

Pursuant to the provisions of Title 30, Chapter III, Idaho Code, the Idaho Nonprofit Corporation Act, the undersigned, in order to form a nonprofit corporation, submits the following Articles of Incorporation to the Secretary of State.

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**ARTICLES OF INCORPORATION
OF
MERCY PHYSICIAN GROUP, INC.**

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLE I
Name and Address**

The name of the Corporation is Mercy Physician Group, Inc. and its mailing address shall be 1512 12th Avenue Road, Nampa, Idaho 83686.

**ARTICLE II
Nonprofit Corporation**

The Corporation is a nonprofit corporation.

**ARTICLE III
Duration**

The period of duration of the Corporation shall be perpetual.

**ARTICLE IV
Initial Registered Office**

The street address of the initial registered office of the Corporation is 300 N. Sixth Street, Boise, ID 83701 and the name of its initial registered agent at that address is CT Corporation System.

**ARTICLE V
Purposes**

Section 5.1. The Corporation is organized exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax law or regulations of the Internal Revenue Service, hereinafter referred to as the "Code". These purposes are:

(a) To transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Idaho, to the extent that such business may be conducted by organizations that qualify as exempt organizations under Section 501(a) as described in Section 501(c)(3) of the Code, including for such purposes the making of distributions to organizations that so qualify.

(b) To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the laws of the State of Idaho or by these Articles of Incorporation.

Section 5.2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any private person, 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 the purposes set forth below. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 5.3. In furtherance of the foregoing, but not by way of limitation, the Corporation is authorized to own and operate physician clinics and related facilities and to engage, to the extent consistent with the Articles of Incorporation and Bylaws of the Corporation and applicable law, in any activity designed and carried on to promote the health care needs of the community, including, but not limited to, the provision of health care services by physicians and other health care professionals.

ARTICLE VI

Membership

Section 7.1 The sole corporate member of the Corporation is Mercy Medical Center, Nampa, an Idaho nonprofit corporation (the "Corporate Member"). The corporate member is a voting member.

Section 7.2 In addition to the rights and powers granted by the laws of the State of Idaho, the Corporate Member shall have such rights and powers with respect to the governance of the Corporation as may from time to time be set forth in the Bylaws of the Corporation.

ARTICLE VII

Powers

The Corporation shall have and exercise all powers and rights conferred upon non-stock corporations by the Idaho Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts. In addition, the Corporation shall have and exercise all powers and rights not otherwise denied non-stock corporations by the laws of the State of Idaho which are necessary, proper, advisable or convenient for the accomplishment of the purposes set forth in Article V. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation that qualifies as an exempt organization under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XIII

Bylaws

The Bylaws of the Corporation shall regulate the internal affairs of the Corporation, except as otherwise set forth herein, including, without limitation, any provisions hereinafter set forth for the distribution of assets on dissolution or final liquidation.

ARTICLE IX

No Inurement; Dissolution

The Corporation is irrevocably dedicated to and operated exclusively for the purposes above stated, and no part of the net income of the Corporation shall be distributed or inure to the benefit of any private individual; provided, however, that the Corporation may pay reasonable compensation for services rendered and make payments and distributions which further the purposes set forth in Article V. The Corporation may not be dissolved without the approval of the Corporate Member.

Upon the dissolution or liquidation of the Corporation, the Board of Directors shall, after paying or making provision 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 Corporate Member, if it is then qualified as an organization exempt from tax under Section 501(c)(3) of the Code, and if the Corporate Member is not then so qualified, then to any successor corporation of the Corporate Member which is then so qualified, and if no such successor is so qualified, then to Catholic Health Initiatives, a Colorado nonprofit corporation and the sole corporate member of the Corporate Member ("CHI"), or to CHI's successor, provided CHI or its successor is then so qualified, and if neither CHI nor its 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 Act or any other applicable law. Any assets not so disposed of in accordance with the above procedures shall be disposed of by the court of the 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 X

Board of Directors

The number, tenure, and qualifications of the Board of Directors of the Corporation shall be determined in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Joseph A. Messmer	1512 12 th Avenue Road Nampa, ID 83686
B. Lannie Checketts	1512 12 th Avenue Road Nampa, ID 83686

Ned Kerr

11230 West Shay Park Way
Nampa, ID 83686

Maryann Reese

1512 12th Avenue Road
Nampa, ID 83686

Scott R. Hiatt, D.O., FACC

12640 Deer Ridge Trail
Nampa, ID 83686

Peter G. Roan, MD

3310 East Rivernest Lane
Boise, ID 83706

ARTICLE XI
Amendment

No alteration, amendment, repealer, or restatement of these Articles of Incorporation or the Bylaws of the Corporation shall be effective without the approval of the Corporate Member, in accordance with the Bylaws of the Corporation.

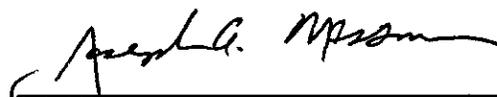
ARTICLE XII
Incorporation

The name and address of the Incorporator is Joseph A. Messmer, 1512 12th Ave Road, Nampa, ID 83686.

ARTICLE XIII
Limitation of Director Liability

No director shall have any personal liability to the Corporation for monetary damages for breach of his or her duties as a director, except to the extent that the Act prohibits such liability from being eliminated or limited. Any repeal or modification of this Article shall not adversely affect any elimination or limitation of the liability of a director of the Corporation arising before the time of such repeal or modification.

IN WITNESS WHEREOF, Joseph A. Messmer, Incorporator of the Corporation, has caused these Articles of Incorporation to be executed this 18th day of December, 2006.



Joseph A. Messmer, Incorporator