

CERTIFICATE OF INCORPORATION
OF

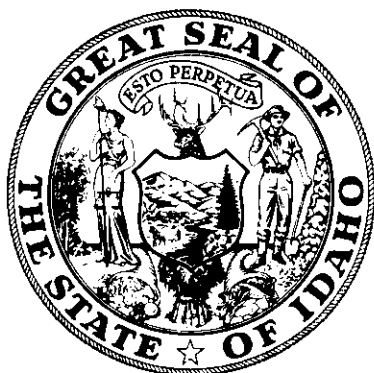
SARMAC CONDOMINIUM ASSOCIATION, INC.

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 SARMAC CONDOMINIUM ASSOCIATION, 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 January 10, 19 84.



SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION

OF

SARMC CONDOMINIUM ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 3. We do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: SARMC CONDOMINIUM, INC.

ARTICLE II

The corporation shall be a nonprofit membership corporation.

ARTICLE III

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE IV

A. This corporation is formed to be a Management Body as permitted by the provisions of the Idaho Condominium Property Act, Idaho Code Title 55, Chapter 15 and its powers are and shall be consistent with the provisions of this Act.

B. The nature of the business and the object and purposes of this corporation shall be as follows:

1. This corporation (hereinafter referred to as the Association) shall be the "Management Body" as defined in Section 55-1503, Idaho Code, and as provided for in the terms and conditions of that certain Condominium Declaration for Saint Alphonsus Regional Medical Center Condominiums, (hereinafter referred to as the "Declaration") to be executed by SAINT ALPHONSUS REGIONAL MEDICAL CENTER, MEDICAL OFFICE BUILDING, INC. an Idaho

Corporation, which delegates and authorizes this Association to exercise certain functions as the Management Body. The Declaration shall be recorded in the Office of the County Recorder of Ada County, State of Idaho, together with a certified copy of the Articles of Incorporation appended thereto. All the words and terms which are capitalized herein shall have the same meaning and definition as contained in the definition section of the Declaration, which definitions are incorporated herein by reference.

2. The Management Body shall have the power to have, exercise and enforce all rights and privileges, and to assume, incur, perform, carry out and discharge all duties, obligations and responsibilities of a Management Body as provided for in the Idaho Condominium Property Act, and in the Declaration, as such Declaration is originally executed or, if amended, as amended. The Management body shall have the power to adopt and enforce rules and regulations covering the use of any Condominium Project or any Area or Units thereof, to levy and collect the annual and special assessments and charges against the Condominium and members thereof and in general to assume and perform all the functions to be assumed and performed by the Management Body as provided for in the Declaration. It shall have the power to transfer, assign or delegate such duties, obligations or responsibilities to other persons or entities as permitted or provided for in the Idaho Condominium Property Act, the Declaration or in an agreement executed by the Association with respect thereto. The Management Body shall actively foster, promote and advance the interest of Owners of Condominium Units within the Condominium Project.

B. In addition to the foregoing, where not inconsistent with either the Idaho Condominium Property Act (Chapter 15, Title 55, Idaho Code) or Title 30, Idaho Code, the corporation shall have all the powers provided in Section 30-1-4 Idaho Code.

ARTICLE V

A. Each member shall be entitled to receive a certificate of membership, which certificate shall state the number of votes he is entitled to cast as a member of the Association.

B. There shall be one membership in the corporation for each Owner of a Condominium in the SAINT ALPHONSUS REGIONAL MEDICAL CENTER Condominiums as established by the Declaration. The total number of memberships shall not be more than 50. The members of the corporation must be and remain Owners of a Condominium within the Project set forth in the Declaration, and the Association shall include all Owners of Condominiums, within the Project. If title to a Condominium is held by more than one person, the membership relating to that Condominium shall be shared by all such persons in the same proportionate interest and the same type of tenancy in which the title to the Condominium is held.

C. No person or entity, other than an Owner may be a member of the Association. A member shall not assign or transfer his membership certificate except in connection with the transfer or sale of a Condominium: provided, however, that the rights of membership may be assigned as further security for a loan secured by a lien on a Condominium Unit. Every person or entity who is an Owner of any Condominium Unit included in any Condominium Project for which the Association has been or may be designated as a Management Body shall be required to be a member of the Association and remain a member so long as such person or entity shall retain the ownership of a Condominium Unit. Membership in the Association is declared to be appurtenant to the title of the Condominium Unit upon which such membership is based and automatically shall pass with the sale or transfer of the title of the Unit. Members shall not have pre-emptive rights to purchase other memberships in the Association or other Condominium Units in the Project.

D. The voting rights of a member of the Association shall be determined by the Owner member's percentage interest in the Common Area of the Condominium Project described in the Declaration, as the term "Common Area" is defined in Section 55-1503, Idaho Code; therefore, the voting rights of each member Owner will not in all cases be equal. The Declaration or an exhibit attached thereto, shall set forth the percentage interest of each member in the Common Area or the basis for computing such percentage interest, which interest depends upon the number and type of Condominium Units.

E. The total number of votes that attach to membership certificates to be exercised by the members of the corporation from and after the date of the incorporation shall be 50.

Each member shall be entitled to vote the same percentage of the 50 votes as he is given percentage in the Common Area.

F. The members of the Board of Directors shall be elected as provided in the Bylaws.

G. Except as otherwise expressly stated herein, any of the rights, interests and obligations of the Association set forth herein or reserved herein may be transferred or assigned to any other person or entity; provided, however, that no such transfer or assignment shall relieve the Association of any of the obligations set forth herein. Any such transfer or assignment shall not revoke or change any of the rights or obligations of any Owners as set forth herein.

H. The following sections of the Declaration dealing with specific voting requirements which require special action of the membership are incorporated hereby by reference: Article VII and Section 14.2.

ARTICLE VI

A. Each member shall be liable for the payment of assessments provided for in the Declaration and for the payment and discharge of the liabilities of the corporation as provided for in the Declaration, the Idaho Condominium Property Act (Title 55, Chapter 15), as as set forth in the Bylaws of the Corporation.

B. The Bylaws of this Corporation may be altered, amended, or new Bylaws adopted by any regular or special meeting of the corporation called for that purpose by the affirmative vote of the membership of the Association holding two-thirds (2/3) of the voting power of the Association.

C. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the corporation and the members thereof, including the liability of the members for the payment of assessments, the Bylaws may incorporate by reference the provisions of the Declaration, provided that a true and correct copy of such Declaration is attached to and made a part of the Bylaws of the corporation.

ARTICLE VII

The registered office of the corporation is 1055 North Curtis Road, Boise, Idaho 83706.. The Corporation designates Sister Patricia Vandenberg, whose registered address is 1055 North Curtis Road, Boise, Idaho, 83706, its registered agent in the state upon whom process against the corporation may be served.

ARTICLE VIII

The business and affairs of the Association shall be managed and controlled by a Board of Directors. The original Board of Directors shall be three (3); however, the Bylaws of the Association may provide for an increase in their number. The names and addresses of the Directors to serve until the first annual meeting of the corporation are as follows:

Name	Address
Sister Patricia Vandenberg, C. S. C	1055 North Curtis Road, Boise, Idaho 83706
Sister Jeanette Fettig, C.S.C	6310 Emerald Boise, Idaho 83704
David Holst	1055 North Curtis Road, Boise, Idaho 83706

ARTICLE IX

The names and Post Office addresses of the incorporators are as follows:

Sister Patricia Vandenberg, C.S.C.	1055 North Curtis Road, Boise, ID 83706
Sister Jeanette Fettig, C.S.C.	6310 Emerald Boise, ID 83704

David Holst

1055 N. Curtis Road
Boise, Idaho 83706

IN WITNESS WHEREOF, We have hereunto set our hands
and seals this 10 day of January, 1989.

Sister Patricia Vandenberg, C.S.C.

Sister Loretta Elleg, C.S.C.

David W. Holst