



**Department of State.**

**CERTIFICATE OF AMENDMENT  
OF**

**ST. JOSEPH REGIONAL MEDICAL CENTER, INC.**

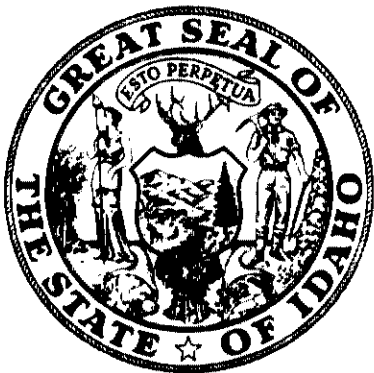
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**ST. JOSEPH REGIONAL MEDICAL CENTER, INC.**

duly signed and verified 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 \_\_\_\_\_ **February 26**, 19 **87**.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Shirley J. Clark*

Corporation Clerk

JUL 29 1986

FIFTH ARTICLES OF AMENDMENT

of

ST. JOSEPH REGIONAL MEDICAL CENTER, INC.

We, the undersigned, officers of St. Joseph Regional Medical Center, Inc., a nonprofit corporation heretofore incorporated under the nonprofit corporation laws of the State of Idaho, do hereby certify:

The Board of Directors of the Corporation at a duly constituted meeting held July 15, 1986, approved proposed amendments to its Articles and directed that such amendments be submitted to a vote of the Corporation's Membership who on July 28, 1986, by their written consent of the entire membership approved such amendments and authorized the filing of this Fifth Articles of Amendment.

Therefore, pursuant to Section 6 of Article VII and Article VIII (g) of the Corporation Bylaws and pursuant to Section 30-326 and 30-327, Idaho Code, the following amendments are hereby made and approved by the Corporation's Members:

FIRST: That Article I of the Fourth Articles of Amendment be amended to read as follows:

ARTICLE I  
(Name)

The name of the Corporation is St. Joseph Regional Medical Center, Inc.

SECOND: That Article II of the Third Articles of Amendment be amended to read as follows:

**ARTICLE II**  
**(Purposes)**

The purposes for which this Corporation is formed are as follows:

(a) The purpose of the Corporation is to help fulfill the mission of the Roman Catholic Church: to continue the mission of Jesus given him by his Father. We continue in this spirit and engage in works of compassion and mercy which respond to the spiritual and corporal needs of persons in our times. We do this in a way that

- heals and reconciles
- serves all persons without distinction
- makes known through our lives the gospel we proclaim
- enables others to assume a more active responsibility for building the kingdom
- recognizes and defends the human dignity of all persons
- promotes justice with a particular concern for the poor.

(b) To have and exercise all rights from time to time granted to a corporation by law and as authorized by the Membership of this Corporation to the extent such authorization may be required.

THIRD: That Article III of the original Articles of Incorporation be amended to read as follows:

**ARTICLE III**  
**(Place of Business)**

The place where the principal business of the Corporation is to be transacted and its principal office shall be St. Joseph Regional Medical Center, Lewiston, Nez Perce County, Idaho, or at such other place as the Board of Directors shall from time to time determine.

FOURTH: That Article IV of the Articles of Amendment be amended to read as follows:

ARTICLE IV  
(Term of Existence)

The term of existence of this Corporation shall be perpetual.

FIFTH: That Article V of the Second Articles of Amendment be deleted and a new Article V added to read as follows:

ARTICLE V  
(Membership)

The Corporation shall have two classes of Members. The Class A Member shall be Health Care Corporation of Sisters of St. Joseph of Carondelet, a Missouri not-for-profit Corporation, having its registered office at 77 West Port Plaza, Suite 222, St. Louis, Missouri 63146. The Class B Members shall be the persons who are from time to time the duly acting and qualified Provincial Superior, Assistant Provincial Superior and the Provincial Councilors of the Los Angeles Province of the religious congregation of the Roman Catholic Church, known as the Sisters of St. Joseph of Carondelet, whose general mother house in the United States of America is in the City of St. Louis, State of Missouri, and whose provincialate for the Province is in Los Angeles, California, and who shall be its only members. Upon ceasing to hold one of the above offices of the Province, such person shall cease to be a Class B Member.

SIXTH: That Article VI of the Third Articles of Amendment be deleted and a new Article VI added to read as follows:

ARTICLE VI  
(Reserved Powers of Class A Member)

(a) No action by the Board of Directors or any officer with respect to any of the following shall be effective without the approval of the Class A Member:

(i) The adoption of annual capital and operating budgets for the Corporation;

(ii) The adoption of strategic plans for the Corporation;

(iii) The authorization or approval of any contract not included within budgets approved by, or written guidelines established by, the Class A Member from time to time;

(iv) Amendment of the Articles of Incorporation of the Corporation;

(v) Amendment of the Bylaws of the Corporation;

(vi) Establishment of new entities of which the Corporation is a member, stockholder, partner, joint venturer or trustee or in which it otherwise has an equity or management interest, or the acquisition in any manner of any such participation or interest in any entity, or the establishment, by contract or otherwise, of any significant and continuing relationship with any entity; provided, however, that the acquisition of any existing health care institution shall be subject to prior approval by the sponsoring Province.

(vii) Borrowing or lending of funds in excess of an amount established from time to time by the Class A Member;

(viii) Expenditures not authorized by or included within budgets approved by the Class A Member which are in excess of an amount established from time to time by the Class A Member;

(ix) Any change in the stated purposes for which the Corporation is organized;

(x) Sale, lease, mortgage or pledge of any real estate or interest therein, or of all or substantially all the assets of, or of any healthcare institution operated by, the Corporation;

(xi) Merger, consolidation or similar reorganization of the corporate structure, or dissolution, of the Corporation; and

(xii) Any change in the fundamental nature of the Corporation, such as a change from an acute-care facility to a long-term care facility.

(b) After receiving nonbinding recommendations from the Corporation's Board of Directors, and after consulting with the Class B Members, the Class A Member shall (i) appoint those members of the Board of Directors which, pursuant to the Corporation's Articles of Incorporation are to be appointed by it and (ii) appoint and remove the Corporation's chief executive officer.

SEVENTH: That a new Article VII be added to read as follows:

ARTICLE VII  
(Reserved Powers of the Class B Members)

(a) No action by the Class A Member or the Board of Directors or any officer with respect to any of the following shall be effective without the approval of the Class B Members:

(i) Any change in the stated purposes for which the Corporation is organized;

(ii) Sale, lease, mortgage or pledge of any real estate or interest therein, or of all or substantially all of the assets of, or of any health-care institution operated by, the Corporation;

(iii) The approval of any proposed purchase by the Corporation of any health care institution;

(iv) Any change in the fundamental nature of the Corporation, such as a change from an acute-care facility to a long-term care facility;

(v) Merger, consolidation or similar reorganization of the corporate structure, or dissolution, of the Corporation;

(vi) The continued use of the name "St. Joseph Regional Medical Center, Inc." or any similar or derivative name, or any name which in any manner refers or alludes to the Sisters of St. Joseph of Carondelet, and the conditions on which the right to use any such name may be forfeited;

(vii) Amendment of the Articles of Incorporation of the Corporation; and

(viii) Amendment of the Bylaws of the Corporation.

(b) After receiving nonbinding recommendations from the Board of Directors and the Class A Member, the Class B Members shall appoint those members of the Board of Directors which, pursuant to the Corporation's Articles of Incorporation are to be appointed by them.

EIGHTH: That a new Article VIII be added to read as follows:

ARTICLE VIII  
(General Provisions Concerning Members' Powers)

(a) The action of the Members with respect to any of the foregoing matters shall not be effective until communicated in writing to the Board of Directors.

(b) Except as expressly provided above, the Class B Members shall have no other membership voting rights.

(c) The Class A Member and the Class B Members each reserve the power to establish guidelines for the exercise of their respective reserved powers.

NINTH: That a new Article IX be added to read as follows:

ARTICLE IX  
(Directors)

(a) The Board of Directors of the Corporation shall consist of such number as shall be determined by the Bylaws of the Corporation,

one more than one-half of which shall be appointed by the Class A Member, after consulting the Class B Members and the remainder of whom shall be appointed by the Class B Members after consulting the Class A Member. Such respective appointments by the Class A Member and by the Class B Members shall only be made after first receiving the nonbinding recommendations of the Corporation's Board of Directors.

(b) The makeup, qualifications and other matters pertaining to the Board of Directors shall be as stated in the Corporation Bylaws.

TENTH: That a new Article X be added to read as follows:

ARTICLE X  
(Exercise of Stockholders and Membership rights)

The Corporation shall exercise its stockholder and membership rights in accordance with the provisions of its bylaws.

ELEVENTH: That a new Article XI be added to read as follows:

ARTICLE XI  
(Dissolution)

Upon dissolution and liquidation of this Corporation, all assets of the Corporation remaining after all liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefore, shall be transferred, conveyed and distributed to the Los Angeles Province or some other distributee or distributees designated by the Los Angeles Province which is exempt from Federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 (as the same may be hereafter amended or supplemented); provided, however, that if, on the date of such proposed distribution, said distributee no longer exists or is not operated exclusively for purposes specified in, or shall not otherwise qualify under, Section 501(c)(3) of the Internal Revenue Code of 1954



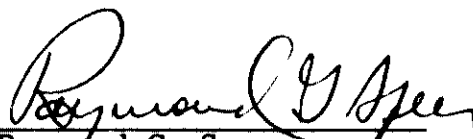
(as the same may hereafter be amended and supplemented) then, in such event, the assets of this Corporation, upon its dissolution and liquidation, shall be transferred, conveyed and distributed to such other nonprofit organization or organizations as may be specified in or provided for under the plan of distribution adopted by the Corporation pursuant to the laws of the State of Idaho; but in any event, each such distributee organization shall be organized and operated exclusively for charitable or educational purposes, shall be exempt from Federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 (as the same may be hereafter amended or supplemented). In no event shall the assets of this Corporation, upon its dissolution and liquidation, be distributed for purposes and uses other than those set forth in Section 501(c)(3) of the Internal Revenue Code of 1954 (as the same may hereafter be amended or supplemented).


TWELFTH: That a new Article XII be added to read as follows:


ARTICLE XII  
(Effective Date)

These Articles shall become effective as of August 1, 1986, with respect to transactions and commitments entered into by the Corporation on and after that date.

Dated: July 28, 1986.

  
Raymond G. Speer  
Chairman, Board of Directors

  
Howard Hayes  
Vice President of the  
Corporation

  
Sister Kathleen Mary Cleary  
Secretary of the Corporation

STATE OF IDAHO            )  
                                  ) ss.  
County of Nez Perce        )

SISTER KATHLEEN MARY CLEARY, being first duly sworn upon oath deposes and says:


That she is the duly elected and acting Secretary of St. Joseph Regional Medical Center, Inc., an Idaho corporation (the Corporation).

That approval of Fifth Articles of Amendment of the Corporation was duly and regularly adopted at a meeting by consent of the Board of Directors of St. Joseph Regional Medical Center, Inc., held July 15, 1986, pursuant to Section 11 of Article IX of the Bylaws of the Corporation the minutes of such meeting being signed by all of the Directors. The Board of Directors submitted the same to the Corporation Membership and thereafter the Fifth Articles of Amendment were approved by all the Members in writing at a meeting by written consent of the Membership executed July 28, 1986, pursuant to Section 6 of Article VII, 6 and Article VIII of the Corporation Bylaws.

  
Sister Kathleen Mary Cleary

STATE OF IDAHO            )  
                                  )  
County of Nez Perce        )

Subscribed and sworn to before me this 23rd day of February, 1986.

  
Notary Public in and for said State,  
residing at Lewiston therein.  
My Commission Expires: 11/87  
(SEAL)