



CERTIFICATE OF INCORPORATION
OF

SAINT ALPHONSUS REGIONAL MEDICAL CENTER MEDICAL OFFICE BUILDING, INC.

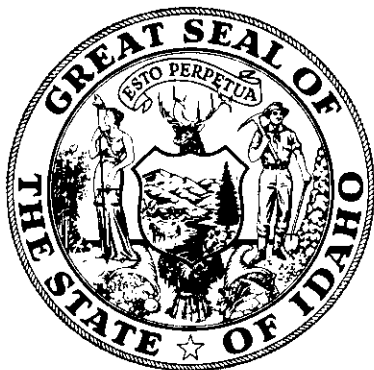
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SAINT ALPHONSUS REGIONAL MEDICAL CENTER MEDICAL OFFICE BUILDING, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 9, 19 83.



SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION 4 01

SECRETARY OF
SAINT ALPHONSUS REGIONAL MEDICAL CENTER
MEDICAL OFFICE BUILDING, INC.

We, the undersigned, a resident of the State of Idaho, desiring to form a corporation pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30 of the Idaho Code, do hereby make, subscribe, and acknowledge these Articles as follows:

ARTICLE I

NAME

The name of the corporation shall be SAINT ALPHONSUS REGIONAL MEDICAL CENTER MEDICAL OFFICE BUILDING, INC.

ARTICLE II

NON-PROFIT PURPOSE

The non-profit corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

Purposes, Philosophy and History:

(a) The Corporation is organized as a nonprofit Corporation under the Idaho Nonprofit Corporation and Co-operative Association

Act for the purpose of engaging in charitable, benevolent, eleemosynary, educational and scientific activities and pursuits, and not for the purpose of engaging in any activity for pecuniary profit. In particular, the Corporation is organized to own, construct, maintain and operate a medical office building.

(b) The Corporation shall have and exercise all lawful powers necessary or convenient to carry out any or all of the purposes for which the Corporation is organized.

(c) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

(d) No activity shall be performed by the Corporation to influence legislation by propaganda or otherwise, nor shall it engage in any other activity that is not permitted by a corporation exempt for federal income tax under Section 501(c) of the Internal Revenue Code of 1954 or any corresponding future provision of the Internal Revenue Code.

(e) This Corporation is incorporated as a Roman Catholic religious, charitable, and health care organization, sponsored by the Congregation of the Sisters of the Holy Cross and in accord with and subject to the tradition, teachings in Canon Law of the Roman Catholic Church, the Congregation Policies for Corporate

Organization of the Congregation of the Sisters of the Holy Cross, the Congregation's Philosophy for Health Care Services and the Ethical and Religious Directives for Catholic Health Facilities promulgated by the National Conference of Catholic Bishops.

ARTICLE IV

LIMITATION ON DISTRIBUTIONS AND ACTIVITIES

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, 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 in Article 2 hereof and to reimburse members for reasonable expenses incurred by members engaged in activities in furtherance of the purposes set forth in Article 2 hereof. 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 any candidate for public office. Notwithstanding any other provision of these Articles, 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), including, but not limited to, activities which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

ARTICLE V

ORGANIZATION

This corporation is not for profit and has no capital stock. Its organization is one of membership.

ARTICLE VI

MEMBERSHIP

Section 1. Membership:

There shall be two (2) classes of membership: voting and nonvoting.

(a) The voting member, who shall be known as the Corporate Member, will be Saint Alphonsus Regional Medical Center, Inc.

(b) The nonvoting members shall be those persons who are members of the Board of Directors. The term of nonvoting members shall commence contemporaneously with their election to the Board

of Directors and extend for the duration of their tenure as Directors.

Section 2. Rights, Privileges, Duties, Limitations, and Restrictions of Classes:

The Corporate Member shall act upon the following matters to the exclusion of the nonvoting members and the Board of Directors:

- (1) The borrowing of money for any purpose;
- (2) The purchase, sale, lease, disposition or hypothecation of real property of the corporation;
- (3) Appointment of fiscal auditors;
- (4) Approval of annual operating and capital budgets;
- (5) The election of Directors, who shall be known as the Board of Directors;
- (6) Filling vacancies which might occur in the Board of Directors;
- (7) The appointment of the Executive Director of the Corporation;
- (8) The adoption, altering, amending or repealing of the Articles and Bylaws of the Corporation;
- (9) Liquidation, dissolution, winding up or abandonment of the Corporation;
- (10) Cash management.

Section 3. Delegation of Authority

With the exception of the powers enumerated in Section 2,

the Corporate Member delegates total authority and responsibility to a Board of Directors for the operation of Saint Alphonsus Regional Medical Center, Medical Office Building in accordance with the Congregations's Policies for Corporate Organization promulgated by the Sisters of the Holy Cross.

ARTICLE VII

POWER OF MEMBERSHIP

7.1 The Corporate Member shall be qualified and empowered through its Board of Directors to determine any issue properly coming before the Corporate Member. The following actions can be authorized only by the Corporate Member:

- (a) The approval of borrowing of money for capital needs of the corporation;
- (b) The purchase, sale, lease, disposition, hypothecation of real property by the corporation;
- (c) Appointment of fiscal auditors;
- (d) Adoption and amendment of By-laws of the Corporation;
- (e) Amendment and restatement of the Articles of Incorporation;
- (f) The dissolution, liquidation, winding up or abandonment of the corporation.

The Corporate Member shall act upon and determine all other matters reserved for members by Idaho statute.

7.2 With the exception of the powers enumerated in Section 1, the Corporate Member delegates total authority and responsibility to a Board of Directors for the operation of Saint

Alphonsus Regional Medical Center Office Building Inc. in accordance with the Congregation's Policies for Corporate Organization promulgated by the Sisters of the Holy Cross.

ARTICLE VIII

STOCK

This corporation shall not have any shares of stock or certificates of beneficial interest and shall not issue any shares or beneficial certificates.

ARTICLE IX

BOARD OF DIRECTORS

Section 1. Election of the Board of Directors:

The Corporate Member shall elect a Board of Directors.

Section 2. Powers of the Board of Directors:

(a) The Board of Directors shall manage and conduct the affairs and business of Saint Alphonsus Regional Medical Center, Medical Office Building, Inc. directly or through its officers and committees in accordance with the Congregation's Policies for Corporate Organization and the Philosophy for Health Services of the Congregation of the Sisters of the Holy Cross, and to exercise any and all powers of the Corporation not prohibited by law, but subject to the powers reserved to the Corporate Member, as described in the Articles of Incorporation.

(b) The Board of Directors shall have the power and

authority to do and perform all acts and functions consistent with these Articles or any actions taken by the Corporate Member.

Section 3. Membership:

(a) The Board of Directors shall consist of at least five (5) and not more than seven (7) members, one of whom shall be the President of the regional medical center.

ARTICLE X

MEMBERSHIP OF THE BOARD OF DIRECTORS

The Board of Directors referred to hereinafter as Directors, shall consist of an even number at all times of at least five (5) and not more than seven (7) members, one of whom shall be the President of Saint Alphonsus Regional Medical Center, Inc. The method of selection of Directors and government of the activities of the Directors shall be as provided in the By-laws.

ARTICLE XI

PROVISION FOR REGULATION AND CONDUCT

OF THE AFFAIRS OF THE CORPORATION

11.1 Indemnification of Directors, Officers and Employees.

The Corporation shall indemnify any Director, officer of employee or former Director, officer or employee of the Corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding

in which he or she is made a party by reason of having been a Director, officer or employee, except in relation to matters as to which he or she shall be adjudged to be liable for his or her own negligence or misconduct in the performance of such duty. The Corporation may also reimburse any Director, officer or employee the reasonable costs of settlement of any such action, suit or proceedings if it shall be found by a majority of the disinterested members of the Corporation or of the Board of Directors that it was in the best interest of the Corporation that such settlement be made and that such Director, officer or employee was not guilty of negligence or misconduct.

11.2 Compensation of Employees. In order to carry out the purposes and activities of the Corporation, such individuals as are deemed necessary may be employed, and each such individual may be paid such compensation for his or her services actually rendered in the course of such employment as may be fixed in the manner provided by the Board of Directors of the Corporation. No individual shall be precluded from taking such employment or compensation by reason of the fact that he or she is a member, Director or officer of the Corporation.

11.3 Powers. Except as otherwise limited by the provisions of the Articles and the provisions of Chapter 11, Title 30, Idaho Code, as the same now exists or may hereafter be amended, the Corporation shall have, exercise and enjoy all of the general

rights, privileges and powers granted to corporations by the provisions of Section 30-114, Idaho Code, as the same now exists or may hereafter be amended.

11.4 Dissolution. The Corporation is organized exclusively for charitable, scientific, education and religious purposes as a non-profit Corporation, and its activities shall be conducted for the foregoing purposes in such manner that no part of its net earnings will inure to the benefit of any member, Director, Officer, or individual. The Corporation shall not engage in carrying on propaganda, nor attempt in any manner to influence legislation. If the Corporation shall be liquidated or dissolved, its property shall not inure to the benefit of any private person, but if it is then possible under the laws then applicable, all the money, property and proceeds of property and dividends on liquidation, distribution or abandonment of the Corporation shall go to and be disbursed by the Congregation of the Sisters of the Holy Cross, if, at such time, said Congregation is still a non-profit, charitable organization, or to a religious, charitable or benevolent institution created under the law and directed by said Congregation of the Sisters of the Holy Cross and which qualifies for exemption under Section 501 (c) (3) of the Internal Revenue Code, to be used solely for acknowledged charitable purposes.

ARTICLE XII

Neither the members of the Corporation, nor any Director or Officer, shall have any property rights in the Corporation of any of its property. The Member shall not be subject to nor liable for dues or assessments.

ARTICLE XIII

DURATION

This corporation shall have perpetual existence.

ARTICLE XIV

PLACE OF OPERATION

The operations and activities of the corporation are to be conducted principally within the State of Idaho, but may be conducted elsewhere.

ARTICLE XV

PRINCIPAL OFFICE

The corporation's principal office shall be located in the City of Boise, County of Ada, State of Idaho.

ARTICLE XVI

ADDRESS FOR NOTICE

The address to which the Secretary of State or any other person shall mail a copy of any notice required by law is 1055 North Curtis Road, Boise, Idaho 83706.

ARTICLE XVII

REGISTERED AGENT

The corporation designates Sister Patricia Vandenberg, whose registered address is 1055 North Curtis Road, Boise, Idaho, 83706, its registered agent in the state upon whom process against the corporation may be served.

ARTICLE XVIII

NAMES OF DIRECTORS

The name and address of the Directors to serve until the First Annual meeting of the corporation are as follows:

Name	Address
James E. Bruce	Box 70, Boise, Idaho 83707
John B. Fery	One Jefferson Square Boise, Idaho 83728
Fred C. Humphreys	Box 8247, Boise, Idaho 83707
Sister Jeanette Fettig	6310 Emerald, Boise, Idaho 83704
Sister Mary Ellen O'Brien	900 South El Camino Real San Mateo, CA 94402
Sister Mary Ellen Vaughan	3606 E. Jefferson Boulevard South Bend, Indiana 46615
Sister Patricia Vandenberg	1055 N. Curtis, Boise, Idaho 83706
Raymond A. Smelek	P. O. Box 15, Boise, Idaho 83706

ARTICLE XIX




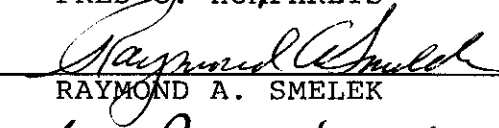

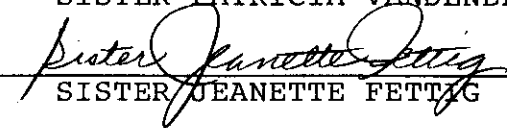
INCORPORATORS

The name and street address of the incorporators are as follows:

Mr. John B. Fery	One Jefferson Square, Boise, Idaho 83702
Mr. James E. Bruce	Box 70, Boise, Idaho 83707

Mr. Fred C. Humphreys	Box 8247, Boise, Idaho 83707
Mr. Raymond A. Smelek	Box 15, Boise, Idaho 83707
Sister Patricia Vandenberg	1055 N. Curtis, Boise, Idaho 83706
Sister Jeanette Fettig	6310 Emerald, Boise, Idaho 83704

IN WITNESS WHEREOF, The parties hereto have hereunto
set their hands and seals this 4th day of November, 1983.

	_____ JOHN B. FERY
	_____ JAMES E. BRUCE
	_____ FRED C. HUMPHREYS
	_____ RAYMOND A. SMELEK
	_____ SISTER PATRICIA VANDENBERG
	_____ SISTER JEANETTE FETTIG
INCORPORATORS	