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SECRETARY OF STATE  
STATE OF IDAHO

**RESTATED ARTICLES OF INCORPORATION  
OF  
ST. BENEDICTS FAMILY MEDICAL CENTER, INC.**

[A Tax-exempt Idaho Nonprofit Corporation]

1. The name of the Corporation is St. Benedicts Family Medical Center, Inc., which was incorporated on October 21, 1957, as St. Benedicts Hospital, Inc.

2. These Restated Articles of Incorporation supersede and amend the previous Articles of Incorporation and all amendments thereto and are executed pursuant to the provisions of The Idaho Nonprofit Corporation Act (the "Act"), as amended.

3. The text of the Restated Articles of Incorporation is as follows:

**ARTICLE 1  
NAME**

The name of the Corporation shall be St. Luke's Jerome, Ltd.

**ARTICLE 2  
PURPOSES**

The purposes for which the Corporation was formed include, but shall not be limited to:

1. Operating facilities and providing services and programs for the accommodation, care and treatment of individuals suffering from illness, injury, disease, disability or infirmity, including but not limited to hospitals, ambulatory medical treatment facilities, clinics, home health programs, hospice programs, pharmacies, laboratories, and training and research facilities;

2. Coordinating activities of organizations of which this Corporation is the member as those organizations pursue their charitable, educational, benevolent, and other purposes related to health care, health education and training, health facilities, scientific research and health management;

3. Operating exclusively for the benefit of and to carry out some or all of the purposes of organizations described in Section 509(a)(1) or (a)(2) of the Internal Revenue Code of 1986, as amended, or any subsequent Internal Revenue law (the "Code"); and

4. Conducting any other activities permitted by the Act which will enhance the health and social welfare of the communities served by the Corporation.

**ARTICLE 3  
POWERS**

Subject to the express purposes set forth above and to the reserved powers of St. Luke's Health System, Ltd. and St. Luke's Magic Valley Regional Medical Center, Ltd., which reserved powers are set forth in the Bylaws of the Corporation, the Corporation shall have the power to engage in, and to do, any lawful activity which is consistent with the purposes set forth in Article 2.

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#### **ARTICLE 4 EARNINGS**

The Corporation is organized and shall be operated exclusively for charitable, educational, religious and scientific purposes within the meaning of Section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director, or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

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 publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of the Articles of Incorporation or Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Treasury Regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

#### **ARTICLE 5 DURATION**

The duration of the Corporation shall be perpetual.

#### **ARTICLE 6 ADDRESS AND AGENT**

The address of the principal office of the Corporation is 709 North Lincoln, Jerome, Idaho 83338. The location of the registered office of the Corporation shall be 801 Pole Line Road West, Twin Falls, Idaho 83301. Registered agent shall be CEO, St. Luke's Magic Valley Regional Medical Center, Ltd., 801 Pole Line Road West, Twin Falls, Idaho 83301. James L. Angle

#### **ARTICLE 7 MEMBER**

The Corporation shall have one Member, which shall be St. Luke's Magic Valley Regional Medical Center, Ltd., a tax-exempt Idaho nonprofit corporation, having its principal office at 801 Pole Line Road West, Twin Falls, Idaho 83301 ("Member"). The Member shall have such rights as are specified in the Corporation's Bylaws.

#### **ARTICLE 8 EFFECTIVE DATE**

These Restated Articles of Incorporation are effective as of October 1, 2011.

## **ARTICLE 9 DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors which shall consist of no fewer than nine (9) people and not more than twenty-one (21) Directors. The Board of Directors shall be appointed in the manner provided in the Corporation's Bylaws. The initial Board of Directors shall be appointed for staggered terms and thereafter, the Board of Directors shall be self-perpetuating.

## **ARTICLE 10 PERSONAL LIABILITY**

Members, officers and Directors of the Corporation shall have no personal liability for the obligations of the Corporation.

## **ARTICLE 11 CAPITAL STOCK**

The Corporation shall not have capital stock.

## **ARTICLE 12 DISSOLUTION**

Upon dissolution of the Corporation implemented by the Member pursuant to its Bylaws, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, as determined by a two-thirds (2/3) supermajority of the Board of Directors, to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes which are, at the time, exempt organization(s) under Section 501(c)(3) of the Code, and contributions to which are deductible under Section 170(c)(2) of the Code.

## **ARTICLE 13 RESERVED POWERS**

Certain powers and rights are reserved to St. Luke's Health System, Ltd. and St. Luke's Magic Valley Regional Medical Center, Ltd., each an Idaho nonprofit corporation. These reserved powers are set forth in the Bylaws of the Corporation.

ST. LUKE'S MAGIC VALLEY  
REGIONAL MEDICAL CENTER, LTD.

  
By: Mark W. Wright, DDS  
Its: Secretary

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ST. BENEDICTS FAMILY MEDICAL CENTER, INC.**

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I, the undersigned Assistant Secretary of St. Luke's Health System, Ltd. an Idaho nonprofit corporation, do hereby certify that the Restated Articles of Incorporation as set forth below were duly approved by St. Luke's Magic Valley Regional Medical Center, Ltd. on September 19, 2011, subject to approval by St. Luke's Health System, Ltd., which approval was given on September 27, 2011, pursuant to powers reserved to them in the Restated Bylaws of St. Benedicts Family Medical Center, Inc., an Idaho nonprofit corporation subject to the Title 30, Chapter 3 of the Idaho Code.

The Restated Articles attached hereto supersede the original Articles of Incorporation and all previous amendments thereto and have been approved by all persons whose approval is required pursuant to Idaho Code § 30-3-99, all in accordance with Idaho Code § 30-3-94. The effective date of such Restated Articles of Incorporation of St. Benedicts Family Medical Center, Inc. shall be October 1, 2011.

DATED September 27, 2011

**ST. LUKE'S HEALTH SYSTEM, LTD.**

  
By: Dana Murphy  
Its: Assistant Secretary