



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

MERCY MEDICAL CENTER

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **nineteenth** day of **July** 19 **72** , original articles of amendment, as provided by ~~Section~~ **Chapter 11, Title 30, Idaho Code, restating articles of incorporation**

and that the said articles of amendment contain the statement of facts required by law, and are ~~to be~~ /recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **19th** day of **July** , A. D., 1972 .

Secretary of State

RESTATED ARTICLES OF INCORPORATION
OF
MERCY MEDICAL CENTER, NAMPA, IDAHO

Pursuant to the provisions of Title 30, Chapter 11, Idaho Code, dealing with religious associations, the undersigned corporation hereby executes the following Restated Articles of Incorporation.

ARTICLE ONE

NAME AND OFFICE

Section 1. The name of this corporation shall be Mercy Medical Center.

Section 2. The address of the initial registered office of the corporation is 1512 12th Avenue Road, Nampa, Canyon County, Idaho, and the name of its initial registered agent at such address is Sister Mary Terese Tracy, R.S.M.

ARTICLE TWO

PERIOD OF EXISTENCE

Section 1. This corporation shall have perpetual existence.

ARTICLE THREE

OBJECTS AND PURPOSES

Section 1. The objects and purposes of this corporation shall be the operation and management of the affairs, property, business and activities of Mercy Medical Center, Nampa, Idaho, and as such shall be purely benevolent, beneficial, educational, charitable, religious and scientific and shall be to provide general acute hospital care, extended care, and other related health services. Its operation shall be in compliance with the objectives and philosophy of the Religious Sisters of Mercy of the Union of the United States

of America, and shall reflect the excellence required by standards for accreditation of hospitals and licensing of appropriate agencies.

Section 2. This corporation may from time to time establish, discontinue, implement and maintain programs in community services in cooperation with health service and public or private agencies to meet the needs or improve the conditions of the people of Nampa, Idaho, and its environs.

Section 3. This corporation is not formed for pecuniary profit in any form and its activities shall be conducted for its stated objects and purposes in such a manner that no part of its net earnings shall inure to the benefit of any individual.

Section 4. This corporation shall not substantially engage in carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE FOUR

POWERS

Section 1. This corporation, in order to carry out its objects and purposes shall have power to do any and all things as fully and to the same extent as natural persons could do and may buy, lease hold or own its own real and personal property for any of the objects and purposes of the corporation and for such purposes as may be incidental thereto; may receive bequests; may acquire and take over, as a going concern or otherwise, any part of a business, assets or liabilities of any person, firm, association, private or public or municipal body politic.

Section 2. The enumeration of the powers hereinabove shall not be deemed a renunciation of any of the powers conferred by Chapter 11 of Title 30, Idaho Code, upon non-profit corporation or charitable societies and religious associations, but all such powers shall be deemed fully vested in said corporation as though hereinabove specifically enumerated.

Section 3. These Restated Articles correctly set forth the provisions of the Articles of Incorporation as theretofore or thereby amended, they have been duly adopted as required by law, and they supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE FIVE

FUNDS AND PROPERTIES

Section 1. All funds received by this corporation shall be used in the first instance or shall be invested and the income therefrom used, after payment of necessary expenses, for the exclusive objects and purposes set forth in these Restated Articles and as deemed advisable by the Board of Directors, and in conformity with the Canon Law and Diocesan Rules and Regulations.

ARTICLE SIX

MEMBERSHIP

Section 1. The membership of this corporation shall be professed Sisters of the Religious Sisters of Mercy of the Union of the United States of America, Province of Omaha, who are now or hereafter assigned to Mercy Medical Center, Nampa, Idaho, in consideration of service only, and those professed Sisters of the Religious Sisters of Mercy, Province of Omaha, who are appointed to the Board of Directors. Whenever any member of this corporation shall cease to be a professed Sister of the aforesaid Union, or shall not be assigned to Mercy Medical Center, Nampa, Idaho, in consideration of service only, or shall cease to be a member of the Board of Directors, such person shall cease to be a member of this corporation.

ARTICLE SEVEN

MEETINGS AND QUORUM

Section 1. Meetings of all members may be held at such places, either within or without the state, as may be provided in the By-Laws or as may be fixed from time to time in accordance with the provisions thereof.

Section 2. A majority of the members of this corporation shall constitute a quorum in the transaction of business at any regular or special meeting as provided in its By-Laws, except as otherwise provided in these Articles.

ARTICLE EIGHT

THE BOARD OF DIRECTORS

Section 1. The affairs of this corporation shall be managed by a Board of Directors consisting of at least five and not more than fifteen qualified persons, at least sixty (60%) percent of whom shall

be Religious Sisters of Mercy of the Union of the United States of America and/or Sisters of Mercy of the Federation of the Americas. Directors shall be appointed by the membership of this corporation from a slate of nominees previously approved by the Board of Directors, the membership of this corporation and the Provincial Administrator and Council, Province of Omaha, and provided for in the By-Laws.

Section 2. The initial Board of Directors shall consist of five directors, who are as follows:

Sister Mary Martina Woulfe RSM
 Sister Mary Kieran Harney RSM
 Sister Anne Marie Blenkle RSM
 Louis Reichart
 Robert Van Horne

ARTICLE NINE

OFFICERS

Section 1. The officers of this corporation shall also serve as the officers of the Board of Directors. Only Sisters of Mercy of the Province of Omaha are eligible to hold office. The officers of this corporation shall be a president, vice president, secretary and treasurer who shall be elected by the Board of Directors from among the members of the said Board of Directors at the annual meeting of Directors. The term of each office shall be for a period of one (1) year or until such time as their respective successors are duly elected and qualified. A director may be elected to and hold more than one office.

ARTICLE TEN

AMENDMENT OF RESTATED ARTICLES AND BY-LAWS

Section 1. These Restated Articles of Incorporation may be amended upon the recommendation of the Board of Directors, with the approval by a vote of a two-thirds (2/3) majority of the members of the corporation, with the concurrent approval of the Provincial Administrator and Council, Omaha Province, of the said Religious Sisters of Mercy.

Section 2. The By-Laws of this corporation may be amended by the Board of Directors of the corporation with the approval by a vote of a two-thirds (2/3) majority of the members of the corporation, with the concurrent approval of the Provincial Administrator and Council, Omaha Province, of the said Religious Sisters of Mercy.

ARTICLE ELEVEN

DISSOLUTION

Section 1. This corporation may be dissolved by a two-thirds (2/3) vote of the Board of Directors thereof and a two-thirds (2/3) vote of the membership of this corporation, with the concurrent approval of the Provincial Administrator and Council, Omaha Province, of the said Religious Sisters of Mercy.

Section 2. Upon dissolution of the corporation any assets remaining after the payment of all debts, claims and obligations of this corporation shall be distributed as members of the corporation may determine, and only to institutions, organizations, corporations or foundations as will carry out the objects and purposes of this corporation and which have been granted exemption from federal income tax under the provisions of Section 501 (c)(3) of the Internal Revenue Code.

Dated this 22nd day of May, 1972.

MERCY MEDICAL CENTER

By Sister Mary Martina Woulfe
President

ATTEST:

Sister Mary Kieran Harney, RSM
Secretary

State of Idaho ()
: ss.
County of Canyon ()

On this 22nd day of May, 1972, before me, the undersigned, a notary public in and for said county in said State, personally appeared SISTER MARY MARTINA WOULFE RSM and SISTER MARY KIERAN HARNEY, RSM, to me personally known, who being by me duly sworn did say that they were the president and secretary, respectively, of Mercy Medical Center, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that the said Sister Mary Martina Woulfe RSM and Sister Mary Kieran Harney, RSM, as such officers, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

[Signature]
Notary Public for Idaho
Residing at Nampa, Idaho

(SEAL)