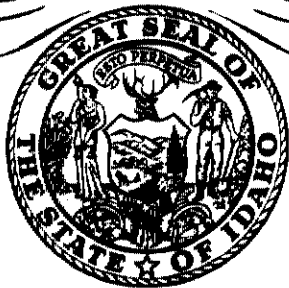


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

SISTERS OF MERCY, MERCY HOSPITAL, INC.

was filed in the office of the Secretary of State on the **Thirty-first** day of **August** A. D. One Thousand Nine Hundred **Sixty-five** and **will be** **microfilm** **induldy** recorded on ~~January 1st~~ of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Nampa** in the County of **Canyon,** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **31st** day of **August**, A.D., 19 **65**.

ARNOLD WILLIAMS, Secretary of State

By _____
Deputy Secretary of State.

ARTICLES OF INCORPORATION
OF
SISTERS OF MERCY, MERCY HOSPITAL, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being three natural persons of full age, all of whom are citizens of the United States, do hereby adopt the following Articles of Incorporation, (representing beforehand that at Mercy Hospital, Nampa, Canyon County, State Of Idaho, on the 30th day of August, 1965, those members of the Religious Sisters of Mercy of the Union in the United States of America, whose Mother House is at Omaha, Nebraska, and who have been appointed to Mercy Hospital, Nampa, Idaho, by the Mother Provincial of the Province of Omaha, held an election for the Directors under which Sisters of Mercy, Mercy Hospital, Inc., elect to operate; that a majority of the members so designated by the Mother Provincial voted and elected the following persons as Directors to serve until the next regular election of Directors, or until their successors are elected and qualified:

Sister Mary Kevin Kérwan,
Mercy Hospital, Nampa,
Canyon County, Idaho,

Sister Mary Simeon Sabo,
Mercy Hospital, Nampa,
Canyon County, Idaho,

Sister Mary Mercedes Culhane,
Mercy Hospital, Nampa,
Canyon County, Idaho,

and further representing that prior to the holding of said election a notice of time and place of holding said election

was published for at least two weeks in a newspaper published in Nampa, Canyon County, State of Idaho, in which said election was held.

Be it further remembered that the following Articles of Incorporation and all matters heretofore done or hereafter to be done are in accordance with Title 30, Chapter 11, Idaho Code, and all acts amendatory thereto and supplemental thereto:

I

That the name of this corporation shall be:

"SISTERS OF MERCY, MERCY HOSPITAL, INC."

II

That the purposes for which this corporation is formed are as follows:

(a) To continue as a corporate association under its corporate name perpetually;

(b) To sue and be sued in its corporate name as permitted by law;

(c) To elect and appoint directors, officers and agents to administer the corporation;

(d) By its Board of Directors, to make, alter, amend and repeal By-Laws for the government and regulations of its affairs in conformity with these Articles;

(e) To do all lawful acts and things necessary, convenient or expedient to carry out the purposes for which it is formed;

(f) To establish, equip, maintain, operate and conduct charitable and benevolent hospitals willing and able to receive and furnish hospitalization, care, accommodation, facilities, advice, diagnosis, or treatment, bearing on the

physical health and care of patients, and maternity care involving labor and delivery, for any period of time, for the use, in connection with the services of physicians, of persons who may be suffering from deformity, injury, disease or from any other condition for which medical, surgical and nursing services would be appropriate for care, diagnosis or treatment;

(g) To conduct and maintain schools for the education, training and graduation of nurses; to conduct and maintain schools for the education of the young, the care of girls and women, or the aged, and of orphans; to conduct and maintain schools for the education and training of every grade; to conduct and maintain homes for the care of girls, the aged and orphans; to conduct, maintain and carry on such other religious, charitable and benevolent works and institutions as shall from time to time be established in accordance with the constitution of the Religious Sisters of Mercy of the Union in the United States of America;

(h) To lease, own, acquire, purchase, erect and maintain suitable equipment, facilities, grounds and structures with and in which to carry out its objects; to receive donations; devises and bequests of real, chattel and personal property for its use and benefit and its patients;

(i) To borrow money at fair and prevailing rates for its necessities and improvements, and to secure the repayment thereof by its written obligations binding its credits and property; to rent, hold, sell and convey such real and personal property as may be obsolete or not necessary or proper for its objects, and to do all such other things as are permitted by law to be done by charitable and benevolent institutions;

(j) To take, hold and invest, subject to, if any, conditions thereto attached, any surplus funds, gifts, legacies, trusts, or devises, using the same and all increment solely for the charitable uses of the Corporation, but no part of said funds or increment shall ever vest in any member, officer or director of the corporation;

(k) To purchase, store and handle all various kinds of medicines, drugs, bandages, equipment, and other facilities and things generally required in hospitals, and things and equipment deemed advisable by the hospital staff and by the governing board or designated by the governing authorities, and to such extent as shall be consistent with good practice;

(l) To employ all such professional, non-professional or other persons as may be deemed necessary to properly operate an efficient hospital, and to pay reasonable compensation to said employees; provided, however, that no part of the earnings of the corporation or any of its properties shall ever inure to the benefit of any member of the corporation or other person;

(m) The foregoing clauses, and each independent of any other clause, with those hereinafter written, shall be construed as powers as well as purposes, with charitable, religious, benevolent and hospital purposes, and that no property of the corporation or the corporation itself shall be used or operated by the corporation or by any other person so as to benefit any officer, trustee, director, member, employee, contributor, or bondholder of the owner or operator of such property, or any other person, through the distribution of profits, payment of excess charges or compensation, or the

more advantageous pursuit of the business or profession of any such person;

(n) No property of the corporation shall be ever used or operated by the corporation or by any other person or its members for fraternal or lodge purposes, or for social club purposes, except in so far as such use is incidental to the primary, religious, hospital and charitable purposes of the corporation;

(o) The corporation shall not, through any of its activities, attempt to influence legislation by propaganda or otherwise;

(p) The above enumerated powers are in addition to the powers granted by the laws of the State of Idaho, which powers are included herein as part of the powers of this corporation;

(q) The laws and rules of the Holy Roman Catholic Church and of the Sisters of Mercy, whose Mother House is at Omaha, Nebraska, are made a part hereof in all matters pertaining to the ecclesiastical government of this corporation, provided they are not in conflict with the laws of the United States of America or the State of Idaho;

(r) The officers and directors of the corporation may transact any and all business of the corporation in either their religious or worldly names, and the manner in which they sign their names shall be entirely binding on the corporation;

(s) This corporation and its property are, and each of them is, irrevocably dedicated to religious, charitable, and benevolent purposes; and upon the liquidation, dissolution or abandonment of the corporation, if any such condition should occur, its property shall not inure to the benefit of any

private person, but all of the money, property, and proceeds of property and dividends on liquidation, distribution, or abandonment of the corporation shall go to and be disbursed by the "Religious Sisters of Mercy of the Union in the United States of America", if at said time said Union is still a non-profit charitable organization, or to a religious, charitable or benevolent institution created under the law, and directed by said Union of the Sisters of Mercy to be used solely for acknowledged charitable purposes;.

III

That the term of this corporation shall be perpetual.

IV

That the main location and post office address of its registered office in the State of Idaho shall be Nampa, Canyon County, State of Idaho, but this corporation may have such other offices whether within or without the State of Idaho as the Board of Directors may from time to time direct.

V

This corporation shall have a corporate seal consisting of a circular disk with the words "Sisters of Mercy, Mercy Hospital, Inc." and the word "Idaho" on the outer circle thereof and the words "Corporate Seal" in the center thereof.

VI

The number of directors who are to manage and conduct the business and prudential affairs of the corporation is three (3).

VII

These three directors shall be the Superior and the councilors of the Mercy Hospital, Nampa, Idaho, who shall be appointed by the Mother Provincial of the Province of Omaha

of the Religious Sisters of Mercy of the Union in the United States of America, in accordance with the conditions of said Religious Sisters of Mercy of the Union. The term of office of each director shall depend upon her continuance in said office of Superior or Councilor and shall terminate on the assumption of the duties of her vacated office by her duly appointed successor.

The names and residences of those who are to serve as Board of Directors until their successors are appointed and installed are as follows:

Sister Mary Kevin Kärwan

Sister Mary Simeon Sabo

Sister Mary Mercedes Culhane

all of Mercy Hospital, Nampa, Idaho.

VIII

This corporation shall not have any shares of stock or certificates of beneficial interest, and shall not issue any shares or beneficial certificates and no member shall ever have any personal or individual financial interest in said corporation and no member shall ever be individually or personally responsible for any of the debts or obligations of the corporation.

IX

The membership of this corporation shall be the members of the Religious Sisters of Mercy of the Union, resident or on duty in houses or institutions established by this corporation and operating in the State of Idaho. Withdrawal or removal from Idaho, or withdrawal or expulsion from said Religious Sisters of Mercy of the Union shall terminate membership in this corporation. Membership in this corporation

may be terminated at any time, without cause, by the Board of Directors.

X

The superintendent, manager, principal or officiating officer of any hospital, school, home or other institution owned or operated by this corporation shall be elected and appointed by the Board of Directors of this corporation and shall be subject to its rules and regulations established by the Board, but need not be a member of this corporation, and shall have such authority and power in the management and operation as shall be authorized by the Directors.

XI

All the rights, power and privileges of this corporation shall be vested in and exclusively exercised by its Board of Directors, and the resolutions, decisions and orders of said Board shall be carried into effect and executed by and through its president and secretary; provided, however, that said Board shall have full power and authority to authorize and enforce the execution of any of its resolutions, decisions and orders by a person other than its President and Secretary by a vote of the majority of the Board, and by issuing a commission of authority to such person or persons, which commission shall be signed by a majority of the Board of Directors.

XII

The officials of this corporation who shall be elected by the Board of Directors shall be a President, a vice-President, a Secretary and Treasurer, all of whom must be directors of the corporation. The office of Secretary and Treasurer

may be held by one and the same person; the Board of Directors may elect such assistant vice-presidents as may from time to time be provided for in the By-Laws; such assistant secretaries and assistant treasurers as may be determined, from time to time, necessary by the Board of Directors, none of whom need be members of the corporation. The officers shall be elected for a period of one year and/or until their successors are elected and qualified. None of the directors or members shall receive any compensation for their services as such directors, officers or members. Assistant officers may receive such compensation as may be set by the directors or officers. The officers of the corporation shall have the authority, right and power, without previous authorization or subsequent ratification by the members of the corporation to borrow money in the name of the corporation, to make and enter into mortgages, notes and other business obligations, and enter into all contracts of the corporation. Such authority, right and power shall not extend to the assistant officers unless such authority, right and power has been expressly vested in such assistant officers as the Board of Directors may select. The Board of Directors and officers, however, may appoint such agents and delegate such authority as they, or either of them, deem necessary or advantageous to assist in carrying out their orders and directions in the performance and operation of the business of the corporation.

XIII

The Board of Directors shall have the exclusive right and power to make and promulgate rules, regulations and by-laws for the administration of the affairs of the corporation.

XIV

The right is reserved to this corporation to amend its Articles at any time to meet the requirements of changes in law, decisions of court, or otherwise.

Sister Mary Kevin Kierwan, R.S.M.
SISTER MARY KEVIN KIRWAN

Sister Mary Simeon Sabo R.S.M.
SISTER MARY SIMEON SABO

Sister Mary Mercedes Culhane
SISTER MARY MERCEDES CULHANE

STATE OF IDAHO)
COUNTY OF CANYON) ss.

SISTER MARY KEVIN KIRWAN being first duly sworn upon oath, deposes and says:

That she was the president of a meeting of those members of the Sisters of Mercy of the Union in the United States of America, whose Mother House is at Omaha, Nebraska, and who have been designated by the Mother Provincial of the Province of Omaha to be at Mercy Hospital, Nampa, Idaho, held on the 30th day of August, 1965, at which an election was held for directors of Sisters of Mercy, Mercy Hospital, Inc., a corporation, to be formed under the laws of the State of Idaho, and at said time and place a majority of the members so designated were present, voted and elected the following persons as directors of said corporation to be formed, to serve for a period of one year, or until their successors have been

elected and qualified: Sister Mary Kevin Kirwan, Sister Mary Simeon Sabo and Sister Mary Mercedes Culhane; that notice of the time and place of said meeting was published in a newspaper for at least two weeks, said newspaper being the Nampa Free Press, published at Nampa, Canyon County, State of Idaho.

Further deponent saith not.

Sister Mary Kevin Kirwan, RSM
SISTER MARY KEVIN KIRWAN

Subscribed and sworn to before me this 30th day of August, 1965.

C. Ben Martin
C. BEN MARTIN
Notary Public for Idaho
Residence: Boise, Idaho