



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

**PETE T. CENARRUSA**

I, ~~ARNOLD WILLIAMS~~, 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

**ST. LUKE'S HOSPITAL AND NURSES TRAINING SCHOOL,  
LIMITED**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **tenth** day of **March** 19**71**,

original articles of amendment, as provided by Section 30-146 and 30-147, Idaho Code, changing corporate name to **ST. LUKE'S HOSPITAL, LTD.** and amending articles **II, III, IV, V, VI, VII, VIII, and IX**

and that the said articles of amendment contain the statement of facts required by law, and are to be recorded on ~~Film~~ **Microfilm** 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 **tenth** day of **March**, A. D., 19**71**.

Secretary of State

SECOND ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

ST. LUKE'S HOSPITAL, LTD.

We, the undersigned, NORMAN L. FOOTE, President, and NAT J. ADAMS, Secretary, respectively, of St. Luke's Hospital, Ltd., formerly St. Luke's Hospital and Nursing Training School Ltd., do hereby certify in accordance with the provisions of Section 30-147, Idaho Code, as follows:

I

A meeting of the shareholders of the issued and outstanding stock of the corporation was held at 130 East Bannock Street, Boise, Idaho, on the 6th day of February, 1971, at 11:30 o'clock A.M. At said meeting the holders of 89 shares of the 100 issued and outstanding shares of stock of the corporation were represented in person.

II

At said meeting, the following resolution was unanimously adopted, to-wit:

"RESOLVED, That the first paragraph of the Articles of Incorporation of the corporation, as heretofore amended, be, and hereby is, further amended to strike the words: 'within the State of Idaho, and to conduct and maintain a school for the training of nurses,'

"RESOLVED FURTHER, That the remainder of the Articles of Incorporation of the corporation, as heretofore amended, be, and hereby are, further amended to read as follows:

'ARTICLE I

'The name of this corporation shall be St. Luke's Hospital, Ltd.

## 'ARTICLE II

'The term for which this corporation shall exist shall be perpetual.

## 'ARTICLE III

'The location and post office address of the registered office of this corporation shall be Boise, Ada County, Idaho.

## 'ARTICLE IV

'The objects and purposes for which this corporation is formed shall be and are exclusively charitable, scientific and educational as those terms are used in Section 501 (c) (3), Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), such objects and purposes being:

'1. To build, erect, maintain, equip, manage and operate a hospital or hospitals, and to furnish medical, dental, nursing and surgical attendance therein in any form in the care of the afflicted, sick, infirm or injured persons, as may be admitted under rules and regulations thereof; and generally to do anything and everything necessary, expedient, or incident to the operation of a hospital or hospitals in all its phases.

'2. To establish, maintain, operate and assist wholly-owned subsidiary corporations, or organizations, provided such subsidiaries qualify for tax exempt status as charitable, scientific or educational organizations under Section 501 (c) (3), Internal Revenue Code, 1954 (or the corresponding provision of any future United States Internal Revenue Law).

'3. To hold title, legal or equitable, to property of any nature in trust for itself or for carrying out any purpose incidental to its powers.

'4. To solicit, receive and expend the proceeds of fees, grants, donations, bequests, legacies, federal funds, state funds, and local funds, and other moneys and properties for any purpose for which this corporation is formed.

'5. To enter into such contracts and to incur such obligations as are consistent with its powers, objects and purposes, but the private property of the officers, directors and stockholders of the corporation shall be exempt from the debts of the corporation, and no officer, director or stockholder shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

'6. In the discretion of the Board of Directors, to cooperate with the Protestant Episcopal Church in Idaho, a corporation sole, and other organizations, in the furtherance of the aforesaid objects and purposes, it being recognized that the hospital and the church have enjoyed especially close and cordial relations for a number of years.

'7. It is intended that this corporation shall qualify as a charitable, scientific and educational corporation, exempt from taxation and particularly Federal Income Taxation under Section 501 (c) (3), Internal Revenue Code, 1954 (or the corresponding provision of any future United States Internal Revenue Law).

'8. All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to charitable, scientific and educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of this corporation, except as such member may be a corporation organized and operated exclusively for charitable, scientific, religious or educational purposes, the principal functions of which are the providing of hospital or medical care, or medical research, and which is exempt from taxation, and particularly the Federal Income Tax. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible

under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

'Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

'9. The foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objects hereinabove enumerated, or incidental to the purposes and objects hereinafter named, and which are permitted under the laws of the State of Idaho under which this corporation is organized, to the same extent and as fully as a natural person might or could do; provided, that this corporation shall not have the power to conduct, and shall not conduct, activities not in furtherance of charitable, scientific or educational purposes as these terms are used in Section 501 (c) (3), Internal Revenue Code, 1954, (or the corresponding provision of any future United States Internal Revenue Law).

#### 'ARTICLE V

'The governing body of this corporation shall be managed and conducted by a Board of Directors of not less than

three (3) persons, the exact number of persons to serve on such Board to be specified in the Bylaws. So long as the Protestant Episcopal Church in Idaho, a corporation sole, is a stockholder, the incumbent Bishop thereof shall be a director of this corporation, representing said stock, unless he shall decline to serve in said capacity.

#### 'ARTICLE VI

'The Board of Directors of this corporation may meet and transact the business hereof either at the principal place of business herein designated, or at such other place as may be designated by resolution of the Board of Trustees.

#### 'ARTICLE VII

'The Bylaws of this corporation may be repealed, amended, altered, or new Bylaws adopted at any annual meeting, or at any special meeting of the stockholders called for that purpose, by a vote of not less than a majority of the stockholders, or by the written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, of a majority of the stockholders, which written consent may be in more than one instrument. Furthermore, the Board of Directors of this corporation shall have the power to repeal, amend and alter the Bylaws of the corporation, and to adopt new Bylaws, by vote of not less than a majority of the members of said Board of Directors; provided, that the Board of Directors shall not make or alter any Bylaws fixing the qualifications, classification, term of office, or compensation of the members of such Board.

#### 'ARTICLE VIII

'The capital stock of the corporation is of one class represented by 100 shares of common stock of \$100.00 per share par value, aggregate par value totalling \$10,000.00. The stock of the corporation shall not be subject to assessment, and no stockholder shall be liable for the debts of the corporation. In accordance with Section 30-117A, Idaho Code, each stockholder shall be entitled to cast only one vote upon any matter upon which stockholders are entitled to vote, regardless of the number of shares held by each stockholder.

'Shares of stock in the corporation shall not be transferred (except for a transfer to the corporation), and no such transfer shall be valid, unless and until said transfer shall have been reported to and approved by the Directors. Upon the death or dissolution of any stockholder, all shares held by said stockholder shall revert immediately to the corporation. An individual must have been elected a director of the corporation before any transfer of stock to him shall be valid, and upon the resignation or other removal from the Board of Directors of such individual stockholder, shares held by such stockholder shall revert immediately to the corporation. The directors shall have the power and it shall be their duty to have the corporation hold or dispose of such shares of the corporation as may be transferred in any manner to the corporation, in such manner as will further the objects and purposes for which the corporation was formed.

#### 'ARTICLE IX

'The names and addresses of the original incorporators, and the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
James B. Funsten, as Bishop of the Missionary District of Idaho of the Protestant Episcopal Church in Idaho, a corporation sole	Boise, Idaho	96
Howard Stoy	Hailey, Idaho	1
S. J. Jennings	Nampa, Idaho	1
James E. Clinton, Jr.	Boise, Idaho	1
D. D. Williams	Boise, Idaho	1 ""

#### III

We do further certify that the undersigned are authorized, empowered and directed by the shareholders so assembled to cause Second Articles of Amendment to the Articles of Incorporation to be prepared, executed and filed, as provided by the laws of the State of Idaho.

IN WITNESS WHEREOF, we have executed the foregoing Articles of Amendment to the Articles of Incorporation of St. Luke's Hospital, Ltd., formerly St. Luke's Hospital and Nurses Training School, Ltd., in triplicate, this 6<sup>th</sup> day of February, 1971.

*Norman L. Foote*  
President  
*Nat J. Adams*  
Secretary

STATE OF IDAHO     )  
                          ) ss.  
County of Ada     )

NORMAN L. FOOTE and NAT J. ADAMS, being first duly sworn, upon oath depose and say:

That they are the President and Secretary, respectively, of St. Luke's Hospital, Ltd., a corporation, formerly St. Luke's Hospital and Nurses Training School, Ltd., organized and existing under and by virtue of the laws of the State of Idaho, and are the persons who executed the foregoing Second Articles of Amendment to the Articles of Incorporation of the said corporation, and that the facts set forth in said Second Articles of Amendment are true.

*Norman L. Foote*  
President  
*Nat J. Adams*  
Secretary

*D. L. [Signature]* SUBSCRIBED and SWORN to before me this 12 day of February, 1971.

*D. L. [Signature]*  
Notary Public for Idaho  
Residing at Boise, Idaho