



Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

IDAHO HOSPITAL ASSOCIATION, INCORPORATED

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **14th** day of **February** 19 **77**, original articles of amendment, as provided by Section ~~8~~ **30-146 and 30-147, Idaho Code, Amended Articles of Incorporation**

and that the said articles of amendment contain the statement of facts required by law, and are ~~Recorded on Film~~ ^{will be} **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **14th** day of **February**, A. D., 19 **77**.

Secretary of State

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
IDAHO HOSPITAL ASSOCIATION, INCORPORATED

We, the undersigned, Larry E. Benton,
President and Gerald L. Hart, Secretary of Idaho Hospital
Association, Incorporated, do hereby certify in accordance with
the provisions of Section 30-147, Idaho Code, that the following
are the Amended and Restated Articles of Incorporation of Idaho
Hospital Association, Incorporated:

ARTICLE I

That the name of this corporation shall be IDAHO
HOSPITAL ASSOCIATION, INCORPORATED.

ARTICLE II

That the purposes for which this corporation is formed,
are as follows, to-wit:

(1) To promote intelligent planning and coordination
in the field of community hospital service, within the State of
Idaho, and elsewhere, and to encourage professional education and
scientific research, aid in the health education of the public,
maintaining affiliation with the American Hospital Association,
and other similar groups in the United States, including the
Association of Western Hospitals, and to do all things which may
best promote intelligent planning and coordination in the general
field of community hospital service;

(2) To be representative of interests of the member
hospitals of this association as now constituted, or such hospitals
of the State of Idaho who may hereafter become members of this

association, and to represent such member hospitals in such matters before state boards, and other governmental agencies, wherein the hospitals of the State of Idaho, seek the solution of common problems, affecting such hospitals generally, or in particular localities, as such matters arise for solution in the hospital field;

(3) To promote by meetings, public and private, and by publications, and by any other and all lawful means, the general development and public understanding of problems in the hospital field, and to disseminate information of interest to the public relating to hospitals and hospital practices; and to conduct studies of hospital rates, charges and costs upon approved hospital accounting practices;

(4) To engage in general philanthropic, educational and research work in all matters set forth herein, and to establish such divisions and departments as to provide for such work upon a state wide, district or local level as may be determined upon from time to time, and to unite reputable men and women of the State of Idaho in all matters and things as relate to hospitals and hospital work, and to interest labor, business, industrial and other interests of the State of Idaho in coordination of hospital planning, activities and work, either at a state wide, district or local level;

(5) To cooperate generally with all interests, groups, agencies and organizations in the State of Idaho, in providing programs, discussions, and development of hospital programs and

services to the sick and disabled, on a state wide, district or community level, and to do all things as are properly within the scope of such an association for the benefit of its members, and hospitals and communities of the State of Idaho;

(6) To provide and arrange for annual meetings of the members of the association on a state wide basis, and to provide a system of district organization within the State of Idaho, and such other and necessary local organizations where necessary or required, and to furnish and provide such place or places where meetings may be held, and such other offices and places where the business and affairs of the corporation may be conducted and carried on in a businesslike manner;

(7) To lease, purchase, hold, have, use and take possession of, and enjoy, in fee simple or otherwise, any real or personal property necessary for the uses and purposes of the corporation, and to sell, lease, deed in trust, alien, encumber or dispose of the same at the pleasure of the corporation, and for the uses and purposes for which the corporation is formed, and to buy and sell real and personal property and to apply the proceeds of sale, including any and all income to the uses and purposes of the corporation;

(8) To provide for a system of dues and assessments to be paid as a prerequisite to membership and to continue membership in the association, and to provide for a system of membership under the classifications of Institutional and Personal

membership; and that requirements for membership shall be provided for in the bylaws of the corporation.

(9) To enter into such contracts and to incur such obligations as are consistent with its powers, objects, and purposes, but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation;

(10) To qualify as a non profit organization, exempt from taxation and particularly federal income taxation under Section 501 (c)(6), Internal Revenue Code, 1954, and any amendments thereto;

(11) To provide that all of the properties and assets of this corporation shall be, and are, irrevocably dedicated to furtherance of the purposes of the corporation and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of this corporation, except as such member may be a corporation organized and operated exclusively for non profit purposes under Section 501 (c)(6) of the Internal Revenue Code, and

(12) To require that upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation

exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the purposes outlined in these Articles and shall at the time qualify as an exempt organization or organizations under Sections 501(c)(6) or 501 (c)(3), of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue (Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of 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 organized and operated exclusively for such purposes.

It is the intention of the members hereof that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers, and shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objects hereinabove enumerated, or incidental to the purposes and objects hereinafter named, and which are permitted under the laws of the state of Idaho under which this corporation is organized, to the same extent and as fully as a natural person might or could do; provided, that this corporation shall not have the power to conduct, and shall not conduct, activities not in furtherance of its nonprofit purposes

as those terms are used in Section 501 (c) (6), Internal Revenue Code, 1954.

ARTICLE III

The duration and period of existence of the corporation shall be perpetual.

ARTICLE IV

The location and post office address of the registered office of this corporation shall be Boise, Ada County, Idaho. ^{P.O. Box}
7482

ARTICLE V

That this corporation shall not have or issue any capital stock and it shall be entirely constituted as a membership corporation, under Section 30-117A, Idaho Code.

ARTICLE VI

The governing body of this corporation shall be a Board of Directors of not less than five (5) nor more than twenty (20) persons, the exact number of persons to serve on such Board to be specified in the bylaws. The Board of Directors of this corporation may meet and transact the business hereto either at the principal place of business herein designated, or at such other place within or without the State of Idaho as may be designated by resolution of the Board of Directors. The Board of Directors may also be known as the Board of Trustees.

ARTICLE VII

The rights and interests of all Type I and II Institutional members of this corporation shall be equal and no such member can have or acquire a greater interest therein than any other member. Type I and II Institutional membership shall be limited to hospitals within the State of Idaho. Additional

membership categories, both institutional and personal, may be established in the bylaws but only Type I and II Institutional members may vote. Membership in this corporation may be acquired and continued in such manner and upon such terms and conditions as shall be prescribed by the bylaws.

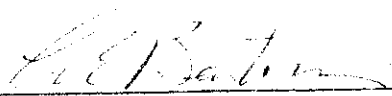
ARTICLE VIII

This corporation may issue a membership certificate denoting membership to each member hereof, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation, except by resolution of the Board of Directors and under such regulations as the bylaws may prescribe.

ARTICLE IX

The bylaws of this corporation may be repealed, amended, altered or new bylaws adopted at any annual meeting, or at any special meeting of the voting members called for that purpose, by a vote representing not less than two-thirds of the voting members, or by the written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, of two-thirds of the voting members, which written consent may be in more than one instrument, or as provided in the bylaws.

IN WITNESS WHEREOF, the foregoing Articles of Amendment to the Articles of Incorporation of IDAHO HOSPITAL ASSOCIATION, INCORPORATED, in triplicate original, are hereby adopted this 3rd day of February, 1977.



President



Secretary

STATE OF IDAHO)
) ss.
County of Ada)

being first L. E. Benton and David L. Hart,
duly sworn, depose and say:

That they are the President and Secretary, respectively,
of IDAHO HOSPITAL ASSOCIATION, INCORPORATED, an Idaho corporation,
and are the persons who executed the above and foregoing Articles
of Amendment to the Articles of Incorporation of IDAHO HOSPITAL
ASSOCIATION, INCORPORATED, and that the facts set forth in said
Articles of Amendment are true and correct.

L. E. Benton

David L. Hart

SUBSCRIBED AND SWORN to before me this 3rd day of
January, 1977.

Mary Lou England
Notary Public for Idaho
Residing at Boise, Idaho