

# State of Idaho

## Department of State.

### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of \_\_\_\_\_

MOUNTAIN STATES HEALTH CORPORATION #50351

into WESTERN STATES HEALTH CORPORATION and change the name of the corporation to MOUNTAIN STATES HEALTH CORPORATION,

duly signed and verified pursuant to the provisions of the Idaho Business 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 Merger

, and attach hereto a duplicate original of the Articles of Merger.

Dated September 20, 19 83.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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SECRETARY OF  
STATE

ARTICLES OF MERGER

OF

MOUNTAIN STATES HEALTH CORPORATION

AND

WESTERN STATES HEALTH CORPORATION

Pursuant to the provisions of the Idaho Nonprofit Corporation Act and, where applicable, the Idaho Business Corporation Act, the undersigned domestic nonprofit corporation and the undersigned foreign nonprofit corporation adopt the following Articles of Merger, for the purpose of merging them into one of such nonprofit corporations.

FIRST: The following Plan of Merger was approved by the respective members of each of the undersigned nonprofit corporations and such approval was made in the manner prescribed by the laws of the State of Idaho and Montana, to-wit:

See Exhibit "A" attached hereto and incorporated herein by this reference.

SECOND: As to each of the undersigned nonprofit corporations, the total number of members entitled to vote on such Plan are as follows:

<u>NAME OF CORPORATION</u>	<u>TOTAL ENTITLED TO VOTE</u>
Mountain States Health Corporation, a Montana nonprofit corporation.....	8
Western States Health Corporation, an Idaho nonprofit corporation.....	8

THIRD: As to each of the undersigned nonprofit corporations, the total number of members who voted for and against such Plan, respectively, are as follows:

<u>NAME OF CORPORATION</u>	<u>TOTAL VOTED FOR</u>	<u>TOTAL VOTED AGAINST</u>
Mountain States Health Corporation	8	0
Western States Health Corporation	8	0

DATED this 16 day of September, 1983.

MOUNTAIN STATES HEALTH CORPORATION

By Louise C. Haney  
LOUISE C. HANEY, President

By J. Douglas Yunker  
J. DOUGLAS YUNKER, Director (Secretary)

WESTERN STATES HEALTH CORPORATION

By Louise C. Haney  
LOUISE C. HANEY, President

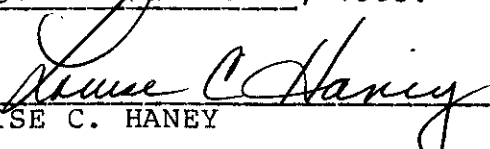
By J. Douglas Yunker  
J. DOUGLAS YUNKER, Director (Secretary)

STATE OF IDAHO           )  
                                  ) ss.  
County of Ada            )


LOUISE C. HANEY, being first duly sworn, deposes and says:

That she is the President of Mountain States Health Corporation, a Montana nonprofit corporation; that she has read the foregoing Articles of Merger; that the same are true and correct as she verily believes.

DATED this 16TH day of SEPTEMBER, 1983.

  
\_\_\_\_\_  
LOUISE C. HANEY

SUBSCRIBED and SWORN to before me this 16th day of September 1983.

  
\_\_\_\_\_  
NOTARY PUBLIC for Idaho  
Residing at Boise, therein.

(Seal)

PLAN AND AGREEMENT OF MERGER  
OF  
MOUNTAIN STATES HEALTH CORPORATION  
AND  
WESTERN STATES HEALTH CORPORATION

PLAN AND AGREEMENT OF MERGER, dated September 20, 1983, between Mountain States Health Corporation, a Montana nonprofit corporation (hereinafter referred to as "Merging Corporation") and Western States Health Corporation, an Idaho nonprofit corporation (hereinafter referred to as "Surviving Corporation"), which two corporations are hereinafter sometimes referred to as the "Constituent Corporations".

FIRST

Recitals. Mountain States Health Corporation is validly organized, existing and in good standing under the laws of the State of Montana. Western States Health Corporation is validly organized, existing and in good standing under the laws of the State of Idaho.

The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of their respective organizations and members that said Merging Corporation merge with and into said Surviving Corporation in accordance with all applicable statutes of the States of Idaho and Montana, and have entered into this Agreement of Merger in connection with the merger.

## SECOND

Agreement of Merger. NOW THEREFORE, the Constituent Corporations agree, each with the other, to merge into a single nonprofit corporation which shall be Western States Health Corporation, pursuant to the laws of the States of Idaho and Montana, and agree upon and prescribe the terms and conditions of the merger, the mode of carrying it into effect, and the manner and basis of converting membership in the Merging Corporation into membership in Western States Health Corporation, as herein set forth.

On the effective date of the merger, the Merging Corporation will be merged into Western States Health Corporation, and the seaprate existence of Mountain States Health Corporation shall cease; the Constituent Corporations shall become a single corporation named MOUNTAIN STATES HEALTH CORPORATION, an Idaho nonprofit corporation.

## THIRD

Articles of Incorporation of Merging Corporation. The Articles of Incorporation of Western States Health Corporation, which are set forth in Exhibit "A" to this Agreement, shall, where applicable, govern the affairs of the Surviving Corporation.

## FOURTH

Bylaws of Merging Corporation. The Bylaws of Western States Health Corporation in effect immediately prior to the effective date of the merger of the Constituent Corporations shall continue

to be the Bylaws of the Surviving Corporation until altered or repealed in the manner provided by law and such Bylaws.

#### FIFTH

##### Board of Directors and Officers of Surviving Corporation.

The members of the Board of Directors and the Officers of Western States Health Corporation immediately prior to the effective date of the merger shall continue to be the members of the Board of Directors and the Officers, respectively, of the Surviving Corporation, to hold office for the terms specified in the Bylaws of the Surviving Corporation, and until their respective successors are duly elected and qualified.

#### SIXTH

Manner and Basis of Conversion of Membership. The manner and basis of conversion of membership in the Constituent Corporations into membership in the Surviving Corporation shall be as follows:

At the annual meeting of the Merging Corporation and the First Meeting of the Surviving Corporation, it was decided that such Constituent Corporations should be merged.

Thereafter, a vote was conducted, and the members of each of the Constituent Corporations voted unanimously in favor of the merger. The vote in favor of the merger was eight (8), while the vote against was zero (0). The result of such vote was to approve the merger and to thereby make each member of each of the Constituent Corporations a member of the Surviving Corporation.

## SEVENTH

Effect of Merger. On the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as a private nature of each of the Constituent Corporations, and shall become subject to all the restrictions, disabilities and duties of each of the Constituent Corporations and all of the singular rights, privileges, powers and franchises of each of the Constituent Corporations. All property, real, personal and mixed, and debts due to each of the Constituent Corporations on whatever account, shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, franchises and immunities, and all and every other interest, shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all of the creditors and liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

If at any time after the merger becomes effective it shall appear to the Surviving Corporation that any further assignments



or assurances are necessary or desirable to evidence the vesting in the Surviving Corporation of the title to any of the property or rights of either Mountain States Health Corporation or Western States Health Corporation, those persons who were proper officers and directors of Mountain States Health Corporation, or Western States Health Corporation, as the case may be, as of the effective date of the merger shall execute, acknowledge and deliver such assignments or other instruments and do such acts as may be necessary or appropriate to evidence the vesting of title to such property or rights in the Surviving Corporation. For such purposes the capacity and authority of Mountain States Health Corporation and Western States Health Corporation, respectively, and their respective officers shall be deemed to be continuing.

The Surviving Corporation agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of either Mountain States Health Corporation or Western States Health Corporation arising in the State of Idaho prior to the effective date of the merger, and in any proceeding for the enforcement of the rights of a dissenting member of Mountain States Health Corporation or Western States Health Corporation against the Surviving Corporation.

#### EIGHTH

Accounting. When the merger becomes effective, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles, the assets and liabilities of Mountain States Health Corporation and

Western States Health Corporation shall be recorded in the accounting records of the Surviving Corporation at the amounts at which they shall be carried at that time in the accounting records of the Constituent Corporations.

NINTH

Effective Date. The effective date of the consolidation provided for by this Agreement shall be March 15, 1982.

IN WITNESS WHEREOF, the undersigned Officers have signed their names hereto this 16 day of September, 1983.

MOUNTAIN STATES HEALTH CORPORATION

By Louise C. Haney  
LOUISE C. HANEY, President

By J. Douglas Yunker  
J. DOUGLAS YUNKER, Director (Secretary)

WESTERN STATES HEALTH CORPORATION

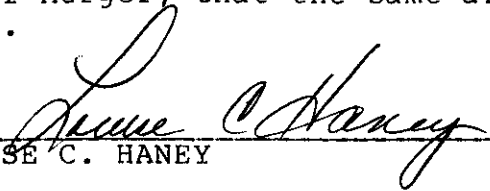
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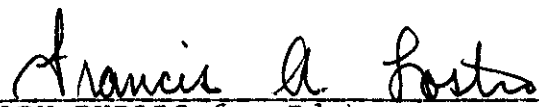
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LOUISE C. HANEY, being first duly sworn, deposes and says:

That she is the President of Mountain States Health Corporation, a Montana nonprofit corporation; that she has read the foregoing Plan and Agreement of Merger; that the same are true and correct as she verily believes.

  
\_\_\_\_\_  
LOUISE C. HANEY

SUBSCRIBED and SWORN to before me this 16<sup>th</sup> day of September 1983.

  
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NOTARY PUBLIC for Idaho  
Residing at Boise, therein.

(Seal)