

**FILED EFFECTIVE**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**ST. LUKE'S HEALTH FOUNDATION, LTD.  
An Idaho Nonprofit Corporation**

2015 SEP 28 AM 10:49

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned officer of St. Luke's Health Foundation, 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, these Amended and Restated Articles of Incorporation, which amend and supersede any prior Articles of Incorporation of St. Luke's Health Foundation, Ltd., were adopted by resolutions carried; and the Executive Director and Secretary of the Corporation were duly authorized and directed to sign, verify, file and do all things required by law to carry into effect these Amended and Restated Articles of Incorporation:

**ARTICLE I. NAME.**

The name of the Corporation is St. Luke's Health Foundation, Ltd.

**ARTICLE II. MEMBER.**

The sole member of this Corporation shall be St. Luke's Health System, Ltd., an Idaho nonprofit corporation ("SLHS").

**ARTICLE III. NONPROFIT STATUS AND PURPOSE.**

The Corporation is a nonprofit organization organized under and pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code ("Act"). The Corporation shall have no capital stock and no shares of stock in the Corporation shall be issued. The period of duration of the Corporation shall be perpetual. The purposes for which this Corporation is organized and operated shall be exclusively charitable, scientific and educational purposes. Specifically, the Corporation will facilitate the cultivation and encouragement of all types of gifts, the administration of trust and endowment funds, and fund development programs for the benefit of SLHS.

The Corporation will act as a charitable supporting organization, as defined in Section 501(c)(3) and 509(a)(3) of the Code, exclusively for the benefit of, to perform the functions of and to carry out the purposes of SLHS ("Supported Organization") so long as the Supported Organization is exempt from federal income tax under Section 501(c)(3) of the Code and is excluded from the definition of private foundation under either Section 509(a)(1) or 509(a)(2) of the Code. The Corporation shall encourage and promote the aims of, and shall solicit funds for the use and benefit of, SLHS. In carrying out these specific and primary purposes, this Corporation shall be empowered to do the following:

1. To be operated in connection with the Supported Organization so long as the Supported Organization is an organization as described in Section 509(a)(1) or 509(a)(2) of the Code.

2. To distribute charitable gifts and money and property to, and to support and provide services to the Supported Organization in furthering its charitable purposes, so long as the Supported Organization is an organization as described in Section 509(a)(1) or 509(a)(2) of the Code.

3. To carry out such other charitable, educational and scientific activities as shall support and benefit the Supported Organization in furthering its charitable purposes, including, but not limited to, coordinating the activities of the Supported Organization, its long range planning, fund raising and health education for the betterment of the general health and welfare of the community.

This 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 its being an organization described in Section 170(c)(2) of the Code; or by a nonprivate foundation described in Section 509(a)(3) of the Code.

This Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of tax 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 IV. DISSOLUTION.

In the event of dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation distribute all of the assets of the Corporation to SLHS if SLHS is, at the time of such distribution, an Idaho nonprofit corporation and tax exempt pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In the event SLHS is not an Idaho nonprofit Corporation and tax exempt within the meaning of Section 501(c)(3) of the Code at the time of distribution, the Corporation shall distribute all of its assets to such other charitable, educational or scientific organization or organizations as qualify at the time as exempt from federal income tax under Section 501(c)(3) of the Code, or any successor statute.

## **ARTICLE V. 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 VI. PERSONAL LIABILITY LIMITED.**

The personal liability of the Directors to the Corporation for monetary damages for breach of fiduciary duty as Directors shall be limited to the fullest extent permitted under the Act.

## **ARTICLE VII. INDEMNIFICATION.**

The Corporation shall indemnify its directors and officers, employees and agents from and against all liability and expenses to the full extent permitted by the Act.

## **ARTICLE VIII. AMENDMENT.**

These Articles of Incorporation and the bylaws of the Corporation shall be amended, restated, altered or repealed only by the Board of Directors of this Corporation, subject to the approval and ratification of such amendments, restatements, alterations or repeal by the member.

## **ARTICLE IX. REGISTERED AGENT.**

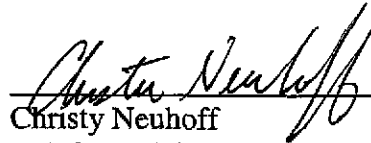
The name and address of the Corporations' registered agent and office is Christine Neuhoﬀ, Esq., 190 East Bannock, Boise, ID 83712.

## **ARTICLE X**

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

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation.

DATED this 28<sup>th</sup> day of September, 2015.

  
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Christy Neuhoff  
Chief Legal Officer