



ARTICLES OF AMENDMENT (Non-profit)

To the Secretary of State of the State of Idaho
Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned
non-profit corporation amends its articles of incorporation as
follows:

1. The name of the corporation is:

St. Luke's Medical Center/Wood River, Ltd.

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 amendment is as follows:

See Amended and Restated Articles of Incorporation, which are attached hereto, stating new name of
corporation under Article I, which is now St. Luke's Wood River Medical Center, Ltd.

3. The date of adoption of the amendment(s) was: 8/01/06

4. Manner of adoption (check one):

☐ Each amendment consists exclusively of matters which do not require member approval pursuant to
section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)

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

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

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

☒ The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was,
therefore adopted by the members. (Please fill spaces below)

a. The number of members entitled to vote
was: one

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

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

Dated: 9/28/06

Signature: _____

Typed Name: Janine Sarti

Capacity: V.P., CLU and Registered Agent

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

g:\corp\complaints of amendment\mp.jmnd
Revised 10/2003

Web Form

IDAHO SECRETARY OF STATE

09/28/2006 05:00

CK: 1100091800 CT: 145847 BH: 977673
1 @ 30.00 = 30.00 NON PROF A # 1

2114474

FILED EFFECTIVE
2006 SEP 28 AM 10:32
SECRETARY
STATE OF IDAHO

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. LUKE'S WOOD RIVER MEDICAL CENTER, LTD.**

The undersigned officer of St. Luke's Medical Wood River Medical Center, Ltd., an Idaho nonprofit corporation ("Corporation") hereby certifies that at a duly held board meeting of the Corporation, and in anticipation of duly held board meetings of the existing member (St. Luke's Regional Medical Center, Ltd.) and of the new member (St. Luke's Health System, Ltd.), at which quorums were present, the following Amended and Restated Articles of Incorporation, which amend and supersede the prior Articles of Incorporation, as amended, in their entirety, were adopted by resolutions unanimously carried; and the CEO was duly authorized and directed to sign, verify, file and do all things required by law to carry into effect the following Amended and Restated Articles of Incorporation:

Article I
Name

The name of the Corporation is St. Luke's Wood River Medical Center, Ltd.

Article II
Nonprofit Status

The Corporation is a nonprofit corporation.

Article III
Period of Duration

The period of duration of the Corporation is perpetual.

Article IV
Registered Office and Agent

The address of the registered office of the Corporation is 190 East Bannock, Boise, Idaho 83712, and the name of the registered agent at this address is Janine Sarti.

Article V
Purposes

The purposes for which the Corporation is organized and will be operated are as follows:

A. To operate an acute care general hospital serving the community, including but not limited to inhabitants of Blaine County, Idaho.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code.

C. To exercise all powers granted by law necessary, convenient or proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value, and the power to do all things described by Idaho Code § 30-3-24; provided, however, nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

Article VI Limitations

No part of the net earnings or the assets 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 (i) to pay reasonable compensation for services rendered; (ii) to make payments and distributions in furtherance of the purposes set forth in Article V hereof; and (iii) to make distributions to any member that is a corporation, community chest, fund or foundation as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Code. No substantial part of the activities of the Corporation shall be for 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Article VII Membership Corporation

The Corporation shall have one member, which shall be St. Luke's Health System, Ltd., an Idaho nonprofit corporation.

Article VIII Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with

the Corporation's Bylaws; provided, however, there shall always be at least eleven (11) Directors. The Directors shall be appointed in the manner provided in the Bylaws of the Corporation, and shall be subject to the approval of the member of the Corporation.

Article IX
Distribution on Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation in the manner prescribed by the Agreement dated April 9, 1996, among the Corporation, St. Luke's Regional Medical Center, Ltd., The City of Sun Valley, County of Blaine, and Healthcare Partnership (the "Agreement"), provided such distribution is consistent with the purposes of the Corporation and made to an organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Code in such manner as the Board of Directors and the member shall determine. Any such assets not so distributed shall be distributed to such organization or organizations as determined by the member, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code.

Article X
Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors, subject to the approval of the member.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Amended and Restated Articles of Incorporation which amend and supersede in their entirety the original Articles of Incorporation and all previous amendments thereto.

DATED this 1st day of August, 2006.

By: B. Jensen
Bruce Jensen
Chief Executive Officer