



**Department of State.**

**CERTIFICATE OF AMENDMENT  
OF**

ST. LUKE'S HOSPITAL AUXILIARY, INC.

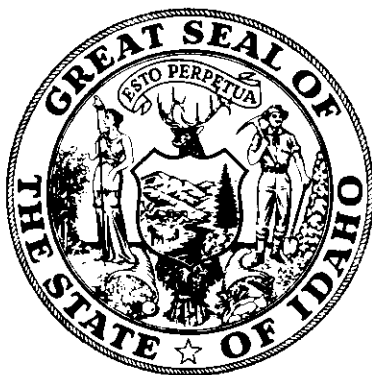
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

ST. LUKE'S REGIONAL MEDICAL CENTER AUXILIARY, INC.

duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated June 14, 19 82



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

JUN 14 9 04 AM '82  
SECRETARY OF STATE

ST. LUKE'S REGIONAL MEDICAL CENTER AUXILIARY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, President and Secretary of St. Luke's Regional Medical Center Auxiliary, Inc., a nonprofit corporation, do hereby certify, pursuant to Idaho Code section 30-327, that at a properly called meeting of the members of said corporation held May 20, 1981, at which a quorum was present, the following Amended and Restated Articles of Incorporation, which amend and supersede the prior Articles of Incorporation in their entirety, were adopted by at least a majority of said members, and the President and Secretary were authorized and directed to sign, acknowledge and file any and all documents and to do all things required by law to carry into effect the Amended and Restated Articles of Incorporation.

AND WE DO HEREBY CERTIFY that the following are the Amended and Restated Articles of Incorporation of St. Luke's Regional Medical Center Auxiliary, Inc.

I.

The name of this corporation shall be St. Luke's Regional Medical Center Auxiliary, Inc. This is a nonprofit corporation.

II.

The term for which this corporation shall exist shall be perpetual.

III.

The corporation is not formed for pecuniary profit or financial gain. The objects and purposes for which this corporation is formed shall be and are exclusively charitable, scientific and educational as those terms are used in section 501(c)(3), Internal Revenue Code, such objects and purposes being:

(1) To associate together persons interested in advancing and promoting the interests of St. Luke's Regional Medical Center, Ltd., Boise, Idaho, and the patients thereof, and to foster just pride in the personnel and membership of this association and to promote and sponsor activities and programs beneficial to St. Luke's Regional Medical Center, Ltd., and its patients.

(2) To receive and maintain a fund or funds of cash monies, or other things of value, tangible or intangible, including, but not limited to, real and personal property, and, subject to the restrictions and limitations hereinafter set forth, to manage, use and apply the same, including the whole or any part of the income therefrom and the principal thereof, for charitable, scientific and educational purposes, by contributing, applying or expending funds or assets exclusively in the interest and furtherance of bona fide charitable hospital service and care at St. Luke's Regional Medical Center, Ltd., at Boise, Idaho, or any successor thereto, this clause to be construed to include the application and use of such funds for the benefit of said hospital as the proper and permitted purpose of this corporation; and thereby and in all events advancing the quality of health care available in the said region, and furthering the general welfare of said area by the delivery and development of high quality hospital care and service, by applying such funds for the benefit of said hospital in developing and maintaining facilities devoted to the care and treatment of sick, disabled and other appropriate persons, in conducting research, and also in serving the surrounding region by providing all patients admitted to the hospital or there treated or provided for with care in keeping with the highest medical and scientific standards reasonably possible.

(3) To hold title, legal or equitable, to property of any nature either in trust or for itself for carrying out of any purpose incidental to its corporate purposes, and to sell or encumber any such property, real or personal.

(4) Consistent with or in furtherance of any of its corporate purposes, to solicit, receive and expend the proceeds of municipal, federal, state or other grants, loans and funds of every kind, charitable gifts and contributions, and devises and bequests.

(5) To enter into such contracts, to make commitments and to incur such obligations as are consistent with its powers, objects and purposes; provided, the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be jointly or severally liable or responsible for any debts or liabilities of the corporation on account of such status or conduct incidental to or required by such office, role or status.

(6) It is intended that this corporation shall qualify as a charitable, scientific and educational corporation, exempt from taxation, and particularly federal income taxation, under section 501(c)(3), Internal Revenue Code of 1954, and any amendments thereto, and these Articles shall be so construed in the event of ambiguity or inconsistency.

(7) All the properties and assets of this corporation shall be and are irrevocably dedicated to charitable, scientific and educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of this corporation, except as such member may be a corporation organized and operated exclusively for charitable, scientific or educational purposes, the principal functions of which are the providing of hospital or medical care or medical research and which is exempt from taxation, and particularly the federal income tax pursuant to said section 501(c)(3) of the Internal Revenue Code of 1954. No substantial part of the activities of this corporation shall be 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 any candidate for public office. Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or to an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

(8) In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the enumerated corporate purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes which shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine.

(9) The foregoing clauses shall be construed as purposes, objects and powers, and the enumeration of specific purposes, objects and powers shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all things necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objects hereinabove enumerated, or incidental to its purposes and objects, and which are permitted under the controlling laws under which this corporation is organized and/or functions, to the same extent and as fully as a natural person might or could do; provided, this corporation shall not have the power to conduct, and shall not conduct, activities which are not in furtherance of charitable, scientific or educational purposes as contemplated by section 501(c)(3) of the Internal Revenue Code of 1954.

(10) Notwithstanding anything to the contrary above, this corporation is organized and is to be operated exclusively for the benefit of St. Luke's Regional Medical Center, Ltd., located in Boise, Idaho, or any charitable successor organization thereof, and shall be operated, supervised and controlled by said hospital. In addition, the corporation shall not engage in activities which are not in furtherance of its purpose of benefiting said hospital.

IV.

The governing body of this corporation, which shall manage and conduct its affairs, shall be a Board of Directors of not less than ten (10) persons, the exact number of persons to serve on such Board and the manner of selection to be specified by the Bylaws.

V.

The Board of Directors may meet and transact the business of the corporation either at the principal place of business or at such other place as it may designate by resolution.

VI.

The Bylaws of this corporation may be repealed, amended and altered or new Bylaws may be adopted at any annual meeting, or at any special meeting of the members called for that purpose, by a vote representing not less than a majority of the members, or by written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, of a majority of the members, which written consent may be in more than one instrument.

VII.

This corporation shall not issue any capital stock but shall issue membership certificates to each member hereof, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the association, except by resolution of the Board of Directors and under such regulations as the Bylaws may prescribe. The rights and interests of all members shall be equal and no member can have or acquire a greater interest therein than any other member.

IN WITNESS WHEREOF, the foregoing Amended and Restated Articles of Incorporation of ST. LUKE'S REGIONAL MEDICAL CENTER AUXILIARY, INC., in triplicate original, are hereby adopted this 21 day of October, 1981.

Sidney M. Duncan  
Alice Walters, Secretary

STATE OF IDAHO     )  
                              ) ss.  
County of Ada     )

being first duly sworn, depose and say: Sidney M K Duncan and Alice Walters

They are the President and Secretary, respectively, of ST. LUKE'S REGIONAL MEDICAL CENTER AUXILIARY, INC., an Idaho corporation, and are the persons who executed the above and foregoing Amended and Restated Articles of Incorporation of ST. LUKE'S HOSPITAL REGIONAL MEDICAL CENTER AUXILIARY, INC., and that the facts set forth in said Amended and Restated Articles of Incorporation are true and correct.

Sidney M K Duncan  
Alice Walters

SUBSCRIBED AND SWORN to before me this 21st day of October, 1981.

Nanda J. Priester  
NOTARY PUBLIC for Idaho  
Residing at Boise, Idaho