1996.

  
Michael E. Thomas