

RESTATED ARTICLES OF INCORPORATION OF  
IDAHO FALLS CONSOLIDATED HOSPITALS, INC.

The Shareholders of Idaho Falls Consolidated Hospitals, Inc. have and do hereby adopt these Restated Articles of Incorporation , as follows:

I. Pursuant to the Idaho Non-profit Corporation Act, the original Articles of Incorporation filed with the State of Idaho on July 29, 1977, are hereby amended and restated as follows:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Idaho Falls Consolidated Hospitals, Inc.

ARTICLE II

PURPOSES

The purposes for which the corporation is organized are:

The Corporation is organized exclusively for charitable, 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III

BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors of at least three (3) Directors, each of whom shall be a voting Director of the Corporation. All decisions or actions by the Board of Directors shall be made by majority vote. The Board of Directors, who shall hold office until their successors shall have been elected pursuant to the Corporation Bylaws, shall be:

Name

Address

Ralph D. Isom

4735 West 17<sup>th</sup> North  
Idaho Falls, Idaho 83402

Forde L. Johnson

1900 South Yellowstone  
Idaho Falls, Idaho 83405

Everett N. Goodwin, Jr.

2100 Beneficial Life Tower  
36 South State  
Salt Lake City, Utah 84111

NO OCT 20 AM 10:16  
SECRETARY OF STATE  
STATE OF IDAHO

FILED/EFFECTIVE

IDAHO SECRETARY OF STATE

10/20/2000 09:00

CK: 51718 CT: 04334 BH: 355814

30.00 = 30.00 INC NONP # 2

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#### **ARTICLE IV**

##### **PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT**

The registered office of the Corporation shall be 4735 West 17<sup>th</sup> North, Idaho Falls, Idaho 83402 and the registered agent at such address is Ralph D. Isom.

#### **ARTICLE V**

##### **MEMBERSHIP**

Members may be admitted to the Corporation on conditions as determined by the Board of Directors as set forth in the Bylaws.

#### **ARTICLE VI**

##### **DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, and after properly disposing of assets held by the Corporation upon condition requiring return, transfer or conveyance upon such event of dissolution as required by Utah law, transfer and convey all remaining assets and benefits of the Corporation to a transferee designed by the Board of Directors for advancement of the purposes of such transferee provided such transferee then qualifies under Section 501(c)(3) of the Internal Revenue Code or its future equivalent. If the transferee or its successor shall fail to so qualify, then all remaining assets and benefits of the Corporation shall be disposed of by the District Court for 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 most nearly approximate the purposes for which the Corporation was organized.

#### **ARTICLE VII**

##### **RESIGNATION, REMOVAL, APPOINTMENT OF SUCCESSOR DIRECTORS**

The Bylaws of the Corporation shall set forth the requirements for the resignation and removal of Directors and the appointment of Successor Directors.

## ARTICLE VIII

### EARNINGS AND ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable 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 in Article II hereof. 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 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

## ARTICLE IX

### ADMINISTRATION OF CORPORATION

The Corporation will not conduct any activity which would not be permitted to be conducted by an organization exempt from taxation under Section 501(c)(3) of the Code and to which donations are deductible under Sections 170(a)(1), 2055 and 2522 of the Code.

## ARTICLE X

In the event that the purposes for which this Corporation has been created cannot, at any time, be carried out, the fiduciaries are to administer the Corporation for other purposes which are as similar to the original purposes as is reasonably possible and which are consistent with federal laws governing the administration of 501(c)(3) tax exempt organizations.

II. The foregoing Restated Articles of Incorporation was adopted by the Shareholders on October 16<sup>th</sup>, 2000.

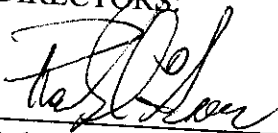
III. The number of shares outstanding of the Corporation is One Thousand (1,000) shares of common stock with no par value and Two Hundred Fifty (250) shares of nonvoting stock with no par value. Only One Thousand (1,000) shares of common stock are entitled to vote with respect to said Restated Articles of Incorporation and no dividends or pecuniary profits shall be paid thereon.

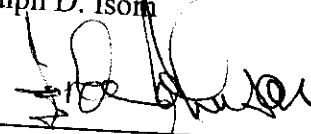
IV. One Thousand (1,000) shares of the corporation voted for the foregoing Restated Articles of Incorporation.

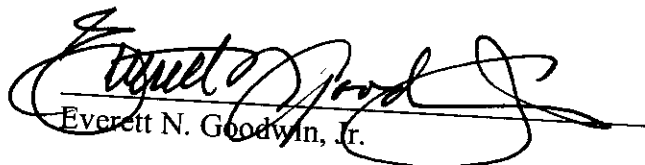
The undersigned declare of their own knowledge and under penalty of perjury that the matters set forth in the foregoing Amendment are true.

Executed on October 16<sup>th</sup>, 2000.

DIRECTORS:

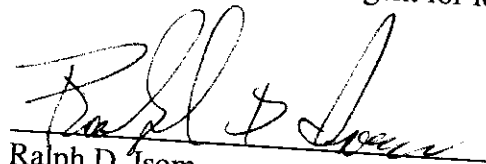
  
\_\_\_\_\_  
Ralph D. Isom

  
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Forde L. Johnson

  
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Everett N. Goodwin, Jr.

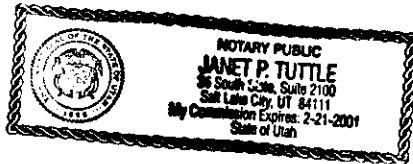
**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT  
OF REGISTERED AGENT**

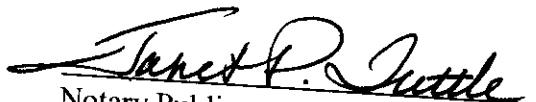
I, Ralph D. Isom, do hereby accept appointment as Registered Agent for Idaho Falls Consolidated Hospitals, Inc.

  
Ralph D. Isom

STATE OF Utah )  
COUNTY OF Salt Lake City ) :SS

SUBSCRIBED AND SWORN TO before me this 16<sup>th</sup> day of October, 2000, by Ralph D. Isom, the signer of the foregoing, who duly acknowledged to me that he executed the same voluntarily for its stated purpose.



  
Notary Public