

**FILED EFFECTIVE**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
NORTH IDAHO HEALTH NETWORK, INC.**

2009 DEC 31 AM 11:48  
SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 3 of the Idaho Code, the following Amended and Restated Articles of Incorporation of North Idaho Health Network, Inc. are submitted for filing.

**ARTICLE I**

The name of this Corporation shall be:

**NORTH IDAHO HEALTH NETWORK, INC.**

**ARTICLE II**

This Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the applicable regulations.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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 provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue

ARTICLES OF INCORPORATION OF NORTH IDAHO HEALTH NETWORK

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corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

### ARTICLE III

The management and direction of the business of this Corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of the directors of this Corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this Corporation. Any action, other than an action requiring membership approval, may be taken by the Board of Directors by written action signed by all of the members of the Board; provided such action is evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes filed with the records of this Corporation.

The first Board of Directors shall have fourteen (14) members, each of whom shall serve until the first annual meeting of the corporation's members and until his or her successor has been elected and qualified.

### ARTICLE IV

This Corporation shall have members. The classes, qualifications, rights, limitations and obligations of the members shall be as specified in the Bylaws.

### ARTICLE V

The period of duration of this Corporation's existence shall be perpetual.

### ARTICLE VI

This Corporation shall have no capital stock.

**ARTICLE VII**

The directors, officers and members of this Corporation shall not be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the directors, officers or members be subject to the payment of the debts or obligations of this Corporation to any extent whatsoever.

**ARTICLE VIII**

These Articles of Incorporation may be amended from time to time in the manner provided by law.

**ARTICLE IX**

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 this 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.

IN WITNESS WHEREOF, I have hereunto set my hand this 20<sup>th</sup> day of \_\_\_\_\_,

December 2009.

Don C. Chisholm  
Don Chisholm, President

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**UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF  
NORTH IDAHO HEALTH NETWORK, INC.**

Pursuant to the Idaho Nonprofit Corporation Act, §30-3-75, the undersigned, being all of the Directors of North Idaho Health Network, Inc., an Idaho nonprofit corporation ("Corporation"), acting without a meeting and in their capacity as Directors, do hereby unanimously consent to adopt, and do hereby unanimously adopt, the following resolutions and actions:

**RESOLVED**, that the current Articles of Incorporation be amended and restated as set forth in Exhibit A, attached hereto (the "Amended and Restated Articles of Incorporation"); and

**RESOLVED, FURTHER**, that the officers of the Corporation be, and each of them hereby is, authorized and empowered to execute and deliver to the Idaho Secretary of State's office for filing the Amended and Restated Articles of Incorporation; and

**RESOLVED, FURTHER**, that the officers of the Corporation be, and each of them hereby is, authorized and empowered to execute and deliver on behalf of the Corporation all such other documents deemed necessary or appropriate by the officer executing such document to carry out and effectuate the foregoing resolutions.

The execution of this Unanimous Consent shall constitute a waiver of any notice required under the Corporation's Articles of Incorporation or Bylaws or under the Idaho Nonprofit Corporation Act.

This Unanimous Consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute the same document.

IN WITNESS WHEREOF, the undersigned directors of the Corporation have executed this Unanimous Consent on the date written below.

Dated: 12/4, 2009

D.R. Chishom  
Dr. Don Chishom, Director