

**FILED EFFECTIVE**

**Articles of Incorporation  
Trinity Health Oregon – Idaho, Inc.  
An Idaho Nonprofit Corporation**

10 JAN 21 PM 12:32  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, in order to form a nonprofit corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Secretary of State.

**Article I**

**Name**

The name of the Corporation is Trinity Health Oregon – Idaho, Inc.

**Article II**

**Purposes**

The purposes for which the Corporation is organized are:

- A. To further any and all charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or comparable provisions of subsequent legislation (the "Code");
- B. To carry out the purposes of Trinity Health Corporation, an Indiana nonprofit corporation, or its successor (the "Corporate Member"), which is the sole member of the Corporation, and to further the apostolate of Catholic Health Ministries on behalf of and as an integral part of the Roman Catholic Church in the United States;
- C. To engage in the delivery of and to carry on, sponsor or participate in, directly or through one or more affiliates, any activities related to the delivery of health care and health care related services of every kind, nature and description which, in the opinion of the Trustees of the Corporation, are appropriate in carrying out the purposes of the Corporation and the Corporate Member and the health care mission of Catholic Health Ministries. 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 Articles of Incorporation, the Bylaws of the Corporation or applicable law, including, without limitation, promoting and carrying on scientific research and educational activities related to the care of the sick and promotion of health, and establishing, maintaining, owning, managing, operating, transferring, conveying, supporting, assisting and acquiring institutions, facilities and programs, directly or through one or more affiliates, including, but not limited to, hospitals and clinics, which shall provide diagnosis and treatment to inpatients and outpatients and shall provide such support services as, but not limited to, extended care, operation of senior residences, shared services, pastoral care, home care, long-term care, care of the elderly and the handicapped.

10 JAN 21 PM 12:32  
SECRETARY OF STATE  
01/21/2010 05:00  
CK: CASH CT: 244125 IN: 1204488  
1 @ 30.00 = 30.00 INC NONP # 2  
1 @ 20.00 = 20.00 NON EXPD # 3

C185896

the economically needy, child care, social services, mental health and substance abuse services;

- D. To acquire, establish, construct, develop, operate and maintain long-term care, home for the aged and other similar facilities, including skilled nursing facilities, and to initiate, sponsor and carry out programs for the elderly.
- E. To coordinate and oversee the activities of subsidiaries and affiliates;
- F. 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;
- G. To accept, receive and hold, in trust or otherwise, all contributions, legacies, bequests, gifts and benefactions which may be left, made or given to the Corporation, or its predecessor or constituent corporations, by any person, persons or organizations;
- H. To provide benefit to the Corporate Member in conformity with the purposes of the Corporation;
- I. To take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of these Articles of Incorporation, the Bylaws of the Corporation and applicable law, provided that no substantial part of the activities of the Corporation shall be to carry out propaganda, or to otherwise attempt to influence legislation; and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition of any candidate for public office (by the publishing or distribution of statements or otherwise), in violation of any provisions applicable to corporations exempt from taxation under Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended;
- J. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth herein.
- K. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by:
  - (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code;
  - (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; or

- (iii) a corporation described in Section 509(a)(3) of the Code (or, if the Corporation is so classified, Section 509(a)(1) or 509(a)(2) of the Code).

### **Article III**

#### **Catholic Identity**

The activities of the Corporation shall be carried out in a manner consistent with "The Founding Principles of Catholic Health Ministries and Trinity Health" or a successor document which sets forth the principles, describing how the Apostolic and Charitable Works of Catholic Health Ministries are to be carried out; the teachings of the Roman Catholic Church; other directives promulgated from time to time by Catholic Health Ministries and the values and principles inherent in the medical-moral teachings of the Church (such as the Ethical and Religious Directives for Catholic Health Care Services) as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization) and as interpreted by the local Ordinary, and as amended from time to time.

### **Article IV**

#### **Organization**

The Corporation is organized on a nonstock basis as a membership corporation. The Corporation's sole member is Trinity Health Corporation, an Indiana nonprofit corporation.

### **Article V**

#### **Registered Office and Resident Agent**

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

### **Article VI**

#### **Initial Board of Trustees**

The names and addresses of the initial Trustees are:

Sally Jeffcoat

1055 N. Curtis Road  
Boise, Idaho 83706-1370

J. Richard O'Connell

27870 Cabot Drive  
Novi, Michigan 48377-2920

Maria Szymanski

27870 Cabot Drive  
Novi, Michigan 48377-2920

## **Article VII**

### **The Incorporator**

The incorporator is the Corporate Member, Trinity Health Corporation, an Indiana nonprofit corporation, 34605 Twelve Mile Road, Farmington Hills, Michigan 48331.

## **Article VIII**

### **Corporate Member Action**

Approval of the following matters shall be 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. Approval of the strategic plan of the Corporation, which shall be consistent with that of the Corporate Member;
- B. Approval of the role statement of the Corporation, if any;
- C. Any change to the structure or operation of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c)(2), 501(c)(3) or 501(c)(4) or other paragraph of Section 501(c) of the Internal Revenue Code, as the case may be;
- D. The appointment (to fill vacancies or otherwise), evaluation and removal of all persons to the Board of Trustees of the Corporation;
- E. Adoption or modification of the Articles of Incorporation or Bylaws of the Corporation;
- F. Appointment, evaluation, reappointment and removal of the President of the Corporation;
- G. The transfer or encumbrance of assets by purchase, sale, capital lease, mortgage, disposition or hypothecation in excess of limits established by the Corporate Member (transfers or encumbrances of certain real property and immovable goods may be subject to approval by Catholic Health Ministries);
- H. Incurrence of long or short term debt in excess of limits established by the Corporate Member;

- I. Dissolution of the Corporation, the winding up or abandonment of its business enterprises or liquidation of its assets or the filing of any action in bankruptcy, receivership or similar action;
- J. The sale or transfer of member or other ownership interest in the Corporation, sale or transfer of all or substantially all of the assets of the Corporation, merger or consolidation of the Corporation or formation of partnerships or other joint ventures between or among the Corporation and third parties (or the execution of a letter of intent or memorandum of understanding in contemplation of any such transaction);
- K. Approval of the creation or dissolution of subsidiaries or affiliates of the Corporation;
- L. Approval of the annual capital plan and operating budget of the Corporation;
- M. Approval of the addition or termination of significant clinical services or programs of the Corporation or its subsidiaries;
- N. Appointment and removal of the independent fiscal auditor of the Corporation;
- O. In recognition of the benefits accruing to the Corporation from the Corporate Member, and in addition to any other rights reserved to Trinity Health under applicable law or the Articles of Incorporation and Bylaws of the Corporation, the Corporate Member shall have the power to transfer assets, or to require the Corporation to transfer assets, to the Corporate Member or an entity controlled by, controlling or under common control with the Corporate Member, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish the goals and objectives of the Corporate Member. The Corporation shall not be required to violate its corporate or charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by the Corporate Member pursuant this provision;
- P. Neither the Corporation nor any of its subsidiary corporations shall transfer assets to entities other than the Corporate Member without the approval of the Corporate Member except for (i) transfers previously approved by the Corporate Member, either individually or as part of the budget process of the Corporate Member, (ii) transfers to any entity which is a direct or indirect subsidiary of Trinity Health and that is subject to the reserved powers held by the Corporate Member similar to those articulated in this Article VI above, (iii) transfers in the ordinary course of business, or (iv) transfers otherwise required by law; and
- Q. All other matters reserved to members of nonprofit by the laws of Idaho or as reserved in the Articles of Incorporation or Bylaws of the Corporation.

## Article IX

### Indemnification

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 attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

## Article X

### 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 a qualifying entity, exempt from federal taxation under Section 501(c)(3) of the Code as directed the Corporate Member, taking into account the requirements of civil law.

## Article XI

### Bylaws

Except as otherwise provided in these 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 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 adopted only by action of the Corporate Member and those powers are reserved exclusively to the Corporate Member.

These Articles of Incorporation were approved by the incorporator on December 22, 2009.

Signed this 20<sup>th</sup> day of January, 2010



By: Agnes D. Hagerty

Its: Assistant Secretary, Trinity Health Corporation