



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

CALDWELL MEMORIAL HOSPITAL, INC.

was filed in the office of the Secretary of State on **August 25th**, 19 **77**

and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for *perpetual existence* from the date hereof, with its registered office in this State located at **Caldwell, Idaho** in the county of **Canyon**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State.
Done at Boise City, The Capital of Idaho. this **25th** day of **August**, A.D., 19 **77**

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk

1 ARTICLES OF INCORPORATION

2 OF

3 CALDWELL MEMORIAL HOSPITAL, INC.

4 KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned,
5 all being citizens of the United States, of legal age, this day having
6 voluntarily associated ourselves together for the purpose of forming a
7 corporation under and pursuant to the laws of the State of Idaho, do
8 hereby certify:

9 ARTICLE I

10 The name of this corporation shall be CALDWELL MEMORIAL
11 HOSPITAL, INC.

12 ARTICLE II

13 The purposes for which this corporation is formed are:

14 (a) To purchase, lease or otherwise acquire, to operate,
15 and to sell, lease, or otherwise dispose of hospitals, convalescent
16 homes, nursing homes and other institutions for the medical care and
17 treatment of patients.

18 (b) To purchase, manufacture, or prepare and to sell or
19 otherwise deal in, as principal or as agent, medical equipment or
20 supplies.

21 (c) To construct or lease and to operate restaurants, drug
22 stores, gift shops, office buildings, and other facilities in connec-
23 tion with hospitals or other medical facilities owned or operated by
24 it.

25 (d) To purchase, acquire, own, hold, lease (either as
26 lessor or as lessee), to sell, exchange, subdivide, mortgage and
27 generally operate any real or personal property of any and every kind
28 or description, within or without the State of Idaho, necessary, suit-
29 able or useful in connection with any of the objects or purposes
30 herein set forth.

31 (e) To construct and erect buildings or structures upon
32 and to improve and maintain any and all real property owned, leased
or held by this corporation; and to equip, improve and generally
operate any and all personal property owned by this corporation.

(f) To purchase, hold, sell and transfer the shares of
its own capital stock; provided, it shall not use its funds or pro-
perty for the purchase of its own shares of capital stock when such
use would cause any impairment of its capital; and provided further
that the shares of its own capital stock owned by it shall not be
voted upon directly or indirectly.

(g) To enter into, make, perform and carry out contracts
of every sort and kind which may be necessary or desirable for the
furtherance of the business of this corporation, with any persons,
firms, corporations, associations, any state, territory or muni-

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CALDWELL, IDAHO 83605

1 cipality of the United States or any foreign country, government or
2 body politic.

3 (h) To acquire and hold all or any part of the capital
4 stock, assets or good will of any business, or any person, firm,
5 association or corporation engaged in any business in whole or in
6 part consistent with the objects and purposes of this corporation,
7 and to hold, utilize and in any manner dispose of the whole or any
8 part of the stock, assets, good will and rights so acquired and to
9 conduct in any lawful manner in whole or in part any business so
10 acquired, and to undertake or assume the whole or any part of the
11 obligations or liabilities of any person, firm, association or
12 corporation engaged in the business so acquired.

13 (i) To adopt, apply for and register, purchase, lease or
14 otherwise acquire and to use, maintain and protect and to sell,
15 assign or grant licenses or other rights in respect to any trade
16 marks, trade names, patents, patent rights, copyrights, inventions,
17 formulas, processes and rights analogous thereto.

18 (j) To borrow money for any purpose of this corporation,
19 without limit as to amount, and to issue bonds, debentures, notes
20 or other evidences of indebtedness, secured or unsecured, of this
21 corporation for the moneys so borrowed, or in payment for property
22 acquired, or for any other objects or purposes of this corporation,
23 or in connection with its business; to secure payment of such de-
24 bentures, notes or other obligations by mortgages or pledges or
25 other liens upon any or all of the property of this corporation
26 wheresoever situated.

27 (k) To carry out all or any part of the foregoing ob-
28 jects, or purposes as principal or agent, or otherwise, either
29 alone or in conjunction with any person, association or other
30 corporation and in any part of the world; and in carrying on its
31 business and for the purpose of attaining or furthering any of its
32 objects or purposes, to make and perform such contracts of any kind
33 and description, to do such acts and such things, and to exercise
34 any and all such powers as a natural person could lawfully make,
35 perform, do or exercise, provided that the same be not inconsistent
36 with the objects or purposes of this corporation, or the statutes
37 of the State of Idaho.

38 (l) To conduct its business in all or any of its branches
39 in the State of Idaho, and in any and all other states, territories,
40 possessions, colonies and dependencies of the United States of
41 America and in the District of Columbia, and in any or all foreign
42 countries, and to have one or more offices within or outside of the
43 State of Idaho.

44 (m) The objects as specified herein shall, except as
45 otherwise expressed, be in no way limited or restricted by reference
46 to or inference from the terms of any other clause or paragraph of
47 these Articles. The objects, purposes and powers specified in each
48 of the clauses or paragraphs in these Articles shall be regarded as
49 independent objects, purposes and powers.

50 The foregoing shall be construed as objects and powers
51 and the enumeration thereof shall not be held to limit or restrain
52 in any manner the general powers now or hereafter conferred on this
53 corporation by the statutes of the State of Idaho.

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ARTICLE III

Duration

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE IV

Place of Business

The location and post office address of the registered office of this corporation in the State of Idaho shall be 300 East Logan, in the City of Caldwell, County of Canyon, State of Idaho.

ARTICLE V

Stock

This corporation is authorized to issue one class of shares of its capital stock to be designated as common stock; the total number of shares of common stock which this corporation shall be authorized to issue is 50,000. The aggregate par value of the capital stock of this corporation shall be \$50,000.00; and the par value of each of said shares of common stock shall be \$1.00.

ARTICLE VI

Incorporators

The names and post office address of each of the incorporators of this corporation, and the number of shares of said common stock subscribed by each of these incorporators, are as follows:

NAME	POST OFFICE ADDRESS	SHARES SUBSCRIBED
Wm. F. Gigray, Jr.	919 E. Ash Caldwell, Idaho 83605	One
Donald E. Downen	3223 College Ave. Caldwell, Idaho 83605	One
Wm. F. Gigray, III	1523 Dearborn Caldwell, Idaho 83605	One

Each of the persons above enumerated as incorporators is a natural person over the age of 21 years and is a citizen of the United States of America.

ARTICLE VII

The capital stock of this corporation shall be non-assessable; and the private property of the shareholders in this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE VIII

A director of this corporation shall not be required to be a holder of any of the shares of the common capital stock of the corporation.

IN WITNESS WHEREOF, For the purpose of forming this

1 corporation under the statutes of the State of Idaho, we, the
2 undersigned, constituting the incorporators of this corporation,
3 have executed these Articles of Incorporation this 24th day of
4 August, 1977.

Wm. F. Gigray, Jr.
Wm. F. Gigray, Jr.

Donald E. Downen
Donald E. Downen

Wm. F. Gigray, III
Wm. F. Gigray, III

8 STATE OF IDAHO)
9) ss.
10 County of Canyon)

11 On this 24th day of August, 1977, before me, the
12 undersigned, a Notary Public in and for said State, personally
13 appeared WM. F. GIGRAY, JR., DONALD E. DOWNEN and WM. F. GIGRAY, III,
14 known to me to be the persons whose names are subscribed to the
15 within instrument, and acknowledged to me that they executed the
16 same, and I further certify that each of said persons acknowledged
17 that he was over the age of 21 years and each was a citizen of the
18 United States of America.

19 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
20 my official seal the day and year in this certificate first above
21 written.

[Signature]
Notary Public for Idaho
Residing at Caldwell, Idaho

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