

Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, 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

THE MOSCOW HOSPITAL ASSOCIATION, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Sixteenth** day of **May** 19 **73**, original articles of amendment, as provided by Sections **30-146 and 30-147, Idaho Code, Restating Articles of Incorporation**

and that the said articles of amendment contain the statement of facts required by law, and are /will be recorded on ~~File No.~~ **File** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **16th** day of **May**, A. D., 19 **73**.

by _____ Secretary of State

AMENDED ARTICLES OF INCORPORATION OF
THE MOSCOW HOSPITAL ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That pursuant to Section 30-1103, Idaho Code, the Articles of Incorporation of The Moscow Hospital Association, Inc. shall cease to read in words and phrases heretofore adopted, published, and filed, and the same are hereby amended to read, and shall hereafter read, in words and figures as follows, to-wit:

ARTICLE I

NAME

The name of this corporation shall be The Moscow Hospital Association, Inc.

ARTICLE II

OBJECTS AND PURPOSES

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

To maintain a hospital and to furnish medical and surgical attendance therein for sick and injured persons, with or without compensation.

To instruct, train and graduate suitable persons in the duties of nursing and attending upon the sick.

To engage in research in medicine, surgery and kindred subjects.

To receive funds by donations, bequests and otherwise, and to hold, invest and disburse the same.

To acquire, sell and dispose of both real and personal property, to borrow money, and when necessary, to pledge the property of said corporation as security for the payment of any money so borrowed for the use and benefit of said corporation.

To provide on a nonprofit bases, hospital facilities and services for the care and treatment of persons who are acutely ill who otherwise require medical care and related services of the kind customarily furnished most effectively by hospitals, pursuant to Section 242 of the National Housing Act, as amended.

The corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual.

The Corporation is empowered:

To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in this Article II.

To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage,

pledge or other lien on the Corporation's property.

To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is insured or held by the Secretary of Housing and Urban Development.

In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation; PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development or his nominee.

To without limitation, exercise all of the powers granted by law to corporations of this character, and to do each and everything necessary, suitable,

useful or advisable for the accomplishment of any one or more of said objects, or which shall at any time appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

ARTICLE III

So long as a mortgage on the Corporation's property is insured or held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary.

ARTICLE IV

PLACE OF BUSINESS

That the registered office, place of business and Post Office address of this corporation shall be at Moscow, Latah County, State of Idaho.

ARTICLE V

TERM

That this corporation shall have perpetual existence.

ARTICLE VI

NON-PROFIT

That there is to be no capital stock and no shares of stock and that pecuniary profit is not an object of this corporation.

ARTICLE VII

MEMBERSHIP

That the members of this corporation shall be the persons subscribing these Articles, the Directors herein named, and such other persons as aid the

corporation, contribute to its funds, accept its articles and by-laws and lawful regulations adopted thereunder, or are elected to membership by the members or by the Board of Directors. Members may be of different classes, and no member shall have more than one vote.

ARTICLE VIII

DIRECTORS

That the Directors of the corporation shall be such number of persons not less than five (5) and not more than thirty-five (35) as may be prescribed by the by-laws.

STATE OF IDAHO)
 : ss.
County of Latah)

We, the undersigned, William J. Brown and Maurine Cherrington, Chairman and Secretary, respectively, of The Moscow Hospital Association, Inc., do hereby certify:

1. That a regular meeting of the members of The Moscow Hospital Association, Inc., was duly called, convened and held on the 14th day of May, 1973, at 8:00 o'clock P. M. of said day at Gritman Memorial Hospital, Moscow, Idaho;

2. That a quorum of the members of said corporation were present at said meeting;

3. That at said meeting the Articles of Incorporation of said corporation were duly and regularly amended as set forth above by the unanimous vote in

the affirmative of those members of said corporation present at said meeting, a quorum of the members thereof being present;

4. That notice of the time, place and purpose of said meeting was given by publication once a week for five weeks in the Daily Idahonian, a daily newspaper published at and having a general circulation in and around Moscow, Idaho;

5. That Saturday is the day duly and regularly designed by the said newspaper as its day for the publication of legal notices required to be published weekly;

6. That said notice was published in said newspaper on April 14, 21, 28, May 5, and 12, all in the year 1973; said days being five consecutive Saturdays;

7. That said "notice" was in words and figures as follows, to-wit:
"NOTICE OF CORPORATE MEMBERSHIP MEETING REGARDING AMEND-
MENT OF ARTICLES OF INCORPORATION

NOTICE IS HEREBY GIVEN, that a regular meeting of the members of The Moscow Hospital Association, Inc., an Idaho Corporation, will be held on the 14th day of May, 1973, at 8:00 o'clock P. M. of said day, at the Gritman Memorial Hospital, at 710 South Main Street, Moscow, Idaho. NOTICE IS FURTHER GIVEN that the purpose of said meeting is to amend the articles of incorporation of said corporation as follows, to-wit: (a) specifying the principal office of the corporation, (b) providing for the perpetual existence of the corporation, (c) redefining the objects, purposes and powers of the corporation, (d) providing that the corporation is a non-profit corporation, (e) providing who shall be members of the corporation, (f) providing for a board of directors of the corporation, (g) providing for the making, amendment

and repeal of by-laws of the corporation, and (h) providing for the succession to and vesting of the property of the corporation should the corporation cease to exist.

NOTICE IS FURTHER GIVEN that copies of the present articles of incorporation and the proposed amended articles of incorporation of the corporation are on file at the office of the corporation at 710 South Main Street, Moscow, Idaho, and available for examination by members of the corporation.

Dated this 13 day of April, 1973.

Maurine Cherrington
Secretary of The Moscow Hospital
Association, Inc."

8. That the said meeting was duly and regularly called, convened and held, and that said notice was duly and regularly given and published and said amended articles of incorporation as set forth above were duly and regularly adopted by the members of said corporation, all in the manner prescribed and set forth in the articles of incorporation, discipline and by-laws of said corporation and the laws and statutes of the State of Idaho.

9. That William J. Brown, as Chairman of said hospital association, did serve and act as presiding officer at said meeting, and Maurine Cherrington, as Secretary of said hospital association, did serve and act as secretary of said meeting.

William J. Brown
William J. Brown, Chairman of The
Moscow Hospital Association, Inc.

ATTEST:

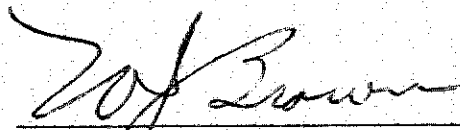
Maurine Cherrington
Secretary of The Moscow Hospital
Association, Inc.

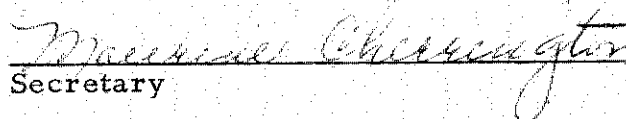
VERIFICATION

STATE OF IDAHO)
 : ss.
County of Latah)

WILLIAM J. BROWN and MAURINE CHERRINGTON, being first duly sworn, upon oath, deposes and says:

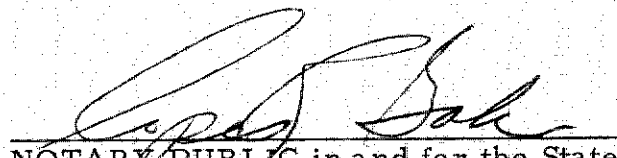
That the undersigned William J. Brown and Maurine Cherrington are the Chairman and Secretary, respectively, of The Moscow Hospital Association, Inc., that they, and each of them, have read the above and foregoing Certificate, know the contents of the same, and that the contents of said Certificate are true.


Chairman


Secretary

SUBSCRIBED and sworn to before me this 14 day of May,

1973.


NOTARY PUBLIC in and for the State
of Idaho, residing at Moscow, Idaho.

Affidavit of Publication

STATE OF IDAHO
County of Latah

ss.

A. J. Masineau

being first duly sworn, on oath,
deposes and says:

That he is the printer of The
DAILY IDAHONIAN, a newspaper
of general circulation, printed and
published daily except Sunday at
Moscow, Latah County, Idaho, in
compliance with Sections 60-106,
60-107, and 60-108 of the Idaho
Code and the amendments there-
to; that the notice of which the
annexed is a full, true and correct
printed copy was published in the
regular and entire issues of said
newspaper and not in a supple-
ment thereto, upon the following

dates: April 14, 21,

28, May 5, 1973

the same being the dates desig-
nated for the publication of said
legal notice.

[Signature]
Subscribed and sworn to before

me this 5 day of May

19 73
Carman Wedin

Notary Public,
residing at Moscow, Idaho

County of Latah
My Commission Expires August 10, 1975

NOTICE OF CORPORATE MEMBERSHIP MEETING REGARDING AMENDMENT OF ARTICLES OF INCORPORATION

NOTICE IS HEREBY GIVEN that a regular
meeting of the members of The Moscow Hospital
Association, Inc., an Idaho Corporation, will be held
on the 14th day of May, 1973, at 8:00 o'clock P.M. of
said day, at the Grinnan Memorial Hospital, at 710
South Main Street, Moscow, Idaho.

NOTICE IS FURTHER GIVEN that the purpose of
said meeting is to amend the articles of incorporation
of said corporation to provide that so long as a
mortgage on the Corporation's property is insured
or held by the Secretary of Housing and Urban
Development, these Articles may not be amended
without the prior written approval of the said
Secretary.

NOTICE IS FURTHER GIVEN that copies of the
present articles of incorporation and the proposed
amended articles of incorporation of the Corporation
are on file at the office of the corporation at 71 South
Main, Moscow, Idaho, and available for examination
by members of the corporation.

Dated this 14th day of April, 1973.

Maefine Herrington
Secretary of The Moscow Hospital
Association, Inc.

April 14, 21, 28 and May 5