

FILED EFFECTIVE

**ARTICLES OF RESTATEMENT
OF
SJRMC, INC.**

2017 JUN 22 AM 10:40

**SECRETARY OF STATE
STATE OF IDAHO**

TO THE SECRETARY OF STATE OF THE STATE OF IDAHO: Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned nonprofit corporation amends and restates its Articles of Incorporation as follows:

1. *The name of the corporation is SJRMC, INC. f/k/a ST. JOSEPH REGIONAL MEDICAL CENTER, INC.*
2. *This Restatement of the Articles constitutes an amendment of the Articles Requiring the approval of the sole member of the corporation.*
3. *The text of the Restated Articles of Incorporation follows:*

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

**ARTICLE I
GENERAL**

- 1.1 **Name.** The name of the corporation is SJRMC, Inc. ("Corporation").
- 1.2 **Definitions.** Capitalized words and phrases not otherwise defined herein shall have the meanings ascribed thereto in the Bylaws of the Corporation.

**ARTICLE II
STATEMENT OF PHILOSOPHY AND PURPOSES**

- 2.1 **Philosophy.** The philosophy of the Corporation is that of Ascension Sponsor as articulated and promoted through statements of mission, vision and values of the Corporation in accordance with the official teachings of the Roman Catholic Church and the *Ethical and Religious Directives for Catholic Health Care Services* as approved, from time to time, by the United States Conference of Catholic Bishops and as implemented by the local ordinary.
- 2.2 **Statement of Role and Purposes.** The Corporation will have a role statement that specifies the purposes it will serve and the manner in which the philosophy, mission and core values of Ascension Healthcare and Ascension will be carried out in the region served by the Corporation. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes,

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the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Healthcare and Ascension and the Corporation's purposes shall include the following:

- 2.2.1** Serve as a clinically integrated system of care;
- 2.2.2** Serve as an integral part of the Roman Catholic Church and carry out its mission in support of or in furtherance of the charitable purposes of the organizations described in this Article;
- 2.2.3** Further the philosophy and mission of Ascension Healthcare of healing and service the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries which are now, or may hereafter be established by Ascension Healthcare, or sponsored by Ascension Sponsor and which are in furtherance of or in support of the charitable purposes of the organizations described in this Article;
- 2.2.4** Raise funds for any or all of the organizations described in this Article from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in furtherance of the charitable purposes of such organizations;
- 2.2.5** Acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of organizations described in this Article;
- 2.2.6** Contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Article;
- 2.2.7** Engage in any lawful activities within the purposes for which a corporation may be organized under the Idaho Nonprofit Corporation Act (the "Act"), as it may be amended from time to time, which are in furtherance of or in support of the charitable purposes of the organizations described in this Article;
- 2.2.8** Serve as the controlling entity of subsidiary organizations that conduct health related and other activities, and limit the powers, duties and responsibilities of the governing bodies of such subsidiary organizations, all in accordance with System Policy;
- 2.2.9** Support institutions sponsored by Ascension Sponsor, both within and without the State, and cooperate with other System institutions.
- 2.2.10** Promote cooperation and exchange of knowledge and experience among the various apostolates of Ascension Sponsor within the health care mission; and
- 2.2.11** Otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:

- (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons unless allowed by Section 501(c)(3) of the Code and the Act except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- (ii) No substantial part of the activities of the 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 or in opposition to any candidate for public office.
- (iii) Notwithstanding any other provisions of the Corporation's Articles of Incorporation or Bylaws, the Corporation shall only operate for charitable purposes, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

DURATION

- 3.1 **Period of Existence.** The period during which the Corporation shall continue is perpetual.

ARTICLE IV

REGISTERED AGENT

- 4.1 **Registered Agent.** The name and address of the Corporation's registered agent for Service of process is Corporation Service Company, 12550 W. Explorer Drive, Suite 100, Ada County, Boise, ID 83713.

ARTICLE V

MEMBERSHIP

- 5.1 **Members.** The Corporation shall have a sole member, Ascension Health d/b/a Ascension Healthcare, a Missouri nonprofit corporation, having its registered office at 4600 Edmundson Road, St. Louis, Missouri 63134.

ARTICLE VI
PROVISIONS FOR REGULATION AND
CONDUCT OF THE AFFAIRS OF CORPORATION

- 6.1 Bylaws.** The Bylaws of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with applicable law of the State of Idaho.
- 6.2 Disposition of Assets Upon Dissolution.** Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board (subject to the prior approval of Ascension Health) and in accordance with the following:
- 6.2.1** The paying, or the making of provision, of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.
- 6.2.2** Subject to compliance with the dissolution principles of Ascension Health, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to Ascension Health or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by Ascension.
- 6.2.3** Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

[End of Amended and Restated Articles]

IDAHO SECRETARY OF STATE

06/20/2017 05:00

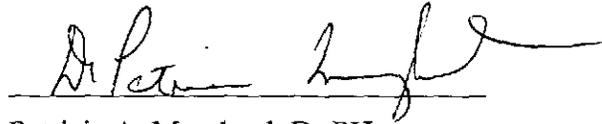
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4. *Date and Manner of Adoption: On June 8, 2017, Ascension Health, as the sole member of the Corporation, approved and adopted the foregoing amendment. On June 8, 2017, the foregoing amendment was approved and adopted by the Board of Directors of the Corporation.*

Members entitled to vote 1 Members for amendment 1 Members Against 0

IN WITNESS WHEREOF, the undersigned Corporation has caused these Articles of Restatement to be executed in its name by its President and Chief Executive Officer, Patricia A. Maryland, this 8th day of June, 2017.

SJRMC, INC.

A handwritten signature in black ink, appearing to read "Dr. Patricia Maryland", is written over a horizontal line.

Patricia A. Maryland, Dr.PH