

**Amended and Restated Articles of Incorporation**  
**Saint Alphonsus Regional Medical Center, Inc.**  
An Idaho Nonprofit Corporation

APR - 1 PM 3: 53  
SECRETARY OF STATE  
STATE OF IDAHO

1. The present name of the Corporation is Saint Alphonsus Regional Medical Center, Inc., which was incorporated on December 23, 1958.
2. These Amended and Restated Articles of Incorporation integrate and amend the previous Articles of Incorporation pursuant to the provisions of Title 30, Chapter 3, Idaho Code.
3. The undersigned nonprofit corporation amends and restates its Articles of Incorporation as follows:

**Article I**

Name

The name of the Corporation is Saint Alphonsus Regional Medical Center, Inc.

**Article II**

Purposes

The purposes for which the Corporation is organized are:

- A. To further any and all charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or comparable provisions of subsequent legislation (the "Code");
- B. To carry out the purposes of Trinity Health Oregon-Idaho, Inc., an Idaho nonprofit corporation, or its successor (the "Corporate Member"), which is the member of the Corporation, and to further the apostolate of Catholic Health Ministries on behalf of and as an integral part of the Roman Catholic Church in the United States;
- C. To engage in the delivery of and to carry on, sponsor or participate in, directly or through one or more affiliates, any activities related to the delivery of health care and health care related services of every kind, nature and description which, in the opinion of the Trustees of the Corporation, are appropriate in carrying out the purposes of the Corporation and the Corporate Member and the health care mission of Catholic Health Ministries. The Corporation shall take all such actions as may be necessary or desirable to accomplish the foregoing purpose within the restrictions and limitations of these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation or applicable law, including, without limitation, promoting and carrying on scientific research and educational

activities related to the care of the sick and promotion of health, and establishing, maintaining, owning, managing, operating, transferring, conveying, supporting, assisting and acquiring institutions, facilities and programs, directly or through one or more affiliates, including, but not limited to, hospitals and clinics, which shall provide diagnosis and treatment to inpatients and outpatients and shall provide such support services as, but not limited to, extended care, shared services, pastoral care, home care, long-term care, care of the elderly and the handicapped, care of the economically needy, child care, social services, mental health and substance abuse services;

- D. To acquire, establish, construct, develop, operate and maintain long-term care, home for the aged and other similar facilities, including skilled nursing facilities, and to initiate, sponsor and carry out programs for the elderly;
- E. To coordinate and oversee the activities of subsidiaries and affiliates;
- F. To acquire, purchase, own, loan and borrow, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease and rent all real and personal property of every kind and nature, which may be necessary or incidental to the accomplishment of any and all of the above purposes;
- G. To accept, receive and hold, in trust or otherwise, all contributions, legacies, bequests, gifts and benefactions which may be left, made or given to the Corporation, or its predecessor or constituent corporations, by any person, persons or organizations;
- H. To provide benefit to Trinity Health Corporation, the parent corporation of the Corporate Member, in conformity with the purposes of the Corporation;
- I. To take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation and applicable law, provided that no substantial part of the activities of the Corporation shall be to carry out propaganda, or to otherwise attempt to influence legislation; and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office (by the publishing or distribution of statements or otherwise), in violation of any provisions applicable to corporations exempt from taxation under Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended;
- J. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth herein;

K. Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by:

- (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code;
- (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; or
- (iii) a corporation described in Section 509(a)(3) of the Code (or, if the Corporation is so classified, Section 509(a)(1) or 509(a)(2) of the Code).

### **Article III**

#### **Catholic Identity**

The activities of the Corporation shall be carried out in a manner consistent with "The Founding Principles of Catholic Health Ministries and Trinity Health" or a successor document which sets forth the principles, describing how the Apostolic and Charitable Works of Catholic Health Ministries are to be carried out; the teachings of the Roman Catholic Church; other directives promulgated from time to time by Catholic Health Ministries and the values and principles inherent in the medical-moral teachings of the Church (such as the Ethical and Religious Directives for Catholic Health Care Services) as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization) and as interpreted by the local Ordinary, as amended from time to time.

### **Article IV**

#### **Organization**

The Corporation is organized on a nonstock basis as a membership corporation. The Corporation's member is Trinity Health Oregon-Idaho, Inc., an Idaho nonprofit corporation.

### **Article V**

#### **Registered Office and Resident Agent**

The address of the Corporation's registered office is 1055 North Curtis Road, Boise, Idaho 83706. The name of the resident agent of the Corporation is Sally Jeffcoat. The address of the Corporation's registered office and/or name of the Corporation's resident agent may be changed from time to time by the Board of Trustees of the Corporation.

## Article VI

### Corporate Member Action

The following matters are reserved to the Corporate Member:

- (i) Approve changes to the Corporation's vision statement;
- (ii) Appoint and remove members of the Corporation's Board of Trustees;
- (iii) Approve capital and operating budgets;
- (iv) Approve capital expenditures, as specified by then-existing policies;
- (v) Approve the Corporation's participation in managed care contracts and arrangements, as specified by then-existing policies;
- (vi) Approve the Corporation's entry into leases and contracts, as specified by then-existing policies;
- (vii) Approve management policies and procedures, as specified by then-existing policies;
- (viii) Appoint and/or remove the Corporation's Chief Executive Officer; and
- (ix) All other matters reserved to members of nonprofit corporations by the laws of Idaho or as reserved in these Amended and Restated Articles of Incorporation or Bylaws of the Corporation.

## Article VII

### Reserved Power of Trinity Health Corporation

Trinity Health Corporation, a corporate member of the Corporate Member, shall have the following reserved power with respect to the Corporation:

In recognition of the benefits accruing to the Corporation from Trinity Health Corporation, Trinity Health Corporation shall have the power to transfer assets, or to require the Corporation to transfer assets, to Trinity Health Corporation or an entity controlled by, controlling or under common control with Trinity Health Corporation, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish the goals and objectives of the Corporate Member or Trinity Health Corporation. The Corporation shall not be required to violate its corporate or charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by the Corporate Member or Trinity Health Corporation pursuant to this provision.

## Article VIII

### Dissolution

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after satisfaction of all of its obligations will be distributed to a qualifying entity, exempt from federal taxation under Section 501(c)(3) of the Code as directed the Corporate Member, taking into account the requirements of civil law.

## Article IX

### Bylaws

Except as otherwise provided in these Amended and Restated Articles of Incorporation, provisions for the membership, terms of office, manner of election and removal, time and place of meetings and powers and duties of the Board of Trustees of the Corporation shall be governed by the Bylaws of the Corporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were duly adopted on the 16<sup>th</sup> day of March, 2010, pursuant to the provisions of Title 30, Chapter 3, Idaho Code. These Amended and Restated Articles of Incorporation consist of matters other than those described in section 30-3-90, Idaho Code, and were therefore adopted by the Corporation's sole Corporate Member. These Amended and Restated Articles of Incorporation supersede the Corporation's original Articles of Incorporation and all previous amendments thereto.


Signed this 1<sup>st</sup> day of April, 2010



By: Sally E. Jeffcoat  
Its: President & CEO

## CONSENT TO SERVE AS REGISTERED AGENT

Having been named as Registered Agent of Saint Alphonsus Regional Medical Center, Inc., the undersigned hereby consents to serve as Registered Agent and agrees to act in this capacity.

  
Sally Jeffcoat

Date: April 1, 2010