

State of Idaho

Department of State

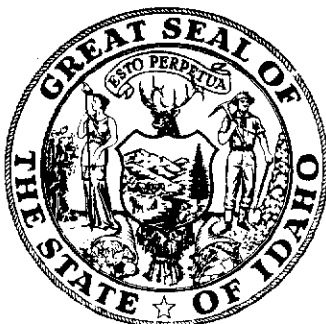
CERTIFICATE OF AMENDMENT OF

MERCY MEDICAL CENTER, NAMPA
File Number C 36746

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of MERCY MEDICAL CENTER, NAMPA, duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: January 21, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MERCY MEDICAL CENTER, NAMPA.

JAN 21 9 21 AM '97
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Title 30, Chapter III, Idaho Code, the Idaho Nonprofit Corporation Act, the undersigned, being a lawfully formed nonprofit corporation, in order to amend and restate its Articles of Incorporation, does hereby adopt the following Amended and Restated Articles of Incorporation, and hereby state that all Articles have been amended:

ARTICLE I

NAME

The name of this Corporation is: Mercy Medical Center, Nampa.

ARTICLE II

DURATION

The period of the Corporation's duration is perpetual.

ARTICLE III

PURPOSES

The purposes for which this Corporation is organized are:

(1) To operate for the benefit of, and to perform the health care function and purposes of Institute of the Sisters of Mercy of the Americas, Regional Community of Omaha, a religious order of the Roman Catholic Church (the Sisters of Mercy), by owning, organizing, operating, supervising, supporting and managing the affairs, property, business and activities of affiliated corporations and programs which conduct and support the health care mission and the healing ministry of the Sisters of Mercy. This Corporation, and each charitable affiliated organization or corporation, shall be operated exclusively for benevolent, beneficial, educational, charitable, religious and scientific purposes, and, further, shall be operated in a manner consistent with the objectives and philosophy of the Roman Catholic Church and in compliance with the objectives and philosophy of the Sisters of Mercy.

(2) This Corporation may from time to time establish, discontinue, implement and maintain programs in community service in cooperation with health service and public or

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private agencies to meet the needs or improve the conditions of the people of Southwestern Idaho, and its environs.

(3) To engage in and conduct charitable, educational, religious and scientific activities in furtherance of the above purposes.

(4) Incidental to the above purposes, to have and to exercise all of the rights and powers conferred upon nonprofit corporations under title 30, Chapter III, Idaho Code.

ARTICLE IV

LIMITATIONS

Notwithstanding any other provisions of these Articles or the Bylaws:

(1) No part of the net earnings of this Corporation shall inure to the benefit of, nor be distributable to, any trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation.

(2) No substantial part of the activities of this Corporation shall involve carrying on propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(3) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(4) This Corporation shall be duly educational, charitable, religious, and scientific; shall be conducted in the context of the theology, philosophy, other teachings, and doctrines of the Roman Catholic Church; shall be operated in compliance with the objectives and philosophy of the Sisters of Mercy; shall be operated, supervised, or controlled for the benefit of the Sisters of Mercy, and shall, to the extent it makes its programs, services, and facilities available to the public, make them available to those in need without regard to race, creed, color, religion, sex, or national origin.

(5) All income of this Corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the Corporation to federal tax under Section 4942 of the Internal Revenue Code of 1954, as amended; and

(6) The Corporation created hereby shall not engage in any act of self-dealing (as defined in Section 4841(d) of the Internal Revenue Code of 1954, as amended); retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended; make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1954, as amended; or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended.

ARTICLE V

POWERS

(1) Subject to the foregoing limitations, this Corporation, in order to carry out its objects and purposes, shall have the power to do any and all things as fully and to the same extent as natural persons could do and may buy, lease, hold or own its own real and personal property for any of the objects and purposes of the Corporation and for such purposes as may be incidental thereto; may receive bequests; may acquire and take over, as a going concern or otherwise, any part of a business, assets or liabilities of any person, firm, association, private or public or municipal body politic.

(2) This enumeration of the powers hereinabove shall not be deemed a renunciation of any of the powers conferred by Title 30, Chapter III, Idaho Code, but all such powers shall be deemed fully vested in said Corporation as though hereinabove specifically enumerated.

(3) Notwithstanding the enumeration of powers hereinabove, the exercise of certain of these powers by the Corporation, and any of its affiliated organizations or corporations, shall be subject to the approval of the sole corporate member. The sole corporate member of this Corporation shall have, in addition to all the rights and powers granted by law with respect to the governance of this Corporation, the right to:

- a. Initiate and approve any amendments to the Articles of Incorporation or Bylaws of this Corporation;
- b. Initiate and approve substantial changes to the mission and philosophical direction of this Corporation;
- c. Initiate and approve joint ventures in which this Corporation proposes to participate, pursuant to guidelines established from time to time by the sole corporate member;
- d. Approve and remove members of the governing board of this Corporation;

- e. Approve the incurrence of any debt by this Corporation that is in excess of a threshold established from time to time by the sole corporate member;
- f. Recommend to Catholic Health Initiatives' Sponsoring Congregations the alienation of property, within the meaning of Canon Law, of this Corporation, as required; and
- g. Appoint and terminate the President and Chief Executive Officer of this Corporation.

(4) It is further understood that the corporate powers, to the extent that such powers are reserved to the Member, as specifically set forth immediately above in Section 3, shall be so reserved and shall apply to all levels, holding companies, operating corporations, subsidiaries, affiliated and otherwise related entities, corporations, organizations or associations.

ARTICLE VI

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1512-12th Avenue Road, Nampa, Idaho 83651; and the name of its initial registered agent at such address is Joseph A. Messmer.

ARTICLE VII

MEMBERSHIP

The sole corporate member of this Corporation ("Member") shall be Catholic Health Initiatives, a Colorado nonprofit corporation.

ARTICLE VIII

BOARD OF DIRECTORS

(1) The business and affairs of this Corporation shall be managed by a Board of Directors appointed by the Member, the number and method of appointment of whom shall be fixed by the officially adopted bylaws of this Corporation.

(2) The Corporation shall indemnify any director, officer, or former director or officer of the Corporation or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party

by reason of being or having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation; and to make any other indemnification that is authorized by the bylaws.

(3) The current Board of Directors consists of eight (8) directors, whose names and addresses are as follows:

<u>Name:</u>	<u>Address:</u>
Steve Nielsen	514 West Linden Boise, ID 83706
Robert Hay, M.D.	328 Winther Boulevard Nampa, ID 83651
Georgia Bowman	Nampa Chamber of Commerce P.O. Drawer A Nampa, ID 83653
Dr. Richard Hagood	Northwest Nazarene College 623 Holly Nampa, ID 83686
Stan C. Olson	Olson & Associates Architects, P.A. 14 12th Avenue South, Suite 210 Nampa, ID 83651
Fred Clark	Clark Seeds, Inc. 9311 Hwy 45 Nampa, ID 83686
Sr. Carolyn Snegoski, RSM	P.O. Box 220034 Milwaukie, OR 97269-0034

ARTICLE IX

OFFICERS

(1) The officers of this Corporation shall be elected by the Board of Directors and shall be a President and Chief Executive Officer, one or more Senior Vice Presidents and Vice Presidents, a Secretary and a Treasurer, and such subordinate officers as may be elected from time to time by the Board. The President shall not be a member of the Board of Directors. The President/CEO of each subsidiary corporation shall be appointed, evaluated

and terminated by the President of this Corporation after consulting with the respective subsidiary's Board of Directors.

(2) That the Board of Directors shall elect a Chairperson and Vice Chairperson from among its members who shall serve until their respective successors are elected and qualified.

ARTICLE X

FUNDS AND PROPERTIES

All funds and properties received by this Corporation shall be used in the first instance, or shall be invested and the income therefrom used, after payment of necessary expenses, for the exclusive objects and purposes set forth in these Articles of Incorporation as deemed advisable by the Board of Directors and in conformance with the policies of the Member.

ARTICLE XI

AMENDMENT OF ARTICLES AND BYLAWS

These Articles of Incorporation may be altered, amended or replaced by the Member at any regular or special meeting. The bylaws may be amended by the Member at any meeting of the Board of Directors of the Member, provided, that a full presentation of such proposed amendment shall have been published in a notice calling the meeting.

ARTICLE XII

DISSOLUTION

Upon the dissolution or liquidation of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the property and assets of any nature of the Corporation to the sole corporate member, if it is then qualified as an organization exempt from tax under 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"), and if the sole corporate member is not then so qualified, then to any successor corporation of the sole corporate member which is then so qualified, and if no such successor is so qualified, then to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time be so qualified and as the Board of Directors shall determine in accordance with the Code or any other applicable law. Any assets not so disposed of in accordance with the above procedures shall be disposed of by the circuit court of the city or county in which the principal office of the Corporation has been located, exclusively for one or more such exempt purposes, or to such organization or organizations, organized and operated exclusively for one or more of the exempt purposes of the

Corporation described herein and then qualified under Section 501(c)(3) of the Code, as such court shall determine.

ARTICLE XIII

LIMITATION OF LIABILITY

Neither the Member, nor any affiliated corporation or organization, nor the officers and directors of this Corporation, shall be liable for the debts and obligations of this Corporation.

Executed as of the 19th day of December, 1996.

Joseph A. Mesone
President

Arthur A. Wilkerson
Secretary

STATE OF IDAHO)
 :SS.
County of Canyon)

I, a Notary Public, do hereby certify that on the 19 day of December
1996, personally appeared before me Joseph Messner and Patricia Wilkerson who,
being by me first duly sworn, declared that they signed the foregoing document as President
and Secretary of Mercy Medical Center, Nampa, Idaho, an Idaho corporation and that the
statements contained therein are true.

Patricia Wilkerson

Notary Public for Idaho
Residing at: Nampa, Idaho
My Commission Expires: 11-22-2002

(SEAL)

**ARTICLES OF AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MERCY MEDICAL CENTER, NAMPA, IDAHO**

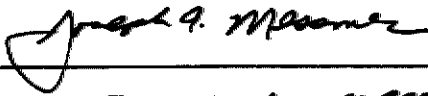
The undersigned, in the capacity indicated below and on behalf of MERCY MEDICAL CENTER, NAMPA, IDAHO, an Idaho nonprofit corporation (the "Corporation"), certifies the following:

1. The Corporation's Amended and Restated Articles of Incorporation were duly adopted by a sufficient vote of the Board of Directors on December 6, 1996.
2. The duly adopted Amended and Restated Articles of Incorporation contain the amendment set forth in Paragraph 4 below, requiring approval of the sole corporate member of the Corporation.
3. The Corporation's present sole corporate member, Franciscan Health System West, whose approval of this amendment is required, has approved the amendment stated herein.
4. Article VII of the Amended and Restated Articles of Incorporation shall be amended to state, in its entirety:

The sole corporate member of this corporation ("Member") shall be Catholic Health Initiatives, a Colorado nonprofit corporation.

DATED: 12/6/96

MERCY MEDICAL CENTER, NAMPA, IDAHO

By: 
Name: JOSEPH A. MESSMER
Title: President / CEO