

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**KOOTENAI HEALTH, INC.**

For Office Use Only

**-FILED-**

File #: 0005250020

Date Filed: 5/15/2023 10:55:00 AM

**ARTICLE I**  
**NAME OF THE CORPORATION**

The name of the Corporation is Kootenai Health, Inc.

**ARTICLE II**  
**STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III**  
**PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Coeur d'Alene, County of Kootenai, and in the State of Idaho. The address of the initial registered office is 2003 Kootenai Health Way, Coeur d'Alene, Idaho 83814, and the name of the initial registered agent at this address is Joel Hazel.

**ARTICLE V**  
**PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To provide care for the betterment and protection of the public health and care of sick, afflicted and indigent patients and to acquire, construct, improve, provide and maintain facilities and services necessary for the care and treatment of persons requiring medical services and for any other lawful purpose, including, but not limited to, those conditions set forth in Idaho Code Section 39-1359 (the "**Conversion Statute**").

B. To pursue charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property,

whether real or personal, or any other things of value. Nothing contained within these Articles shall authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Idaho Nonprofit Corporation Act, Chapter 30, Title 30 of the Idaho Code ("**Act**"), or any amendment thereto or substitution thereof, may not at that time lawfully carry on or do.

## ARTICLE VI LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 in Article V. No substantial part of the activities of the Corporation shall be for 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 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE VII MEMBERS

The Corporation shall have at least five (5) members ("**Members**") who, consistent with the provisions of the Conversion Statute, are broadly representative of the public served by the Corporation. In addition to the qualifications for membership set forth in Section 3.3 of the Corporation's Bylaws, the composition of the Members of the Corporation shall at all times include, to the extent practicable, (i) at least one (1) Member who is a current or former medical staff member and who has previously served on the Board of the Corporation or Kootenai Hospital District or as the Kootenai Health Chief of Staff; (ii) at least two (2) Members who are current or former Board members of the Corporation or Kootenai Hospital District who are, or were at the time of service, in good-standing; (iii) at least one (1) Member who is a current or former board member of the Kootenai Health Foundation; and (iv) at least one (1) Member who is an individual whose primary residence is in one of the ten (10) northern counties of Idaho and who has demonstrated previous leadership in a community or civic role. The Members shall be appointed and serve terms as provided in the Corporation's Bylaws. The names and addresses of the persons constituting the initial Members of the Corporation are:

NAME	ADDRESS
Tom deTar, M.D.	2003 Kootenai Health Way Coeur d'Alene, Idaho 83814
Teri Farr	2003 Kootenai Health Way Coeur d'Alene, Idaho 83814

Bob Colvin	2003 Kootenai Health Way Coeur d'Alene, Idaho 83814
Heidi Rogers	2003 Kootenai Health Way Coeur d'Alene, Idaho 83814
Terence Neff, M.D.	2003 Kootenai Health Way Coeur d'Alene, Idaho 83814

## ARTICLE VIII VOTING

Every Member entitled to vote on any matter submitted to a vote at a meeting of the Members, including election of Directors of the Corporation, shall have the right to vote, in person or by proxy, and shall be entitled to one vote per Member.

## ARTICLE IX BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be not less than nine (9) and not more than fifteen (15). Provided, however, that the initial Board of Directors, as set forth below, may only consist of nine (9) current members of the Kootenai Hospital District board, as required by the Conversion Statute. The Directors shall be elected by the Members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation. No Director shall serve more than two (2) consecutive three (3) years terms; provided, however, that a Director who serves for two (2) consecutive three (3) years terms shall be eligible to serve on the Board of Directors again after one (1) year of not serving on the Board of Directors. Notwithstanding the preceding sentence, the Board of Directors shall determine by resolution the initial term of each initial Director such that 1/3 of the initial Directors serve a one (1) year initial term, 1/3 of the initial Directors serve a two (2) year initial term and 1/3 of the initial Directors serve a three (3) year initial term, or as nearly thereto as practicable. Thereafter, the initial Directors may be appointed to the Board by the Members for one additional three (3) year term. In the event of a vacancy, the Board of Directors may itself appoint a substitute Director for the unexpired term; provided, however, that such substitute Director shall be ratified by the Members at the next regularly scheduled meeting of the Members. The names and addresses of the persons constituting the initial Directors of the Corporation are:

NAME	ADDRESS
Katie Brodie	2003 Kootenai Health Way Coeur d'Alene, Idaho 83814
Robert Colvin	2003 Kootenai Health Way Coeur d'Alene, Idaho 83814
Teri Farr	2003 Kootenai Health Way Coeur d'Alene, Idaho 83814
Thomas deTar, M.D.	2003 Kootenai Health Way Coeur d'Alene, Idaho 83814

Cindy Clark, RN	2003 Kootenai Health Way Coeur d'Alene, Idaho 83814
Liz Godbehare, RN	2003 Kootenai Health Way Coeur d'Alene, Idaho 83814
Dave Bobbitt	2003 Kootenai Health Way Coeur d'Alene, Idaho 83814
Steve Matheson	2003 Kootenai Health Way Coeur d'Alene, Idaho 83814
Robert McFarland, M.D.	2003 Kootenai Health Way Coeur d'Alene, Idaho 83814

#### **ARTICLE X DISTRIBUTION ON DISSOLUTION**

Following approval by the Board and Members to dissolve the Corporation, upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation (i) to such other hospitals or health systems within the areas served, both now and in future, by the Corporation that are exempt from tax under Section 501(c)(3) of the Code, (ii) if then in existence, to Kootenai Hospital District, or (iii) to such other organizations that can most nearly carry out the purposes of the Corporation as set forth herein, provided, however that distribution of such assets must be for public health purposes and must be distributed only to one or more organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) and Section 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future Federal income tax law, as the Board shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively to organizations that are organized and operated exclusively for public health purposes or to such organizations as such court shall determine to be consistent with the purposes of the Corporation.

#### **ARTICLE XI BYLAWS**

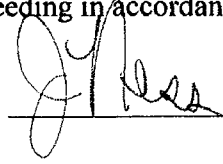
Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Corporation's Bylaws.

#### **ARTICLE XII INDEMNIFICATION**

The Corporation shall indemnify, hold harmless, and defend present and former Directors, officers, employees and agents of the Corporation to the fullest extent permitted by, and in accordance with, the Act as the same exists at the time of the adoption of these Articles or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment). Expenses, including attorney fees, incurred by present and former Directors, officers, employees and agents of the Corporation

in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in accordance with the Act.

Dated May 2, 2023



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**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
KOOTENAI HEALTH, INC.**

I, the undersigned Chief Executive Officer of Kootenai Health, Inc., an Idaho nonprofit corporation (the "**Corporation**") do hereby certify, that the attached Amended and Restated Articles of Incorporation of the Corporation, were duly adopted by the Board of Directors of the Corporation on May 2, 2023. The attached Amended and Restated Articles of Incorporation shall supersede the Corporation's current Articles of Incorporation and all previous amendments thereto, and have been approved by all persons whose approval is required pursuant to Idaho Code § 30-30-801 all in accordance with Idaho Code § 30-30-706. The effective date of the Amended and Restated Articles of Incorporation of Kootenai Health, Inc. shall be May 2, 2023.

By: \_\_\_\_\_

Jon Ness

Chief Executive Officer, Kootenai Health, Inc.