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SECRETARY OF STATE
STATE OF IDAHO

Amended and Restated Articles of Incorporation
Advantage Care Network, Inc.
an Idaho nonprofit corporation

1. The present name of the corporation is Advantage Care Network, Inc., which was incorporated on May 1, 2000.

2. These Amended and Restated Articles of Incorporation integrate and amend the previous Articles of Incorporation and are executed pursuant to the provisions of Title 30, Chapter 3, Idaho Code. Saint Alphonsus Health System, Inc. is the only member of the Corporation entitled to vote on the Amended and Restated Articles of Incorporation and Saint Alphonsus Health System, Inc. voted in the affirmative for these Amended and Restated Articles.

3. The text of the Amended and Restated Articles of Incorporation is as follows:

Article I
Name

The name of the corporation ("Corporation") is Saint Alphonsus Health Alliance, Inc. The former name of the Corporation was Advantage Care Network, Inc.

Article II
Purposes

The purposes for which the Corporation is organized are:

- A. To carry out the purposes of Saint Alphonsus Health System, Inc., an Idaho nonprofit corporation, or its successor (the "Corporate Member"), which is the sole member of the Corporation;
- B. To engage in the delivery of and to carry on, sponsor or participate in, directly or through one or more subsidiaries or affiliates, any activities related to the delivery of quality, cost efficient, health care on a clinically integrated basis, including, without limitation, entering into health care contracts or arrangements with third party payors, insurance companies, managed care companies and/or self insured employers or other entities and providing management and support services in connection therewith and such other lawful activities as hereinafter authorized by the Corporate Member which, in the opinion of the Corporation's Board of Trustees, are appropriate in carrying out the purposes of the Corporation and the Corporate Member. The Corporation shall take all such actions as may be necessary or desirable to accomplish the foregoing purpose within the restrictions and limitations of these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation or applicable law;
- C. To acquire, purchase, own, loan and borrow, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease and rent all real and personal property of every kind and nature, which may be necessary or incidental to the accomplishment of any and all of the above purposes;

- D. To provide benefit to the Corporate Member in conformity with the purposes of the Corporation; and
- E. To take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation and applicable law.

Article III **Organization**

The Corporation is organized on a nonstock basis as a membership corporation. The Corporate Member is the Corporation's sole member.

Article IV **Registered Office and Registered Agent**

The address of the Corporation's registered office is 1055 North Curtis Road, Boise, Idaho 83706. The name of the registered agent of the Corporation is David Gough, D.O. The address of the Corporation's registered office and/or name of the Corporation's registered agent may be changed from time to time by the Corporation's Board of Trustees.

Article V **Corporate Member Action**

Approval of the following matters shall be reserved exclusively to the Corporate Member, with such powers being set forth, where applicable in the Saint Alphonsus Governance/Management Matrix. The Corporate Member may initiate and implement any proposal with respect to any of the following and, if any proposal with respect to any of the following is otherwise initiated, it shall not become effective unless approved by the Corporate Member:

- A. Appointment and removal of members of the Corporation's Board of Trustees;
- B. Adoption or modification to these Amended and Restated Articles of Incorporation of the Corporation;
- C. Appointment and removal of the President of the Corporation;
- D. Adoption or modification of the Bylaws of the Corporation after reviewing any recommendations of the Corporation's Board of Trustees;
- E. Approval of all capital and operating budgets of the Corporation;
- F. Approval of all capital expenditures of the Corporation, as specified by then-existing policies of the Corporate Member;

G. Approval of the liquidation, dissolution, winding up, abandonment of, or the filing of any action in bankruptcy, receivership or any similar state or federal action on behalf of, the Corporation;

H. Approval of the Corporation's strategic plan;

I. Approval of any sale, merger, or consolidation of the Corporation, or the Corporation's assets, or the formation of partnerships or other joint operating or other co-sponsorship arrangements between or among the Corporation and other entities; and

J. All other matters reserved to members of nonprofit corporations by the laws of the State of Idaho, these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation.

Article VI **Indemnification**

The Corporation shall, to the maximum extent allowed by law, indemnify those persons who: (a) are serving or have served as members, trustees, directors, officers, employees, committee or subcommittee members, or agents of the Corporation, or (b) are serving or have served at the request of the Corporation as a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

Article VII **Dissolution**

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after satisfaction of all of its obligations will be distributed to an entity, as directed by the Corporate Member, taking into account the requirements of civil law.

Article VIII **Bylaws**

Except as otherwise provided in these Amended and Restated Articles of Incorporation, provisions for the membership, terms of office, manner of election and removal, time and place of meetings and powers and duties of the Corporation's Board of Trustees shall be governed by the Bylaws of the Corporation. The Bylaws of the Corporation may be amended or restated, or new Bylaws adopted only by action of the Corporate Member and those powers are reserved exclusively to the Corporate Member.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were duly adopted on November 27, 2012, pursuant to the provisions of Title 30, Chapter 3, Idaho Code. These Amended and Restated Articles of Incorporation consist of matters other than those described in section 30-3-90, Idaho Code, and were therefore adopted by the Corporate Member. These Amended and Restated Articles of Incorporation supersede the Corporation's original Articles of Incorporation and all previous amendments thereto.

Signed this 18th day of June, 2013



By: David Gough, D.O.
Its: President

CONSENT TO SERVE AS REGISTERED AGENT

Having been named as Registered Agent of Saint Alphonsus Health Alliance, Inc. the undersigned hereby consents to serve as Registered Agent and agrees to act in this capacity.



David Gough, D.O.

Date: June 18, 2013