

FILED/EFFECTIVE

Articles of Merger

Pursuant to section 16-6a-1103 of the Utah Revised Nonprofit Corporation Act and section 30-3-102 of the Idaho Nonprofit Corporation Act, the parties execute the following Articles of Merger:

1. Name and jurisdiction of the parties:

Idaho Falls Surgical Center, Inc., an Idaho nonprofit corporation (IFSC-Idaho).

Idaho Falls Surgical Center, Inc., a Utah nonprofit corporation (Idaho-Utah).

2. Plan of merger

2.1. Effective Date

The effective date of the merger is April 30, 2002.

2.2. Type of reorganization

The plan for reorganization shall come within the provisions of section 368(a)(1)(F) Internal Revenue Code of 1986 as amended.

On the effective date, IFSC-Idaho shall merge into IFSC-Utah. After the merger, the separate corporate existence of IFSC-Idaho shall cease, and IFSC-Utah shall continue under the laws of the State of Utah.

2.3. Exchange of memberships

IFSC-Idaho has three types of members: (1) user members, (2) contract-right members, and (3) staff members.

At the effective date, all memberships in IFSC-Idaho shall convert, without any action on the part of a member, to a corresponding IFSC-Utah membership of the same class. Each IFSC-Utah membership shall contain the identical rights as a previous IFSC-Idaho membership of the same class before the effective date. For example, a member who was a user member in IFSC-Idaho before the merger, shall be a user member in IFSC-Utah with exactly the same rights previously held in IFSC-Idaho.

2.4. Assets

As a result of the merger, all property of IFSC-Idaho including real property, personal property, intangible properties, receivables, and contract rights shall be automatically transferred to IFSC-Utah.

2.5. Liabilities

As a result of the merger, all liabilities of IFSC-Idaho shall be assumed by IFSC-Utah.

3. IFSC-Idaho member approval

The contract right members of IFSC-Idaho are the only members entitled to vote on the merger. There is only

one contract right member in IFSC-Idaho, Medical Facilities Company, L.L.P. (MFC). MFC approved of the merger.

4. IFSC-Utah board approval

Prior to the merger, IFSC-Utah had no members. Under Utah law, the board of directors of IFSC-Utah are authorized to approve of the merger. The board of directors unanimously approved of the merger.

5. Name of surviving corporation, articles of incorporation, and by-laws

Name of surviving corporation. The name of the surviving corporation from and after the effective date shall be Idaho Falls Surgical Center, Inc.

Articles of Incorporation. The articles of incorporation for IFSC-Utah prior to the effective date, shall be the articles of incorporation of the surviving corporation.

By-laws. They by-laws of IFSC-Utah that were in effect before the effective date shall be the by-laws of the surviving corporation.

6. Merger agreement

The merger agreement effecting the merger has been signed and is on file at the offices of IFSC-Utah.

Idaho Falls Surgical Center, Inc. (Idaho)

By: Arthur V. Klyne, M.D. Date 4/29/02
Its

Idaho Falls Surgical Center, Inc. (Utah)

By: Arthur V. Klyne, M.D. Date 4/29/02
Its

IDAHO SECRETARY OF STATE
05/28/2002 05:00
CK: 8121 CT: 1681 BH: 468051
1 @ 30.00 = 30.00 MERGER # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C64663