

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

**St. Luke's Health Foundation, Ltd.
An Idaho Nonprofit Corporation**

2002 DEC 13 PM 3
SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
12/13/2002 05:00
CX: 21210 CT: 71254 BH: 651363
10 30.00 = 30.00 INC NONP # 2

The undersigned, acting as incorporators of a nonprofit corporation ("corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code ("Act"), adopt the following Articles of Incorporation for the corporation.

ARTICLE I

Name of the corporation: St. Luke's Health Foundation, Ltd.

ARTICLE II

The corporation is a nonprofit corporation. The corporation shall have no capital stock and no shares of stock in the corporation shall be issued. The period of duration of the corporation shall be perpetual.

ARTICLE III

The sole member of this corporation shall be St. Luke's Regional Medical Center, Ltd. ("SLRMC"), an Idaho nonprofit corporation.

ARTICLE IV

In the event of the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation to SLRMC if SLRMC is, at the time of such distribution, an Idaho nonprofit corporation and tax exempt pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In the event SRLMC is not an Idaho nonprofit corporation and tax exempt within the meaning of Section 501(c)(3) of the Code at the time of distribution, the corporation shall distribute all of its assets to such other charitable, educational or scientific organization or organizations as qualify at the time as exempt from federal income tax under Section 501(c)(3) of the Code, or any successor statute.

C 146680

ARTICLE V

This corporation has been organized and shall be operated exclusively for charitable, scientific and educational purposes.

The specific and primary purposes of this corporation are to operate as a charitable supporting organization, as defined in Sections 501(c)(3) and 509(a)(3) of the Code, exclusively for the benefit of, to perform the functions of and to carry out the purposes of St. Luke's Regional Medical Center, Ltd., ("Supported Organization") so long as the Supported Organization is exempt from federal income tax under Section 501(c)(3) of the Code and is excluded from the definition of private foundation under either Section 509(a)(1) or 509(a)(2) of the Code. The corporation shall encourage and promote the aims of, and shall solicit funds for the use and benefit of, SLRMC. In carrying out these specific and primary purposes, this corporation shall be empowered to do the following:

1. To be operated in connection with the Supported Organization so long as the Supported Organization is an organization as described in Section 509(a)(1) or 509(a)(2) of the Code.
2. To distribute charitable gifts and money and property to, and to support and provide services to the Supported Organization in furthering its charitable purposes, so long as the Supported Organization is an organization as described in Section 509(a)(1) or 509(a)(2) of the Code.
3. To carry out such other charitable, educational and scientific activities as shall support and benefit the Supported Organization in furthering its charitable purposes, including, but not limited to, coordinating the activities of the Supported Organization, its long range planning, fund raising and health education for the betterment of the general health and welfare of the community.

This corporation shall not engage in any activity which is not permitted to be engaged in by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; by a corporation, contributions to which are deductible under Section 170(a) of the Code by virtue of its being an organization described in Section 170(c)(2) of the Code; or by a nonprivate foundation described in Section 509(a)(3) of the Code.

This corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of tax exemption under Section 501(c)(3) of the Code. The corporation shall not participate in nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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 its purposes.

ARTICLE VI

The corporation shall be managed by a Board of Directors. The names and addresses of the persons constituting the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edwin E. Dahlberg	190 East Bannock, Boise, ID 83712
Arthur F. Oppenheimer	190 East Bannock, Boise, ID 83712
Thomas Saldin	190 East Bannock, Boise, ID 83712

The Board of Directors shall be elected in the manner provided in the bylaws. No member of the Board of Directors shall serve more than three (3) consecutive three (3) year terms.

ARTICLE VII

The personal liability of the Directors to the corporation for monetary damages for breach of fiduciary duty as a Director shall be limited to the fullest extent permitted under the Act.

ARTICLE VIII

The corporation shall indemnify its directors and officers, employees and agents from and against all liability and expenses to the full extent permitted by the Act.

ARTICLE IX

These Articles of Incorporation and the bylaws shall be amended, restated, altered or repealed only by the Board of Directors of this corporation, subject to the approval and ratification of such amendments, restatements, alterations or repeal by a majority of the board of directors of SLRMC.

ARTICLE X

The name and address of the corporation's initial registered agent and office is Janine Sarti, Esq., 190 East Bannock, Boise, ID 83712.

ARTICLE XI

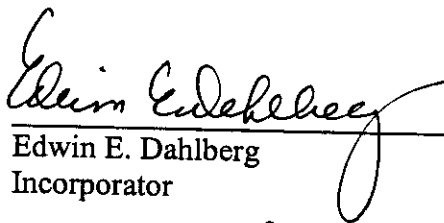
The names and addresses of the incorporators are:

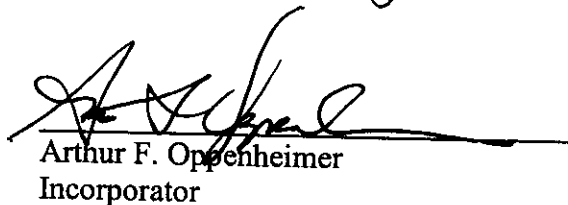
Edwin E. Dahlberg	190 East Bannock, Boise, ID 83712
Arthur F. Oppenheimer	190 East Bannock, Boise, ID 83712
Thomas Saldin	190 East Bannock, Boise, ID 83712

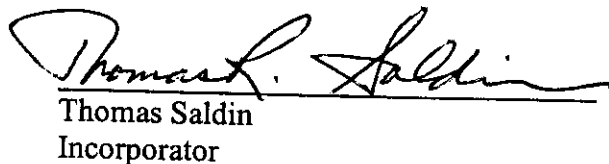
ARTICLE XII

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws.

DATED this __ day of _____, 2002.


Edwin E. Dahlberg
Incorporator


Arthur F. Oppenheimer
Incorporator


Thomas Saldin
Incorporator