

State of Idaho

Department of State

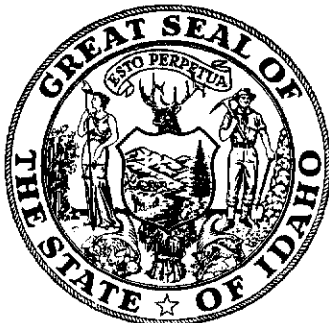
CERTIFICATE OF AMENDMENT OF

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: April 30, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shirley J. Clark

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

APR 30 3 20 PM '96
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, in the capacity indicated below and on behalf of MERCY MEDICAL CENTER, NAMPA, an Idaho nonprofit corporation, hereby certifies that the following amendments to the corporation's Amended and Restated Articles of Incorporation were duly adopted by a sufficient vote of the Board of Directors on April 17, 1996, to be effective at 12:01 a.m., May 1, 1996.

1. The name of the corporation has been and shall remain Mercy Medical Center, Nampa.

2. Article III, Section (1) of the Amended and Restated Articles of Incorporation shall be amended to state, in its entirety:

(1) To operate for the benefit of, and to perform the health care function and purposes of the Religious Sisters of Mercy, Omaha Province, a religious order of the Roman Catholic Church (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.

3. Article IV, Section (4) of the Amended and Restated Articles of Incorporation shall be amended to state, in its entirety:

(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.

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4. Article V, Section (3) of the Amended and Restated Articles of Incorporation shall be amended to state, in its entirety:

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.

5. Article V, Section 4 of the Amended and Restated Articles of Incorporation shall be amended to state, in its entirety:

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.

6. Article VII of the Amended and Restated Articles of Incorporation shall be amended to state, in its entirety:

The sole corporate member ("Member") of this corporation shall be Franciscan Health System West, a Washington nonprofit corporation.

7. Article X of the Amended and Restated Articles of Incorporation shall be amended to state, in its entirety:

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.

8. Article XI of the Amended and Restated Articles of Incorporation shall be amended to state, in its entirety:

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.


9. Article XII of the Amended and Restated Articles of Incorporation shall be amended to state, in its entirety:

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.

10. The corporation's present sole corporate member, Health System of Mercy, whose approval of the amendments hereby adopted is required, has given its approval to the amendments stated herein.

DATED April 17, 1996

MERCY MEDICAL CENTER, NAMPA, IDAHO

By 
Name Robert A. Fale
Title President/Chief Executive Officer