



**Department of State.**

**CERTIFICATE OF INCORPORATION**

I, JAS. H. YOUNG, 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

**ST. MARY'S HOSPITAL, INC.**

was filed in the office of the Secretary of State on the **24th** day of **January** A. D. One Thousand Nine Hundred **Fifty-eight** and is duly recorded on Film No. **101** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Cottonwood** in the County of **Idaho** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, 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 **24th** day of **January**, A.D., 19 **58**.

Secretary of State.





1 shall be equal, and no member can have or acquire a greater interest therein than  
2 any other member.

3       Section 4. Membership in this corporation shall be limited to female  
4 persons who are members of the Idaho Corporation of Benedictine Sisters and  
5 adhere to the faith of the Order of St. Benedict of the Roman Catholic Church and  
6 shall consist of the Mother Prioress of the Idaho Corporation of Benedictine  
7 Sisters and all members of said organization who reside in Idaho County, Idaho,  
8 and are connected with the management and operation of St. Mary's Hospital in  
9 Cottonwood, Idaho. The Mother Prioress, above referred to, shall at all times  
10 have full power and authority to designate such members of the Idaho Corporation  
11 of Benedictine Sisters as may be eligible for membership in this corporation, and  
12 said Mother Prioress shall at least annually certify to the Secretary of this  
13 Corporation a list of the persons connected with the management and operation of  
14 said St. Mary's Hospital in Cottonwood, Idaho, and eligible to membership in  
15 this corporation. The Secretary of this corporation shall at all times keep said  
16 list current, and a part of the permanent records of this corporation, and only  
17 persons who are included in the latest certified list, so furnished by the Mother  
18 Prioress, as aforesaid, shall have any rights or privileges as members of this  
19 corporation, and any other persons who might previously have held membership  
20 in said corporation shall ipso facto and automatically lose such membership upon  
21 losing their connection with the management and operation of said St. Mary's  
22 Hospital in Cottonwood, Idaho, whether by transfer or other cause.

26       Section 5. Voting power of the members of this corporation shall be  
27 equal and each member shall have one vote only.

28       Section 6. Membership in this corporation shall not be assignable or  
29 transferable. A certificate of membership, signed by the President and Secretary  
30 shall be issued to each member and said certificates shall not be assignable, but  
31 shall be returned to the corporation upon the death, resignation, or removal of  
32

1 any member who in any such manner shall become ineligible to membership herein.  
2 No member shall have any right, title or interest in any of the assets of this  
3 corporation and upon loss of membership such person shall have no claim against  
4 the corporation for any of the assets of the corporation or the value thereof.

#### 5 ARTICLE VI

6 The government of this association shall be vested in a Board of  
7 Directors consisting of five members who shall have the general management of  
8 all of the affairs of said corporation and conduct and carry on the business of the  
9 corporation. The Mother Prioress of the Idaho Corporation of Benedicting Sisters  
10 shall, by virtue of her office, always be a member of said Board of Directors.  
11 The Sister Superior in charge of St. Mary's Hospital in Cottonwood, Idaho, shall  
12 also always be a member of said Board of Directors. The remaining members of  
13 said Board of Directors shall be elected and hold office in the manner and for the  
14 term provided for in the By-Laws of this Corporation.  
15

16 The names and addresses of the persons who are to act in the capacity of  
17 Directors in this corporation until the election of their successors are:  
18

19	Mother M. Augustine	Cottonwood, Idaho
20	Sister M. Eugenia	Cottonwood, Idaho
21	Sister M. Mercedes	Cottonwood, Idaho
22	Sister M. Roberta	Cottonwood, Idaho
23	Sister M. Felicitas	Cottonwood, Idaho

#### 24 ARTICLE VII

25 The general officers of said corporation shall be a President, Vice-  
26 President, Secretary and Treasurer. The office of Secretary and Treasurer may  
27 be combined and held by one person.

28 The president of said corporation shall always be the Mother Prioress of  
29 the Idaho Corporation of Benedictine Sisters.

30 The vice-president shall always be the Sister Superior in charge of St.  
31 Mary's Hospital in Cottonwood, Idaho, who shall be appointed by the Mother Prioress

32 The remaining officers shall be elected annually by the remaining members

1 of the Board of Directors of this corporation.

2 ARTICLE VIII

3 By-Laws may be adopted by the Board of Directors and such By-Laws may  
4 be amended and repealed by the Board of Directors by a three-fifths vote of said  
5 Board. Said By-Laws shall prescribe the general rules and regulations for the  
6 management and conduct of the affairs of the corporation, for the election of  
7 officers and for the election of such Directors as are not specifically provided for  
8 in these Articles of Incorporation and shall provide for the annual membership  
9 meeting of the corporation and for meetings of the Board of Directors, and shall  
10 contain such provisions as are usually found in By-Laws shall outline and prescribe  
11 the duties of the officers as from time to time may be deemed for the best interests  
12 of the corporation.  
13

14 ARTICLE IX

15 This corporation may receive, hold and own gifts, donations, devises and  
16 bequests of property, real and personal, for its use and benefit.  
17

18 ARTICLE X

19 This corporation may charge and receive compensation for its services  
20 from those patients able to pay, and shall have power to receive patients free of  
21 any charge whatsoever, when such patients shall be deemed to be worthy objects  
22 of charitable relief, under such conditions and provisions as may be prescribed  
23 and determined by the Board of Directors.  
24

25 ARTICLE XI

26 These Articles of Incorporation may be altered or amended by a two-  
27 thirds vote of all members of the corporation present at any regular meeting  
28 thereof, or any special meeting called for that purpose.  
29

30 IN WITNESS WHEREOF, We have hereunto set out hands at Cottonwood,  
31 Idaho, this 21<sup>st</sup> day of January, 1958.

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