

FILED EFFECTIVE



## ARTICLES OF AMENDMENT (General Business)

To the Secretary of State of the State of Idaho  
Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned  
corporation amends its articles of incorporation as follows:

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SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the corporation is:

MedNow, Inc.

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.

2. The text of each amendment is as follows:

See attached Amended and restated Articles of Incorporation of MedNow, Inc.

3. The date of adoption of the amendment(s) was: July 10, 2009 (date approved by shareholders)

4. Manner of adoption (check one):

- ☐ The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-1-1002, 30-1-1005 and 30-1-1006, Idaho Code, and was, therefore, adopted by the board of directors.
- ☐ None of the corporation's shares have been issued and was, therefore, adopted by the  
☐ incorporator ☐ board of directors.
- ☒ Approval by the shareholders is required and the shareholders duly approved the amendment(s) as required by either Title 30, Idaho Code or by the Articles of Incorporation.

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

Dated: July 27, 2009Signed: Bill BeckTyped Name: Bill BeckCapacity: President and Chief Executive Officer

IDAHO SECRETARY OF STATE  
07/31/2009 05:00  
CK: 4455618 CT: 238483 BH: 1181893  
1 @ 20.00 = 20.00 EXPEDITE C # 2

Amendment  
at  
Revised 11/2004  
Web Form

IDAHO SECRETARY OF STATE  
07/31/2009 05:00  
CK: 4450839 CT: 238483 BH: 1181891  
1 @ 38.00 = 38.00 AMEND PROF # 2

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MEDNOW, INC.**

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, in the capacity indicated below and on behalf of MedNow, Inc. (the "Corporation"), an Idaho business corporation, hereby certifies that the following Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors on June 19, 2008, that the following Amended and Restated Articles of Incorporation were approved by the Corporation's shareholders, whose approval is required, and that the following Amended and Restated Articles of Incorporation replace and supersede the original Articles of Incorporation of the Corporation and all amendments and restatements thereof:

**ARTICLE I**

**Name**

The name of this Corporation is MedNow, Inc.

**ARTICLE II**

**Duration**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III**

**Authorized Shares; Distributions**

The Corporation is authorized to issue twenty (20) shares of no par value common stock. Each share shall have the same rights, privileges, and voting power, and shall be non-assessable. Ownership of the Corporation's authorized capital stock shall be restricted to corporations that have Catholic Health Initiatives, a Colorado nonprofit corporation ("CHI"), as their sole corporate member. At the time of approval of these Amended and Restated Articles of Incorporation, Mercy Medical Center shall have fifteen (15) shares, and Holy Rosary Medical Center shall have five (5) shares. Distributions shall be made in proportion to such methodology as is approved by the Board of Directors.

**ARTICLE IV**

**Purposes and Powers**

**Section 4.1** The Corporation is organized and operated to engage in activities that are consistent with, and that further, the health care mission and purposes of the Corporation's shareholders. In furtherance of, but not in limitation of, the foregoing, the Corporation shall own, operate and conduct a durable medical equipment business, a retail pharmacy, a home infusion therapy business, and shall engage in other activities generally connected with the above activities and consistent with the mission and purposes of the Corporation's shareholders.

**Section 4.2** Nothing contained in this Article shall be construed as limiting the powers conferred upon the Corporation by the Idaho Business Corporation Act or any other provision of Idaho law. The Corporation, in order to carry out its purposes, shall have all the powers set out in such law.

**ARTICLE V**  
**Limitation of Liability**

No director, trustee, or uncompensated officer shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, trustee or officer, provided that this provision shall not eliminate or limit the liability of a director, trustee or officer for any act or omission occurring prior to the date when this provision becomes effective and this provision shall not eliminate or limit the liability of a director, trustee or officer for:

- a. Any breach of the director's or trustee's duty of loyalty to the Corporation or its members;
- b. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c. Any unlawful distribution;
- d. Any transaction from which the director, trustee, or officer derived an improper personal benefit;
- e. Any act or omission in violation of state law regarding conflicts of interest, loans, and guarantees; liability for unlawful distributions; and
- f. Any provision that under the Idaho Business Corporation Act is required or permitted to be set forth in the Bylaws.

**ARTICLE VI**  
**Shareholders**

**Section 6.1** The shareholders of the Corporation shall be (i) Mercy Medical Center, an Idaho nonprofit corporation and (ii) Holy Rosary Medical Center, an Oregon nonprofit corporation (each, a "Shareholder").

**Section 6.2** In addition to the rights and powers granted by the laws of the State of Idaho, the Shareholders shall have such rights and powers with respect to the governance of the Corporation as may from time to time be set forth in the Bylaws of the Corporation.

**ARTICLE VII**  
**Amendment**

No alteration, amendment, repealer, or restatement of these Articles of Incorporation shall be effective without the approval of the Shareholders, in accordance with the Bylaws of the Corporation.

Dated: 7/28, 2009

MEDNOW, INC.

By: Bill Beck  
Printed Name: Bill Beck  
Title: President & CEO