

**FILED EFFECTIVE****AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF****CLEARWATER VALLEY HOSPITAL AND CLINICS, INC.**

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SECRETARY OF STATE  
STATE OF IDAHO**ARTICLE 1  
NAME**

The name of the Corporation shall be Clearwater Valley Hospital and Clinics, Inc.

**ARTICLE 2  
PURPOSES**

The Corporation is created and organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (hereinafter referred to as the Code). More specifically, the Corporation is created and organized to own, maintain, operate and conduct, directly or indirectly, and to assist and coordinate activities of facilities for health care, education, care for the aged and social services.

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.

Notwithstanding any other provision of these Articles, 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 3  
POWERS**

Subject to the express purposes set forth above, the Corporation shall have the power to engage in, and to do, any lawful activity which nonprofit corporations may engage in or do under the laws of the State of Idaho and, specifically, to acquire, hold, pledge, mortgage, hypothecate, sell, give, lease, remodel, manage or otherwise dispose of or deal in real and personal property within or without the State of Idaho, whether owned by the Corporation or not, and to endorse, guarantee or assume the payment of, principal of, or interest on, bonds, notes, or other evidences of indebtedness or obligations, and to guarantee or assume the performance of any other contracts or other undertakings of any corporation, association, partnership or firm which is affiliated with this Corporation, as

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**Clearwater Valley Articles of Incorporation**

following procedures to be performed at its facilities: abortions, euthanasia, or assisted suicide.

**ARTICLE 4  
NONPROFIT CORPORATION**

This Corporation is not organized for profit and shall not pay dividends or other pecuniary remuneration, directly or indirectly, to its directors or officers or to its members other than to members which are nonprofit organizations exempt from federal income tax under Section 501 (c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, other than to members which are nonprofit organizations exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code, or to its directors, officers or other private persons, 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.

**ARTICLE 5  
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE 6  
LOCATION AND AGENT**

The location of the principal office of the Corporation in Idaho shall be 301 Cedar, Orofino, Clearwater County, Idaho 83544. The location of the registered office of the Corporation shall be 300 North Sixth Street, Boise, Idaho 83701. The registered agent shall be CT Corporation System, 300 North Sixth Street, Boise, Idaho 83701.

**ARTICLE 7  
MEMBER**

Effective January 1, 2008, the Corporation shall have one Member, which shall be ECHC, a Minnesota nonprofit corporation, located at 503 East Third Street, Duluth, Minnesota 55805.

The Member shall have voting rights to the fullest extent permitted under Idaho law and to the extent necessary to exercise the powers set forth in Article 12.

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**ARTICLE 8  
DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. Directors must be natural persons and a majority of the directors must be adults.

**ARTICLE 9  
LIABILITY OF DIRECTORS, ETC.**

A member, director, officer or other agent of the Corporation is not, as such, personally liable for the acts, debts, liabilities or obligations of the Corporation.

**ARTICLE 10  
CAPITAL STOCK**

The Corporation shall issue no stock.

**ARTICLE 11  
DISSOLUTION**

Upon the dissolution of the Corporation, all of the assets of the Corporation remaining after paying or making provision for the costs and expenses incident to the dissolution proceedings and the liabilities and obligations of the Corporation shall be distributed to the Corporation's Member provided that, at the time of the distribution, its Member is a nonprofit organization exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code, subject, however, to any uses and purposes for which the assets have been received and held or any uses and purposes expressed or intended by the original donor; otherwise to such organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code. Any of such assets not so disposed of shall be disposed of by a liquidation receiver or a court of competent jurisdiction, as such receiver of the Court or as such Court shall determine to an organization or organizations then exempt from taxation under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE 12  
RESERVED POWERS**

Certain powers and rights are reserved to Essentia Health, a Minnesota nonprofit corporation. These reserved powers are set forth in the Bylaws of the Corporation.

Clearwater Valley Articles of Incorporation

IN TESTIMONY WHEREOF, I have hereunto set my hand this 10<sup>th</sup> day of  
~~November~~, 2007.  
December

ESSENTIA HEALTH

By: Anne Lewis  
Anne Lewis  
Assistant Secretary

**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF**

07 DEC 27 PM 2:42

SECRETARY OF STATE  
STATE OF IDAHO

**CLEARWATER VALLEY HOSPITAL AND CLINICS, INC.**

I, the undersigned Assistant Secretary of Essentia Health, a Minnesota nonprofit corporation do hereby certify that the Amended and Restated Articles of Incorporation as set forth below were duly adopted by Essentia Health on October 10, 2007, pursuant to powers reserved to it in the Amended and Restated Articles of Incorporation of Clearwater Valley Hospital and Clinics, Inc., an Idaho nonprofit corporation subject to Title 30, chapter 3 of the Idaho Code (the Idaho Nonprofit Corporation Act). The Amended and Restated Articles set forth below 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 the Amended and Restated Articles of Incorporation of Clearwater Valley Hospital and Clinics, Inc. shall be January 1, 2008.

**ESSENTIA HEALTH**

By: Anne Lewis  
Anne Lewis  
Assistant Secretary

Dated: 12/10/07