



# ARTICLES OF AMENDMENT (Non-profit)

Title 30, Chapters 21 and 30, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the application in duplicate.

**FILED EFFECTIVE**

2016 AUG 18 AM 9:16

SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the corporation is:

Weiser Memorial Hospital Foundation, INC

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

2. The text of each article being amended:

Please see attached document. Changes noted in red ink.

3. The date of adoption of the amendment(s) was: June 9, 2016

4. Manner of adoption (check one):

☒ Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-30-705, Idaho Code, and was, therefore, adopted by the incorporators, or by the board of directors. (Please fill spaces below)

a. The number of directors entitled to vote was: 10

b. The number of directors that voted for each amendment was: 10

c. The number of directors that voted against each amendment was: 0

☐ The amendment consists of matters other than those described in section 30-30-705, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)

a. The number of members entitled to vote was: \_\_\_\_\_

b. The number of members that voted for each amendment was: \_\_\_\_\_

c. The number of members that voted against each amendment was: \_\_\_\_\_

Printed Name: Casey Clark-Ney, Executive Dir.

Signature: \_\_\_\_\_

*Casey Clark-Ney*

Secretary of State use only

IDAHO SECRETARY OF STATE

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SECRETARY OF STATE  
STATE OF IDAHO

**WEISER MEMORIAL HOSPITAL FOUNDATION, INC.**

(A non-profit corporation)

Pursuant to the provisions of the Articles of Incorporation and Bylaws of Weiser Memorial Hospital Foundation, Inc., an Idaho Nonprofit Corporation, and pursuant to the Idaho Nonprofit Corporation Act, the qualified voting members of the corporation duly noticed, approved and adopted the following Amended and Restated Articles of Incorporation and all of the amendments therein contained, to wit:

**ARTICLE I**

**Name**

The name of this corporation shall be: WEISER MEMORIAL HOSPITAL FOUNDATION, INC.

**ARTICLE II**

**Purpose**

The specific and primary purposes for which this corporation is formed are charitable, and are to concern themselves with the procurement and extension of financial aid toward the operation, maintenance, management, acquisition, and expansion, of facilities and medical equipment for Memorial Hospital, Weiser, Idaho, in full accord with the purpose of said Memorial Hospital, and to the end that the greatest amount of service may be extended to the greatest number of persons in the area. The activities of the corporation shall be broad in scope and there would be built up from year to year, a fund which would be continuously available for essential capital and supplemental operational needs of said Memorial Hospital, for future development of its patient care, and medical education and research programs.

### **ARTICLE III**

#### **Powers**

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Idaho law and Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE IV**

#### **Membership**

The sole member ("Member") of the Foundation is Weiser Valley Hospital District.

### **ARTICLE V**

#### **Restriction**

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its ~~members~~, 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 the purposes set forth in Article II hereof.

(b) No 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.

### **ARTICLE VI**

#### **Amendments**

All provisions of these Articles of Incorporation shall be subject to amendment consistent with the provisions of Idaho state law and Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, by the affirmative vote of the members entitled to vote in respect thereof, in attendance at the annual meeting or at any special meeting, providing that due notice of the amendment is included in the notice of said meeting.

## **ARTICLE VII**

### **Dissolution**

On dissolution of this Corporation, the Board of Directors shall cause the assets herein to be distributed to Weiser Memorial Hospital or its successor so long as it is either an Idaho county hospital, an Idaho Hospital District hospital, or an entity qualified under Section 501(c)(3) of the Internal Revenue Code. If upon dissolution Weiser Memorial Hospital or its successor is not an Idaho county hospital, an Idaho Hospital District hospital, or an entity qualified under Section 501(c)(3) of the Internal Revenue Code, then the remaining assets shall be distributed to an organization (or organizations) organized and operated exclusively for educational, charitable, or religious purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Any grants and/or acquisitions shall be distributed in accordance with the terms of the grant or acquisition agreements.

## **ARTICLE VIII**

### **Registered Office**

The location of the registered office of the corporation shall be 645 E. Fifth Street, Weiser, Idaho 83672, and the registered agent shall be Executive Director at the address set out above.

## **ARTICLE IX**

### **Duration**

The duration of this corporation shall be perpetual.

## **ARTICLE X**

### **Management**

The affairs of the corporation shall be managed by a Board of Directors to be elected as provided in the Bylaws, but in no case shall the number of directors be less than five (5). The directors shall hold their offices for one (1) year, or such other period as the Bylaws shall determine, and until their successors are elected and qualified.