

ARTICLES OF INCORPORATION
OF
St. LUKE'S NAMPA MEDICAL CENTER, LTD.
An Idaho Nonprofit Corporation

2017 APR 12 AM 11:45
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a nonprofit corporation ("corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for that corporation.

ARTICLE I

Name of the corporation: St. Luke's Nampa Medical Center, Ltd., Physically located at 9850 St. Luke's Drive, Nampa, ID 83687-7912.

ARTICLE II

The corporation is a nonprofit corporation. The corporation shall have no capital stock and no shares of stock in the corporation shall be issued. The period of duration of the corporation shall be perpetual.

ARTICLE III

The corporation shall be a membership corporation, and its member shall be St. Luke's Health System, Ltd.

ARTICLE IV

In the event of the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as tax exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code or any successor statute, as a 2/3 majority of the Board of Directors shall determine.

ARTICLE V

This corporation is organized and shall be organized exclusively for charitable, scientific and education purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

This corporation shall not engage in any activity which is not permitted to be engaged in by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; by a corporation, contributions to which are deductible under Section 170(a) of the Internal Revenue Code by virtue of its being an organization described in Section 170(c)(2) of the Internal Revenue Code; or by a nonprivate foundation described in Section 509(a)(1), (2) or (3) of the Internal Revenue Code.

This corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Internal Revenue Code.

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The corporation shall not participate in nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, 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 its purposes.

ARTICLE VI

The corporation shall be managed by a Board of Directors. The names and addresses of the persons constituting the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
A. J. Balukoff	190 E. Bannock, Boise, ID 83712
Bayo Crownson, M.D.	190 E. Bannock, Boise, ID 83712
Darin DeAngeli	190 E. Bannock, Boise, ID 83712
Kami Faylor	190 E. Bannock, Boise, ID 83712
Dean Hovdey	190 E. Bannock, Boise, ID 83712
George Iliff	190 E. Bannock, Boise, ID 83712
Clifford Tenley, M.D.	190 E. Bannock, Boise, ID 83712
Chris Keller, M.D.	190 E. Bannock, Boise, ID 83712
Lloyd Knight	190 E. Bannock, Boise, ID 83712
Mike Mooney	190 E. Bannock, Boise, ID 83712
Kathy Moore	190 E. Bannock, Boise, ID 83712
Catherine Reynolds, M.D.	190 E. Bannock, Boise, ID 83712
Mark Robinson	190 E. Bannock, Boise, ID 83712
Ron Sali	190 E. Bannock, Boise, ID 83712
Bishop Brian Thom	190 E. Bannock, Boise, ID 83712

ARTICLE VII

The personal liability of the Directors of the corporation or the member for monetary damages for breach of fiduciary duty as a Director shall be limited to the fullest extent permitted under the Act.

ARTICLE VIII

The corporation shall indemnify its directors and officers, employees and agents from and against all liability and expenses in the manner provided in the bylaws.

ARTICLE IX

These Articles of Incorporation shall be amended, restated, altered or repealed only by the Board of Directors of this corporation, subject to the approval of the member of this corporation.

ARTICLE X

The name and address of the corporation's initial registered agent and office is:

Christine S. Neuhoff, 190 E. Bannock, Boise, ID 83712

ARTICLE XI

The name and address of the incorporator is:

David C. Pate, M.D., J.D, 190 E. Bannock, Boise, ID 83712

ARTICLE XII

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws.

Dated this 11th day of April, 2017

A handwritten signature in black ink, appearing to read "David C. Pate", written over a horizontal line.

David C. Pate, M.D., J.D.
Incorporator