

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

SAINT ALPHONSUS HOSPITAL, 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 \_\_\_\_\_  
SAINT ALPHONSUS HOSPITAL, 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.

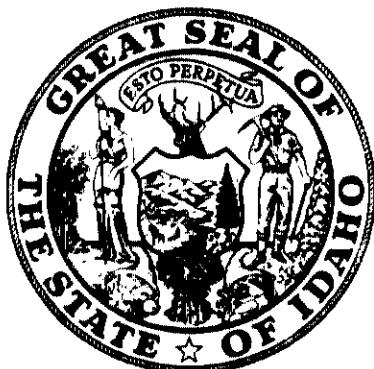
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated \_\_\_\_\_, July 20, 19 79.



SECRETARY OF STATE

Corporation Clerk



SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

FILED

OF

Jul 20 11 54 AM '79

SAINT ALPHONSUS HOSPITAL, INC.

The undersigned, being natural persons of lawful age, and being the Corporate Members of Saint Alphonsus Hospital, Inc., met pursuant to Notice published in St. Joseph County, Indiana, at least once a week for four consecutive weeks prior to the 6th day of June, 1979, and adopted the following Second Amended and Restated Articles of Incorporation of Saint Alphonsus Hospital, Inc., amending Article VI to redefine the Corporate Member, Article VIII to enumerate the powers of the redefined Corporate Member, and Article XII to limit any property right of such redefined Corporate Member.

ARTICLE I

Corporation

Name. The name of this corporation shall be SAINT ALPHONSUS HOSPITAL, INC., Boise, Idaho.

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

- (1) To establish, maintain and/or operate a hospital or hospitals for the care and treatment of sick, injured or disabled persons without regard to creed, color or nationality;
- (2) To carry on educational activities in connection with or related to the care and treatment of the sick and disabled and the promotion of good health;
- (3) To promote and carry on scientific research in connection with or related to the care and treatment of sick and disabled and the development and advancement of medicine and hospitalization;
- (4) To construct, lease, own, sell, mortgage and otherwise deal with buildings useful or incidental to any of the foregoing purposes, including the land on which such buildings shall or may be located;
- (5) To engage in such other purely charitable and educational activities as are incidental and related to the foregoing purposes;
- (6) To obtain funds by solicitation or otherwise for the establishment and maintenance of hospitals and for the support of the Corporation in carrying out the foregoing purposes;
- (7) In the delivery of health care and in the operation of its

hospital facilities, as well as in the discharge of related functions, the Corporation shall adhere to the applicable doctrines, philosophy, rules and regulations of the Holy Roman Catholic Church and the Congregation of the Sisters of the Holy Cross.

### ARTICLE III

#### Duration

The period during which it is to continue as a corporation is perpetual.

### ARTICLE IV

#### Location

The location and the Post Office address of the registered office of the corporation is Saint Alphonsus Hospital, Inc., 1055 North Curtis, Boise, Idaho 83705.

### ARTICLE V

#### Seal

This Corporation shall have a corporate seal consisting of a circular disk with the words "SAINT ALPHONSUS HOSPITAL, INC.," on the outer circle and a cross in the center.

### ARTICLE VI

#### Member

Membership. The persons comprising the membership of the Corporation shall be known as HOLY CROSS HEALTH SYSTEM CORPORATION, a corporation organized and existing under the laws of the State of Indiana, referred to herein as the Corporate Member. There shall be but one class of membership which shall be the Holy Cross Health System Corporation.

### ARTICLE VII

#### Power of Membership

Section 1. The Corporate Member shall be qualified and empowered through its Board of Directors to determine any issue properly coming before the Corporate Member. The following actions can be authorized only by the Corporate Member:

- (a) The approval of borrowing of money for capital needs of the corporation;
- (b) The purchase, sale, lease, disposition, hypothecation of real property by the corporation;
- (c) Appointment of fiscal auditors;

- (d) Appointment of fiscal auditors;
- (e) Appointment of Chief Executive Officer of the Hospital after consultation with the Board of Trustees;
- (f) Adoption and amendment of By-laws of the Corporation;
- (g) Amendment and restatement of the Articles of Incorporation;
- (h) The dissolution, liquidation, winding up or abandonment of the corporation.

The Corporate Member shall act upon and determine all other matters reserved for members by Idaho statute.

Section 2. Delegation of Authority. With the exception of the powers enumerated in Section 1, the Corporate Member delegates total authority and responsibility to a Board of Trustees for the operation of Saint Alphonsus Hospital, Inc. in accordance with the Congregation's Policies for Corporate Organization promulgated by the Sisters of the Holy Cross.

## ARTICLE VIII

### Stock

Section 1. This corporation shall not have any shares of stock or certificates of beneficial interest and shall not issue any shares or beneficial certificates.

## ARTICLE IX

### Board of Trustees

#### Section 1. Powers of the Board of Trustees.

(a) The Corporate Member shall elect a Board of Trustees to manage, regulate, govern and conduct the affairs and business of Saint Alphonsus Hospital directly and through its officers and committees in accordance with the Congregation's Policies for Corporate Organization, and to exercise any and all powers of the Corporation not prohibited by law and not reserved to the Corporate Member as described in Article VII hereof.

(b) Authority of the Board of Trustees shall include responsibility for maintaining accreditation requirements, responsibility for the appointment and organization of a medical and dental staff; approval of such By-Laws of the medical and dental staff as may be desirable for the operation of the Hospital. The Board of Trustees shall also have the power and authority to do and perform all acts and functions not inconsistent with these Articles or any actions taken by the Corporate Member.

#### ARTICLE X

##### Membership of the Board of Trustees

Section 1. The Board of Trustees referred to hereinafter as Trustees, shall consist of an even number at all times of at least twelve or not more than eighteen members, one of whom shall be the Chief Executive Officer of the Hospital and one of whom shall be selected from the active medical staff of the Hospital. The method of selection of Trustees and government of the activities of the Trustees shall be as provided in the By-laws.

#### ARTICLE XI

##### Provisions for Regulation and Conduct of The Affairs of the Corporation

###### Section 1. Indemnification of Trustees, Officers and Employees.

The Corporation shall indemnify any Trustee, officer or employee or former Trustee, officer or employee of the Corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of having been a Trustee, officer or employee, EXCEPT in relation to matters as to which he or she shall be adjudged to be liable for his or her own negligence or misconduct in the performance of such duty. The Corporation may also reimburse any Trustee, officer or employee the

reasonable costs of settlement of any such action, suit or proceedings if it shall be found by a majority of the disinterested members of the Corporation or of the Board of Trustees that it was in the best interest of the Corporation that such settlement be made and that such Trustee, officer or employee was not guilty of negligence or misconduct.

Section 2. Compensation of Employees. In order to carry out the purposes and activities of the Corporation, such individuals as are deemed necessary may be employed, and each such individual may be paid such compensation for his or her services actually rendered in the course of such employment as may be fixed in the manner provided by the Board of Trustees of the Corporation. No individual shall be precluded from taking such employment or compensation by reason of the fact that he or she is a member, Trustee or officer of the Corporation.

Section 3. Powers. Except as otherwise limited by the provisions of the Articles and the provisions of Chapter 11, Title 30, Idaho Code, as the same now exists or may hereafter be amended, the Corporation shall have, exercise and enjoy all of the general rights, privileges and powers granted to corporations by the provisions of Section 30-114, Idaho Code, as the same now exists or may hereafter be amended.

Section 4. Dissolution. The Corporation is organized exclusively for charitable, scientific, education and religious purposes as a non-profit Corporation, and its activities shall be conducted for the foregoing purposes in such manner that no part of its net earnings will inure to the benefit of any member, Director, Officer, or individual. The Corporation shall not engage in carrying on propaganda, nor attempt in any manner to influence legislation. If the Corporation shall be liquidated or dissolved, its property shall not inure to the benefit of any private person, but if it is then possible under the laws then applicable, all the money, property and proceeds of property and

dividends on liquidation, distribution or abandonment of the Corporation shall go to and be disbursed by the Congregation of the Sisters of the Holy Cross, if, at such time, said Congregation is still a non-profit, charitable organization, or to a religious, charitable or benevolent institution created under the law and directed by said Congregation of the Sisters of the Holy Cross and which qualifies for exemption under Section 501 (c) (3) of the Internal Revenue Code, to be used solely for acknowledged charitable purposes.

#### ARTICLE XII

Section 1. Neither the member of the Corporation, nor any Director, Trustee or Officer, shall have any property rights in the Corporation of any of its property. The Member shall not be subject to nor liable for dues or assessments.

IN WITNESS WHEREOF, The parties hereto have hereunto set their hands and seals this 6th day of June, 1979.

Sister Kathleen Anne Nelligan, C.S.C.  
Sister Kathleen Anne Nelligan, C.S.C.  
President

Sister Olivia Marie Hutcheson  
Sister Olivia Marie (Hutcheson), C.S.C.

Sister Mary Jane Honan, C.S.C.  
Sister Mary Jane Honan, C.S.C.

Sister M. Francis Bernard (O'Connor), csc  
Sister M. Francis Bernard (O'Connor), C.S.C.

Sister M. Bertrand (Sullivan), csc  
Sister M. Bertrand (Sullivan), C.S.C.  
Secretary

Sister M. Rose Anne (Schultz), csc  
Sister M. Rose Anne (Schultz), C.S.C.

Sister Patricia Mulvaney, CSC  
Sister Patricia Mulvaney, C.S.C.

Sister M. Jean Louise Forkin), csc  
Sister M. Jean Louise (Forkin), C.S.C.

STATE OF INDIANA,      )  
                            )  
                            ) ss  
County of St. Joseph    )

SISTER KATHLEEN ANNE NELLIGAN, C.S.C. being first  
on oath duly sworn, deposes and says:

That she was the presiding officer of the meeting  
of Members of Saint Alphonsus Hospital, Inc. at which time  
the unanimous vote of the membership approved the Amendment  
of the Amended and Restated Articles of Incorporation of  
Saint Alphonsus Hospital, Inc;

That Notice of Time and Place and Purpose of said  
meeting was published at least once a week for four  
consecutive weeks in a newspaper published in St. Joseph's  
County, Indiana, in which County said meeting was held,  
which Notice designated the regular meeting at which time  
members intended to vote on the purpose of adopting the  
Amendments to the Amended and Restated Articles of  
Incorporation and stated the manner in which it was intended  
to amend the Articles of Incorporation of Saint Alphonsus  
Hospital, Inc.

Further deponent saith not.

Sister Kathleen Anne Nelligan c.s.c.  
Sister Kathleen Anne Nelligan, C.S.C.

SUBSCRIBED AND SWORN To before me this 6<sup>th</sup> day of June , 1979.

Helen Dwyer  
Notary Public for Indiana  
Residence: Notre Dame, Indiana  
My commission expires Jan 8, 1982.