

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF
CLEARWATER VALLEY HOSPITAL AND CLINICS, INC.

FILED
98 JAN -8 AM 10:48
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, being the president and secretary of Clearwater Valley Hospital and Clinics, Inc., an Idaho nonprofit corporation subject to the provisions of Title 30, Chapter 3 of the Idaho Code, certify that resolutions, as hereinafter set forth were adopted:

- (a) At a meeting of the sole member of said Corporation, pursuant to Article XII, Section (e) of the Articles of Incorporation, notice of such meeting, proposal to amend and nature of such proposal having been mailed to each director of the sole member entitled to vote thereon at least five (5) days prior to such meeting, held at 503 East Third Street, in the city of Duluth, county of St. Louis, state of Minnesota, as designated in such notice, on the 18th day of December, 1997, by a unanimous vote of the Board of Directors of the sole member; and
- (b) By written resolution signed by all the Directors of the Corporation, notice of such proposal to amend having been waived by said Directors.

RESOLVED: That Article XII, Section (2)(q) of the Articles of Incorporation of Clearwater Valley Hospital and Clinics, Inc. be, and the same hereby is amended to read as follows:

- (q) Further, after prior notice to the voting directors of the Corporation or Subsidiary, the Chief Executive Officer of Benedictine Health System shall have the authority, power and right to select or appoint the President/CEO of the Corporation and the chief executive officer of all Subsidiaries and, after prior notice to the voting directors of the Corporation or Subsidiary, remove, with or without cause, the President/CEO of the Corporation and the chief executive officer of all Subsidiaries.

IDAHO SECRETARY OF STATE

01/08/1998 09:00
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IN TESTIMONY WHEREOF, we have hereunto set our hands this 7th day of
January, 1998.

**CLEARWATER VALLEY HOSPITAL
AND CLINICS, INC.**

By: [Signature]
Barry J. Halm
Its President

By: [Signature]
Donald J. Leivermann
Its Secretary

VERIFICATION

STATE OF MINNESOTA)
)ss.
COUNTY OF ST. LOUIS)

On this 7th day of January, 1998, before me Luann Munson,
a Notary Public, personally appeared Barry J. Halm and Donald J. Leivermann, known to me
to be, respectively, the President and the Secretary of Clearwater Valley Hospital and Clinics,
Inc., a nonprofit corporation under the laws of the State of Idaho, to be the persons whose
names are subscribed to the foregoing instrument as officers of the Corporation, and
acknowledge to me that they executed the same for and on behalf of the Corporation pursuant
to due authorization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal of
the day and year in this certificate first above written.

Luann Munson
Notary Public
Residing at Duluth, Minnesota
My commission expires 01-31-2000

