

SECRETARY OF STATE
STATE OF IDAHO

**CERTIFICATE OF ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
PORTNEUF HEALTH CARE FOUNDATION, INC.**

The undersigned hereby certifies that he is the President and CEO of Portneuf Health Care Foundation, Inc., an Idaho nonprofit corporation ("Corporation") and further certifies:

1. The name of the Corporation is Portneuf Health Care Foundation, Inc.
2. The Corporation was originally incorporated pursuant to Articles of Incorporation on December 19, 2002 (the "Original Articles"), pursuant to Chapter 3, Title 30, Idaho (the "Act"). The Original Articles were amended by Articles of First Amendment to Articles of Incorporation filed on January 30, 2009, and effective as of February 1, 2009 (the "Amendment").
3. The Articles of Restatement of Articles of Incorporation of the Corporation (the "Restated Articles"), in the form attached hereto as Annex A, restate and include all amendments to the Original Articles pursuant to the First Amendment, omit Article 11 of the Original Articles (relating to the incorporators), include at Article 8 the current registered agent and current registered office of the Corporation, and contain clerical and formatting corrections.
4. The Restated Articles were adopted by a majority vote of the Directors of the Corporation pursuant to Section 30-3-94(1) of the Act. The Corporation has no members; therefore, no further approval of the Restated Articles is required.
5. The Restated Articles, as adopted, supersede the Original Articles as previously amended by the First Amendment.

The undersigned has executed this Certificate of Articles of Restatement of Articles of Incorporation on the 17 day of MARCH, 2009.

PORTNEUF HEALTH CARE FOUNDATION, INC.

Bv:

Shaun Menchaca
President and CEO

103/26/2009 05:08
CK: 115617 CT: 1177 BH: 1163127
1.0 30.00 = 30.00 MNGO PROF 1 2

CERTIFICATE OF ARTICLES OF RESTATEMENT

60212.0001.1433729.1

THE BOSTONIAN SOCIETY

Annex A

**ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
PORTNEUF HEALTH CARE FOUNDATION, INC.**

The Articles of Incorporation, effective December 19, 2002, of Portneuf Health Care Foundation, Inc., a nonprofit corporation under the provisions of Title 30, Chapter 3, Idaho Code (the "Corporation"), as amended by Articles of First Amendment to Articles of Incorporation effective February 1, 2009, are restated in their entirety as follows:

1. NAME: The name of the Corporation is "Portneuf Health Care Foundation, Inc."
2. NONPROFIT: This is a nonprofit Corporation.
3. DURATION: The period of its duration is perpetual.
4. PURPOSES: The purposes for which the Corporation is organized and will be operated are as follows:
 - (a) To promote improved health status of the residents of Bannock County, Idaho, and the surrounding areas.
 - (b) To receive and maintain a fund or funds of real or personal property or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or part of the facility, property or the income therefrom exclusively for medical, scientific, charitable, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended.
 - (c) To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a Corporation formed under the Act, or any amendment thereto or substitute therefor, may not at any time lawfully carry on or do.
5. EXEMPT STATUS: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, 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 in Article 4 hereof. 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, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code ("Code") of 1986 and its regulations as they now exist or as they may hereinafter be amended, or by an organization, contributions to which are deductible under Sections 170(c)(2) of the Code and regulations as they now exist or as they may hereinafter be amended.

6. **DISSOLUTION:** The Corporation may not be dissolved without the prior express approval of the Board of Commissioners of Bannock County, Idaho, acting by vote thereof at a duly called meeting of such body. 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 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 charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any 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 are organized and operated exclusively for such purposes.

7. **INTERNAL AFFAIRS:** Provisions for the regulation of the internal affairs of the Corporation are such as may be provided in detail by the Corporation's Bylaws, which may be made, altered or amended by the Corporation's Board of Directors.

8. **REGISTERED AGENT AND OFFICE:** The current registered agent is Shaun Menchaca and the current registered office is 850 East Young Street, Pocatello, Idaho 83201.

9. **MEMBERS:** This Corporation shall have no members.

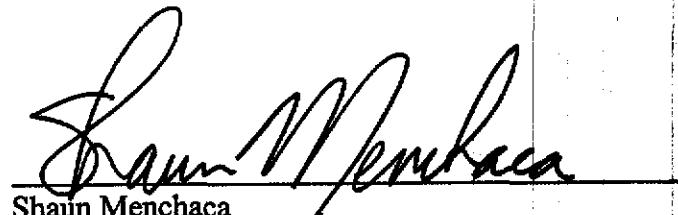
10. **BOARD OF DIRECTORS:** The management of the affairs of this Corporation shall be vested in its Board of Directors pursuant to Idaho Code Section 30-3-63. Notwithstanding the above, the Board of Directors hereby delegates pursuant to Idaho Code Section 30-3-63(3) certain specified powers to an Endowment Board, which will have the following duties and responsibilities, and the Corporation's Board of Directors shall be relieved to the extent of its delegation of such duties and responsibilities to the Endowment Board:

(a) The Endowment Board shall be responsible for determining when, and to which recipients or for what activities, the funds which the Corporation

has as of the Closing Date (as defined in that certain Letter of Intent between Bannock County, Idaho ("Bannock County") and Legacy Hospital Partners, Inc. dated August 15, 2008) and future income therefrom shall be distributed in furtherance of the Corporation's charitable purposes;

- (b) The Endowment Board shall be responsible for conducting and overseeing all charitable solicitation activities of the Corporation; and
- (c) The Endowment Board shall be responsible for determining when, and to which recipients or for what activities, funds raised by the Endowment Board's charitable solicitations and future income therefrom shall be distributed in furtherance of the Corporation's charitable purposes.

11. EXECUTION: The undersigned has executed these Articles of Restatement of Articles of Incorporation of Portneuf Health Care Foundation, Inc. on March 17, 2009.



Shaun Menchaca
President and CEO