



CERTIFICATE OF DISSOLUTION  
OF

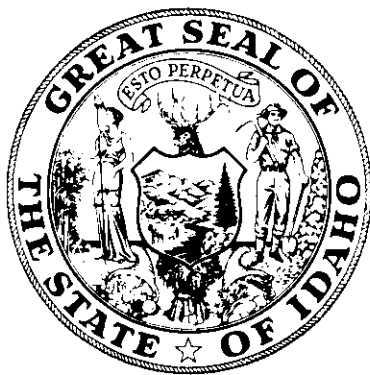
HOLY CROSS HEALTH MANAGEMENT SERVICES CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of HOLY CROSS HEALTH MANAGEMENT SERVICES CORPORATION

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated October 24, 19 88.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

**ARTICLES OF DISSOLUTION**  
**OF**  
**HOLY CROSS HEALTH MANAGEMENT SERVICES CORPORATION**

Pursuant to the provisions of the Idaho Non-Profit Corporation Act and Section 30-1-92 of the Idaho Business Corporation Act, the constituent documents of the corporation the undersigned corporation adopts the following Articles of Dissolution for the purposes of dissolving the corporation.

FIRST: The name of the Corporation is HOLY CROSS HEALTH MANAGEMENT SERVICES CORPORATION and its post office address is 1055 North Curtis Road, Boise, Idaho 83706.

SECOND: The names and pertinent addresses of the last Officers and Directors of the Corporation and their respective offices are as set forth below:

Director and President: Chris J. Anton  
1055 North Curtis Rd.  
Boise, Idaho 83706

Director, Secretary and Treasurer: Vince Kuraitis  
1055 North Curtis Rd.  
Boise, Idaho 83706

Director: Karl Kurtz  
1055 North Curtis Rd.  
Boise, Idaho 83706

THIRD: The Notice requirements of Idaho Code Section 30-1-87 have been satisfied.

FOURTH: All debts, obligations and liabilities of the Corporation have been paid and discharged or adequate provision has otherwise been made therefore.

FIFTH: In accordance with the Articles of Incorporation of the corporation, all the remaining property and assets of the corporation have been distributed to Saint Alphonsus Regional Medical Center, Inc., an Idaho non-profit corporation, a corporation qualifying for exemption under Section 501(c)(3) of the Internal Revenue Code created under the law and directed by the Congregation of the Sisters of the Holy Cross. The applicable address of Saint Alphonsus Regional Medical Center, Inc. is 1055 N. Curtis Road, Boise, Idaho 83706.

SIXTH: Adequate provisions have been made by Saint Alphonsus Regional Medical Center, Inc., as the successor in interest to the Corporation, for the satisfaction of any judgment, order or decree which may be entered against the Corporation in any pending suit.

DEPT. OF STATE  
4 21 PM '88

SEVENTH: The dissolution of the corporation is pursuant to the written consent of the sole voting member of the corporation, Saint Alphonsus Regional Medical Center, Inc., an Idaho non-profit corporation and pursuant to the consent of Holy Cross Health Services Corporation, the corporate member of Saint Alphonsus Regional Medical Center, Inc., in accordance with the exercise of the reserved powers of Holy Cross Health Services Corporation. A duplicate original of the consent of the sole voting member of this corporation is annexed hereto.

EIGHTH: The effective date of this Dissolution shall be September 7, 1988.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation hereby execute these Article of Dissolution in duplicate original.

DATE this 7th day of September, 1988.

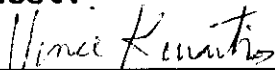
HOLY CROSS HEALTH MANAGEMENT  
SERVICES CORPORATION, an Idaho  
non-profit corporation

By



Chris J. Anton, President

Attest:



Vince Kuraitis, Secretary

Attachments: Resolution and Consent of Corporate Member

STATE OF IDAHO     )  
                              ) ss.  
County of Ada        )

I, Evelyn J. Jenkins, a notary public, do hereby  
certify that on this 11th day of October, 1988,  
personally appeared before me CHRIS J. ANTON and VINCE KURAITIS,  
who being by me first duly sworn, declared that they are the  
President and Secretary of Saint Alphonsus Regional Medical  
Center, Inc., and that the statements therein contained are true.

Evelyn J. Jenkins  
Notary Public of Idaho  
Residing at Boise, Idaho  
My commission expires: 7/92

RESOLUTION AND CONSENT OF CORPORATE MEMBER

AUTHORIZING AND ADOPTING A PLAN

FOR CORPORATE LIQUIDATION

OF

HOLY CROSS HEALTH MANAGEMENT SERVICES CORPORATION

THE UNDERSIGNED, SAINT ALPHONSUS REGIONAL MEDICAL CENTER, INC., an Idaho nonprofit corporation, being the sole "Corporate Member" of HOLY CROSS HEALTH MANAGEMENT SERVICES CORPORATION, an Idaho nonprofit corporation (the "Corporation"), does hereby consent to, adopt and approve in writing, as signified below, in accordance with the provisions of the corporation laws of the State of Idaho, this consent and resolution authorizing and adopting this plan for the complete liquidation and legal dissolution of the Corporation.

WHEREAS, it is in the best interests of Holy Cross Health System Corporation and of its Corporate Member, Saint Alphonsus Regional Medical Center, Inc., that this Corporation be voluntarily liquidated; and

RESOLVED, that the Corporation shall completely liquidate pursuant to the following Plan of Liquidation:

(1) Directors and Officers. The following persons are continued as Directors and Officers of the Corporation in order to effectuate the liquidation:

Chris Anton, Director and President  
Vince Kuraitis, Director, Secretary and Treasurer  
Karl Kurtz. Director

(2) Winding Up. The Corporation is in a status of liquidation and all activities of the Corporation shall be specifically limited to those necessary to dispose of its assets, winding up its affairs, distributing any remaining assets to the Corporate Member and to liquidate the Corporation.

(3) Distribution of Assets. The Officers and Directors are authorized and directed to transfer all Management Agreements to Corporate Member, collect any remaining assets of the Corporation and to transfer the same to the Corporate Member which, as required under the Articles of Incorporation, is an organization exempt under Section 501(c)(3) of the Internal Revenue Code created

under the law and directed by the congregation of the Sisters of the Holy Cross.

(4) Dissolution. The Officers and Directors shall take all appropriate and necessary action required by law or otherwise to dissolve the Corporation under the laws of the State of Idaho. The signature of the Corporate Member hereunder specifically constitutes authority under Idaho Code §30-1-83 to dissolve the Corporation.

(5) Authority of Officers and Directors. The Directors and Officers of the Corporation shall have the authority and are hereby directed to carry out and consummate this liquidation including authority: (a) to do, on behalf of the Corporation, all acts required to be done by the Corporation as necessary or expedient to liquidate the same; and (b) to adopt all resolutions, execute all documents, file all papers and take all other action deemed necessary or appropriate to effect the dissolution of the Corporation and the complete liquidation of its business, assets and affairs.

(6) Adoption. The consent of the Corporate Member was given at a regular meeting of its Board of Trustees held on July 15, 1988, at which a quorum was present and where that such consent received at least a majority of the votes entitled to be cast. The consent of Holy Cross Health System Corporation, an Indiana nonprofit corporation, exercising its reserved powers as the corporate and voting member of Saint Alphonsus Regional Medical Center, Inc. was given on September 7, 1988 at a meeting of its Board of Trustees held and duly adopted in accordance with its constituent documents.

DATED effective the 7th day of September, 1988

SAINT ALPHONSUS REGIONAL MEDICAL  
CENTER, INC., an Idaho nonprofit  
corporation

By: 

CHRIS J. ANTON, President

Attest: 

Vince Kuraitis, Secretary