

FILED EFFECTIVE



ARTICLES OF AMENDMENT (Non-profit)

2006 SEP 26 AM 8:30

To the Secretary of State of the State of Idaho
Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned
non-profit corporation amends its articles of incorporation as
follows:

SECRETARY OF STATE
STATE OF IDAHO

- The name of the corporation is:
St. Luke's Regional Medical Center, Ltd.

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

- The text of each amendment is as follows:
See attached Amended and Restated Articles of Incorporation

- The date of adoption of the amendment(s) was: September 12, 2006

- Manner of adoption (check one):

- Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)
- The number of directors entitled to vote was: _____
 - The number of directors that voted for each amendment was: _____
 - The number of directors that voted against each amendment was: _____

- The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)

- The number of members entitled to vote was: one
- The number of members that voted for each amendment was: one
- The number of members that voted against each amendment was: zero

Dated: 9/27/06
 Signature: [Signature]
 Typed Name: Janine Saft
 Capacity: V.P., CLO and Registered Agent

Customer Acct #:
 (if using pre-paid account)
 Secretary of State use only

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 Revised 10/2003
 Web Files

IDAHO SECRETARY OF STATE
 09/28/2006 05:00
 CK: 1100109250 CT: 145847 BH: 977675
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C3925

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. LUKE'S REGIONAL MEDICAL CENTER, LTD.**

The undersigned officer of St. Luke's Regional Medical Center, Ltd., an Idaho nonprofit corporation ("Corporation") hereby certifies that at a duly held board meeting of the Corporation, and at a duly held board meeting of the new member (St. Luke's Health System, Ltd.), at which quorums were present, the following Amended and Restated Articles of Incorporation, which amend and supersede the prior Amended and Restated Articles of Incorporation of St. Luke's Regional Medical Center, Ltd., were adopted by resolutions unanimously carried; and the Chief Executive Officer was duly authorized and directed to sign, verify, file and do all things required by law to carry into effect the following Amended and Restated Articles of Incorporation:

Article I
Name

The name of the Corporation is St. Luke's Regional Medical Center, Ltd.

Article II
Nonprofit Status

The Corporation is a nonprofit corporation. The Corporation shall have no capital stock and no shares of stock in the Corporation shall be issued.

Article III
Period of Duration

The period of duration of the Corporation is perpetual.

Article IV
Registered Office and Agent

The address of the registered office of the Corporation is 190 East Bannock, Boise, Idaho 83712, and the name of the registered agent at this address is Janine Sarti.

Article V
Purposes

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

A. To operate a regional acute care hospital and medical center serving the community.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code.

C. To exercise all powers granted by law necessary, convenient or 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, and the power to do all things described by Idaho Code § 30-3-24; provided, however, nothing herein contained shall be deemed to 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 Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

Article VI Purposes and Limitations

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The Corporation shall not engage in any activity which is not permitted to be engaged in by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; by a corporation, contributions to which are deductible under Section 170(a) of the Code by virtue of it being an organization described in Section 170(c)(2) of the Code; or by a nonprivate foundation described in Section 509(a)(1), (2) or (3) of the Code.

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. The Corporation shall not participate in nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable 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 its purposes.

Article VII
Membership Corporation

The Corporation shall have one member, which shall be St. Luke's Health System, Ltd., an Idaho nonprofit corporation.

Article VIII
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. The Directors shall be appointed in the manner provided in the Bylaws of the Corporation, and shall be subject to the approval of the member of the Corporation.

Article IX
Distribution on Dissolution

Upon dissolution of the Corporation, 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 to the member, St. Luke's Health System, Ltd., provided that the member continues to qualify at the time of dissolution as exempt from federal income tax under Section 501(c)(3) of the Code. Any such assets not so distributed shall be distributed to such organization or organizations as determined by the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code.


Article X
Bylaws

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

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors, subject to the approval of the member.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Amended and Restated Articles of Incorporation which amend and supersede in their entirety the original Articles of Incorporation and all previous amendments and restatements thereto.

DATED this 12th day of September, 2006.

By: 
Gary L. Fletcher
Chief Executive Officer