

**FILED EFFECTIVE****2010 JUL 28 PM 3:33**

**ARTICLES OF INCORPORATION  
OF**

SECRETARY OF STATE  
STATE OF IDAHO

**ST. LUKE'S McCALL, LTD.  
An Idaho Nonprofit Corporation**

The undersigned, acting as incorporator of a nonprofit corporation ("corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code ("Act"), adopts the following Articles of Incorporation for that corporation.

**ARTICLE I**

Name of the corporation: St. Luke's McCall, Ltd.

**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 the 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 of 1986, as amended (the "Code"). Any such assets not so disposed of shall be distributed as the Board of Directors shall determine to such other charitable, educational or scientific organization or organizations as qualify at the time as exempt from federal income tax under Section 501(c)(3) of the Code, or any successor statute, subject to a supermajority (2/3) vote of all of the board of directors of the member.

**ARTICLE V**

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

ARTICLES OF INCORPORATION OF ST. LUKE'S MCCALL, LTD.

IDAHO SECRETARY OF STATE  
07/29/2010 05:00  
CK: 484870 CT: 17289900H: 1232548  
1 @ 30.00 = 30.00 INC NONP # 2  
1 @ 20.00 = 20.00 NON EXPDI # 3

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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 Code; by a corporation, contributions to which are deductible under Section 170(a) of the Code by virtue of its being an organization described in Section 170(c)(2) of the Code; or by a nonprivate foundation described in Section 509(a)(1), (2) or (3) of the 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 Code. 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:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
David C. Pate, M.D., J.D.	190 East Bannock, Boise, ID 83712
Tom Saldin, J.D.	190 East Bannock, Boise, ID 83712
Larry Cope	190 East Bannock, Boise, ID 83712

#### **ARTICLE VII**

The personal liability of the Directors to 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 and subject to the applicable provisions of the Sale and Lease Agreement.

**ARTICLE X**

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

Jeff Taylor, 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 28<sup>th</sup> day of July, 2010.

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