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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
MERCY MEDICAL CENTER FOUNDATION, INC. SECRETARY OF STATE  
an Idaho non-profit corporation STATE OF IDAHO**

These AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MERCY MEDICAL CENTER FOUNDATION, INC., an Idaho non-profit corporation (the "Articles"), amend and restate those certain ARTICLES OF INCORPORATION OF MERCY MEDICAL CENTER FOUNDATION, INC., filed with the Idaho Secretary of State on August 10, 2007 (the "Original Articles"), in their entirety.

**ARTICLE I: NAME**

1.1 Name. The name of the corporation shall be SAINT ALPHONSUS MEDICAL CENTER — NAMPA HEALTH FOUNDATION, INC., an Idaho non-profit corporation (the "Corporation").

**ARTICLE II: PURPOSES**

2.1 Purposes. The purposes for which the Corporation is organized are:

A. To further any and all charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the INTERNAL REVENUE CODE OF 1986, as amended from time to time, or the comparable provisions of subsequent legislation (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

B. To operate exclusively for the benefit of, to perform the functions of, and to carry out the purposes of CATHOLIC HEALTH MINISTRIES ("CHM") and SAINT ALPHONSUS MEDICAL CENTER — NAMPA, INC., an Idaho non-profit corporation ("Saint Alphonsus Nampa"). The Corporation's purposes shall be consistent with and supportive of the corporate purposes of TRINITY HEALTH CORPORATION, the Corporation's ultimate parent ("Trinity").

C. To further the mission of Trinity and Saint Alphonsus Nampa of healing and service to the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries which are now, or may hereafter be established by Trinity or its subsidiaries or affiliates.

D. To raise funds from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in furtherance of the charitable purposes of Saint Alphonsus Nampa.

E. To acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of organizations described in this Article 2.

F. To contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of these purposes.

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G. To sponsor and/or promote health care, educational programs, religious programs, scientific research, treatment facilities, rehabilitation centers, housing centers, management services, human service programs and other charitable activities, all in promotion and support of the interests and purposes of Saint Alphonsus Nampa.

H. To engage in any lawful activities within the purposes for which a corporation may be organized under the IDAHO NONPROFIT CORPORATION ACT, as it may be amended from time to time (the "Act"), which are in furtherance of or in support of the charitable purposes of the organizations described in this Article 2.

I. To otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article 2, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons unless allowed by Section 501(c)(3) of the Code and the Act 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 herein.

(ii) No substantial 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 or in opposition to any candidate for public office.

(iii) Notwithstanding any other provisions of the Corporation's governing documents, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

### ARTICLE III: CATHOLIC IDENTITY

3.1 Identity. The activities of the Corporation shall be carried out in a manner consistent with "The Guiding Principles for Catholic Health Ministries and its Apostolic Works" or a successor document which sets forth the principles, describing how the apostolic and charitable works of CHM are to be carried out; the teachings of the ROMAN CATHOLIC CHURCH; other directives promulgated from time to time by CHM; and, the values and principles inherent in the medical-moral teachings of the ROMAN CATHOLIC CHURCH (such as the ETHICAL AND RELIGIOUS DIRECTIVES FOR CATHOLIC HEALTH CARE SERVICES) as promulgated from time to time by the National Conference of Catholic Bishops (or any successor organization) and as interpreted by the local ordinary.

### ARTICLE IV: PERIOD OF EXISTENCE

4.1 Perpetual Existence. The period during which the Corporation shall continue is perpetual.

### ARTICLE V: REGISTERED AGENT AND REGISTERED OFFICE

5.1 **Registered Agent.** The name and address of the Corporation's registered agent for service of process is Lannie Checketts, 1512 12<sup>th</sup> Avenue Road, Nampa, Idaho 83686.

5.2 **Registered Office.** The mailing address of the principal office of the Corporation is Saint Alphonsus Medical Center — Nampa Health Foundation, Inc., Attn: Chief Executive Officer of Saint Alphonsus Medical Center — Nampa, 1512 12<sup>th</sup> Avenue Road, Nampa, Idaho 83686.

#### ARTICLE VI: CORPORATE MEMBER

6.1 **Number and Eligibility.** There shall be one member of the Corporation, which shall be known as the "Corporate Member," and such Corporate Member shall be Saint Alphonsus Nampa.

6.2 **Meetings.** Meetings of the Corporation shall be held at such time, date and place, either within or outside the State of Idaho, as shall be specified in their respective calls, notices and waivers of notice.

#### ARTICLE VII: CORPORATE MEMBER ACTION

7.1 **Approval of Corporate Member.** Approval of the following matters are reserved exclusively to the Corporate Member. 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. Approve the role statement of the Corporation, if any.
- B. Approve changes to the Articles or bylaws of the Corporation.
- C. Appoint, upon the recommendation of the board of trustees of the Corporation, or remove, with or without cause, the members of the board of trustees of the Corporation. Removal does not require a recommendation of the Corporation's board.
- D. Approve the incurrence of debt by the Corporation.
- E. Subject to canonical requirements, approve and recommend the formation of legal entities, the sale, transfer or substantial change in use of all or substantially all of the assets, divestitures, dissolutions, closures, mergers, consolidations, or changes in corporate membership of the Corporation in accordance with the SAINT ALPHONSUS HEALTH SYSTEM GOVERNANCE/MANAGEMENT AUTHORITY MATRIX (as amended, restated, supplemented or otherwise modified from time to time, the "Matrix").
- F. Approve the transfer or encumbrance of the assets of the Corporation in accordance with the Matrix.
- G. Approve the operating budget and capital plan for the Corporation.

## ARTICLE VIII: INDEMNIFICATION

8.1 Obligation to indemnify. The Corporation shall, to the maximum extent allowed by law, indemnify those persons who are serving or have served as members, trustees, directors, officers, employees, committee members, or agents of the Corporation, and those who are serving or have served at the request of the Corporation as a trustee, director, officer, employee, committee member, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

## ARTICLE IX: DISSOLUTION

9.1 Disposition of Assets. Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the board of trustees (subject to the prior approval of the Corporate Member) and in accordance with the following:

A. The paying of or the making of provision of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.

B. All assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to the Corporate Member if the Corporate Member is an exempt organization(s) under Section 501(c)(3) of the Code, that is a subsidiary organization of Trinity or to such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by CHM.

C. Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE X: EFFECTIVE DATE


10.1 Effective Date. These Articles of Incorporation are effective as of September 22, 2011.

## ARTICLE XI: BYLAWS

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

IN WITNESS WHEREOF, the undersigned, being the Chair of the Board of Trustees of the Corporation, does hereby affirm that these Articles were duly adopted on September 22, 2011 in accordance with the provisions of the Act. These Articles consist of matters other than those described in Section 30-3-90 of the IDAHO CODE, and therefore, they have also been adopted by the Corporate Member as the Corporation's sole corporate member. These Articles shall supersede the Corporation's Original Articles.

By:



Name: Peter Jensen, M.D.

Title: Chairman of the Board of Trustees

Entity: SAINT ALPHONSUS MEDICAL CENTER – NAMPA HEALTH FOUNDATION, INC.