

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

MEDNOW, INC.

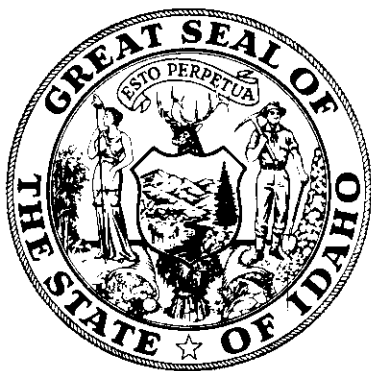
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

MEDNOW, INC.

duly signed and verified pursuant to the provisions of the Idaho Business 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated October 1, 19 86



Pete T. Cenarrusa

SECRETARY OF STATE

Lucy J. Clark
Corporation Clerk

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MEDNOW, INC.

Pursuant to the provisions of Title 30, Chapter III, Idaho Code, the Idaho Nonprofit Corporation Act, the undersigned, being a lawfully formed nonprofit corporation, in order to amend and restate the Articles of Incorporation of MedNow, Inc., does hereby adopt the following Amended and Restated Articles of Incorporation, and hereby state that all Articles have been amended as follows:

ARTICLE I

NAME

The name of the corporation is: MedNow, Inc.

ARTICLE II

DURATION

The period of the corporation's duration is perpetual.

ARTICLE III

REGISTERED OFFICE

The location and post office address of the registered office of the corporation shall be 1512 12th Avenue Road, Nampa, Idaho.

ARTICLE IV
REGISTERED AGENT

The name of the registered agent of the corporation is C. Kregg Hanson.

ARTICLE V.
CORPORATE PURPOSES

A. The purposes for which the corporation is organized is to engage in any business whatsoever, which is in concert with the mission and ministries of the Religious Sisters of Mercy, Province of Omaha.

B. To render such services to the health industry as its Board of Directors deems appropriate, as approved by the shareholder.

C. To participate in cooperative programs, ventures and activities which serve, assist and benefit the health industry, provided that such activities must first be approved by the shareholder.

D. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things which are not forbidden by the laws of the State of Idaho, or by these Articles of Incorporation.

E. Notwithstanding the enumeration of powers hereinabove, the exercise of these powers by the corporation, shall be subject to the approval of Mercy

Medical Center, Nampa, Idaho, an Idaho Nonprofit Corporation, in the following particulars, to-wit:

1. The amendment, revision or alteration of these Articles of Incorporation or of the Bylaws of this corporation;

2. The establishment of, or amendment of, the operating philosophy and purpose of this corporation;

3. The the increase and/or decrease, of members of the Board of Directors of this corporation;

4. The appointment and removal of the President/Chief Executive Officer of this corporation;

5. The sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of this corporation's assets.

6. The incorporation or establishment of other new affiliations, entities, organizations or associations.

ARTICLE VI

AUTHORIZED CAPITAL STOCK

The corporation shall have 50 shares of no par value common stock. Each share shall have the same rights, privileges and voting power and shall be nonassessable. The ownership of the authorized capital stock of this corporation shall be restricted to corporations or organizations which support the health care mission of the

Health System of Mercy, or the Sisters of Mercy, or that of Mercy Medical Center, Nampa, Idaho.

ARTICLE VII

INCORPORATOR

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Post Office Address</u>
Mercy Medical Center	1512 12th Avenue Road Nampa, Idaho 83651

ARTICLE VIII

DIRECTORS

There shall be four directors of the corporation, but the number of directors may be increased or decreased from time to time as provided by the Bylaws. The names and post office addresses of the directors, named by the incorporator, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Mardi Larson	1107 Winther Avenue Nampa, Idaho 83651
Howard Persons	P. O. Box 1009 Nampa, Idaho 83651
Kevin Vernon	9 - 11th Avenue South Nampa, Idaho 83651
Jim Waters	P. O. Box 796 Nampa, Idaho 83651

The directors shall serve until the election of new directors pursuant to the Bylaws of the corporation.

ARTICLE IX

OFFICERS

The officers of this corporation shall be a President and Chief Executive Officer, appointed by the Shareholder and directly accountable to the Shareholder for his/her supervision and administration of the day to day operation of the corporation, and a Secretary, Treasurer, and such other subordinate officers as may be elected by the Board of Directors. The President, at the option of Shareholder, may be a member of the Board of Directors.

ARTICLE X

AMENDMENT OF ARTICLES AND BYLAWS

These Articles of Shareholder may be altered, amended or replaced by the shareholder at any regular or special meeting of the Board of Directors of Mercy Medical Center, Nampa, Idaho, Shareholder, provided, that a full presentation of such proposed amendment shall have been published in a notice calling the meeting.

ARTICLE XI

DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are

pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he/she were not such a director or an officer of such other corporation, or not so interested.

Upon the filing of the Amended and Restated Articles of Incorporation, and upon the first election of Directors being held, the Board of Directors will not consist of a majority of Board Members, Officers, or employees of Mercy Medical Center, Nampa, Idaho.

ARTICLE XII

AMENDMENT OF ARTICLES AND BYLAWS

These Articles of Incorporation may be altered, amended or replaced by the shareholder at any regular or special meeting of the Board of Directors of Mercy Medical Center, Nampa, Idaho provided that a full presentation of

such proposed amendment shall have been published in a notice calling the meeting.

IN WITNESS WHEREOF, the undersigned incorporator of said corporation has hereunto set its hand and seal this 19th day of September, 1986.

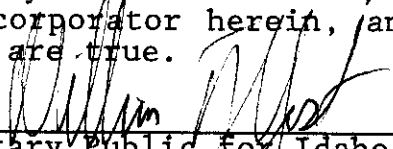
MERCY MEDICAL CENTER, NAMPA,
IDAHO

C. Gregg Hanson
President

Attest: Wanda R. Sharpton
Secretary

STATE OF IDAHO)
 : ss.
County of Canyon)

I, a Notary Public, do hereby certify that on the
19 day of September, 1986, personally appeared C. KREGG
HANSON and WANDA R. SHARPTON, who, being by me first duly
sworn, declared that they signed the foregoing document as
President and Secretary of Mercy Medical Center, Nampa,
Idaho, an Idaho corporation, incorporator herein, and that
the statements contained therein are true.



Notary Public for Idaho
Residing at Nampa, Idaho
My Commission Expires: 10/9/91

(SEAL)