

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ST. MARY'S HOSPITAL, INC.**

For Office Use Only

-FILED-

File #: 0003845171

Date Filed: 4/14/2020 1:29:00 PM

I, the undersigned Secretary of Essentia Health, a Minnesota nonprofit corporation ("Essentia Health"), do hereby certify, that the attached Amended and Restated Articles of Incorporation of St. Mary's Hospital, Inc., an Idaho nonprofit corporation (the "Corporation"), were duly adopted by the Essentia Health Board of Directors on February 18, 2020, and by the Benedictine Sisters of St. Scholastica Monastery of Duluth, Minnesota, on February 11, 2020, pursuant to powers reserved to each of them. The attached Amended and Restated Articles of Incorporation have been prepared in connection with and supplement those Articles of Amendment of the Corporation, filed April 1, 2020. These Amended and Restated Articles of Incorporation supersede the Corporation's prior Amended and Restated Articles of Incorporation and all previous amendments thereto, and have been approved by all persons whose approval is required pursuant to and in accordance with Idaho Code § 30-30-703 and § 30-30-706.

ESSENTIA HEALTH

By: 

Michael Watters

Board Secretary

B0494-3107 04/14/2020 1:29 PM Received by ID Secretary of State Lawrence Denney

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. MARY'S HOSPITAL, INC.**

**ARTICLE 1
NAME**

The name of the Corporation shall be **St. Mary's Hospital, Inc.**

**ARTICLE 2
PURPOSES**

The Corporation is created and organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (hereinafter referred to as the "Code"). More specifically, the Corporation is created and organized to own, maintain, operate and conduct, directly or indirectly, and to assist and coordinate activities of facilities for health care, education, care for the aged and social services in accordance with the charitable works tradition of the Roman Catholic Church. In keeping with this specific purpose, all works of the Corporation shall be carried out in accordance with the charism of the Benedictine Sisters of St. Scholastica Monastery of Duluth, Minnesota.

No substantial part of the activities of the Corporation 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 statement) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE 3
POWERS**

Subject to the express purposes set forth above, the Corporation shall have the power to engage in, and to do, any lawful activity which is consistent with the philosophy and mission of the Benedictine Sisters of St. Scholastica Monastery of Duluth, Minnesota, the Ethical and Religious Directives for Catholic Health Facilities promulgated by the United States Conference of Catholic Bishops and as applied to specific situations under the guidance of the Bishop of the local Diocese and which nonprofit corporations may engage in or do under the laws of the State of Idaho and, specifically, to acquire, hold, pledge, mortgage, hypothecate, sell, give, lease, remodel, manage or otherwise dispose of or deal in real and personal property within or without the State of Idaho, whether owned by the Corporation or not, and to endorse, guarantee or assume the payment of principal of, or interest on, bonds, notes, or other evidences of indebtedness or obligations, and to guarantee or assume the performance of any other contracts or other undertakings of any corporation, association, partnership or firm which is affiliated with this Corporation, as determined by the member.

**ARTICLE 4
NONPROFIT CORPORATION**

This Corporation is a nonprofit corporation and shall not pay dividends or other pecuniary remuneration, directly or indirectly, to its directors or officers or to its members, other than to members which are nonprofit organizations exempt from Federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, other than to members which are nonprofit organizations exempt from Federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code, or to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

**ARTICLE 5
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE 6
LOCATION AND AGENT**

The location of the principal office of the Corporation in Idaho shall be 701 Lewiston Street, Cottonwood, Idaho County, Idaho 83522. The location of the registered office of the Corporation in Idaho shall be Kootenai Health, 2003 Kootenai Health Way, Coeur d'Alene, ID 83814. Registered agent shall be Michela Seth, 2003 Kootenai Health Way, Coeur d'Alene, ID 83814.

**ARTICLE 7
MEMBER**

Effective April 1, 2020, the Corporation shall have one Member, which shall be Kootenai Hospital District d/b/a Kootenai Health, an Idaho hospital district located at 2003 Kootenai Health Way, Coeur d'Alene, Idaho 83814. The Member shall have voting rights.

**ARTICLE 8
DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. Directors must be natural persons and a majority of the directors must be adults.

**ARTICLE 9
PERSONAL LIABILITY**

Members, officers and directors of the Corporation shall have no personal liability for the obligations of the Corporation.

**ARTICLE 10
CAPITAL STOCK**

The Corporation shall not have capital stock.

**ARTICLE 11
DISSOLUTION**

Upon the dissolution of the Corporation, all of the assets of the Corporation remaining after paying or making provision for the costs and expenses incident to the dissolution proceedings and the liabilities and obligations of the Corporation shall be distributed to the Corporation's Member(s) , provided that, at the time of distribution, its Member is a nonprofit organization exempt from Federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code, or its Member is a political subdivision of a State government subject, however, to any uses and purposes for which the assets have been received and held or any uses and purposes expressed or intended by the original donor; otherwise to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code. Any of such assets not so disposed of shall be disposed of by a liquidation receiver or a court of competent jurisdiction, as such receiver of the Court or as such Court shall determine to an organization or organizations then exempt from taxation under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE 12
RESERVED POWERS**

Certain powers and rights are reserved to the Corporation's Member and to the Benedictine Sisters of St. Scholastica Monastery of Duluth, Minnesota. These reserved powers are set forth in the Bylaws of the Corporation.