

STATE OF UTAH §

COUNTY OF WEBER §

AFFIDAVIT OF RACHEL A. SEIFERT

46

Affiant, Rachel A. Seifert, being the duly elected and qualified Vice President and Assistant Secretary of Columbia Ogden Medical Center, Inc., do hereby certify that set out below are factual statements in regard to the ownership of Columbia Ogden Regional Medical Center located at 5475 South 500 East, Ogden, Utah 84405, and these statements are true as set forth:

Prior to July 1, 1997, Ogden Medical Center, Inc., a Utah corporation, owned and operated Columbia Ogden Regional Medical Center.

On July 1, 1997, Ogden Medical Center, Inc., merged with and into Columbia Ogden Medical Center, Inc., a Utah corporation.

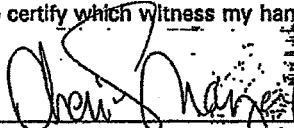
Attached hereto as Exhibit A and incorporated herein for all purposes is a true and correct copy of the Certificate of Merger effecting the merger described above.

As a result of this merger, Columbia Ogden Medical Center, Inc., being the surviving corporation in the merger, became the legal and beneficial owner and operator of Columbia Ogden Regional Medical Center including without limitation, those tracts or parcels of real property located in Weber County, Utah.

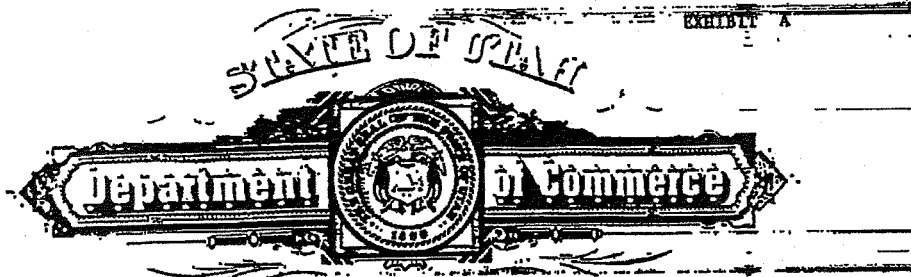
FURTHER, AFFIANT SAYETH NOT.


RACHEL A. SEIFERT

ACKNOWLEDGED, SWORN TO AND SUBSCRIBED before me by Rachel A. Seifert on this the 14th day of August, 1997, to certify which witness my hand and seal of office.


Notary Public, in and for the State of Tennessee

EX 1542911 BK 1927 PG 15
DOUG CROFTS, WEBER COUNTY RECORDER
07-MAY-98 926 AM FEE \$44.00 DEP HB
REC FOR: COLUMBIA, HCA



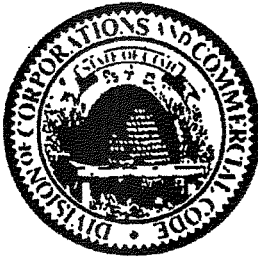
**CERTIFICATION
OF ARTICLES OF MERGER**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT Articles of Merger were filed with this office on July 1, 1997 merging OGDEN MEDICAL CENTER, INC., a corporation of the state of Utah, into COLUMBIA OGDEN MEDICAL CENTER, INC., the surviving corporation which is of the state of Utah,

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *CO 192785*

EX 1542911 BK1927 PG416



Dated this 14th day of July, 1997

Karla S. Woods

Karla T. Woods
Director, Division of
Corporations and Commercial Code

EXPEDITE

RECEIVED

JUL - 1997

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed and approved on the _____ day of _____ in the office of this Division and hereby issue this Certificate thereof.

Examiner _____ Date 7/2/97



Karla S. Woods
KORLA T. WOODS
Division Director

ARTICLES OF MERGER

OF

OGDEN MEDICAL CENTER, INC. EC 176474

AND

COLUMBIA OGDEN MEDICAL CENTER, INC. EC 192735

To the Division of Corporations and Commercial Code
State of Utah

Pursuant to the provisions of the Utah Revised Business Corporation Act, the domestic corporations herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Ogden Medical Center, Inc. with and into Columbia Ogden Medical Center, Inc. as approved by resolution adopted at a meeting by the Board of Directors of Ogden Medical Center, Inc. on June 26, 1997 and by resolution adopted at a meeting by the Board of Directors of Columbia Ogden Medical Center, Inc. on June 26, 1997.
2. In respect of Ogden Medical Center, Inc., the designation, the number of outstanding shares, and the number of votes entitled to be cast by each voting group entitled to vote on the Plan of Merger, are as follows:
 - (a) Designation of voting group: Common stock
 - (b) Number of outstanding shares of voting group: 1,000
 - (c) Number of votes of voting group entitled to be cast on the Plan of Merger: 1,000
3. In respect of Ogden Medical Center, Inc., the total number of undisputed votes cast for the Plan of Merger by each voting group entitled to vote on the Plan of Merger is as follows:
 - (a) Designation of voting group: Common stock
 - (b) Number of votes of voting group cast for the Plan of Merger: 1,000
 - (c) Number of votes of voting group cast against the Plan of Merger: 0

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4. The said number of votes cast for the Plan of Merger was sufficient for the approval thereof by the said voting group of Ogden Medical Center, Inc.
5. In respect of Columbia Ogden Medical Center, Inc., the designation, the number of outstanding shares, and the number of votes entitled to be cast by each voting group entitled to vote on the Plan of Merger, and the number of votes of each voting group indisputably represented at the meeting at which the Plan of Merger was approved are as follows:
 - (a) Designation of voting group: Common
 - (b) Number of outstanding shares of voting group: 1,000
 - (c) Number of votes of voting group entitled to be cast on the Plan of Merger: 1,000
6. In respect of Columbia Ogden Medical Center, Inc., the total number of undisputed votes cast for the Plan of Merger by each voting group entitled to vote on the Plan of Merger is as follows:
 - (a) Designation of voting group: Common
 - (b) Number of votes of voting group cast for the Plan of Merger: 1,000
 - (c) Number of votes of voting group cast against the Plan of Merger: 0
7. The said number of votes cast for the Plan of Merger was sufficient for the approval thereof by the said voting group of Columbia Ogden Medical Center, Inc..

Executed on June 26, 1997.

Ogden Medical Center, Inc.

By: John M. Franck II
JOHN M. FRANCK II
Corporate Secretary

Columbia Ogden Medical Center, Inc.

By: John M. Franck II
JOHN M. FRANCK II
Corporate Secretary

EX 1542911 BK1927 PG418

PLAN OF MERGER adopted by Ogden Medical Center, Inc., a business corporation organized under the laws of the State of Utah, by resolution of its Board of Directors on June 26, 1997, and adopted on June 26, 1997, and by Columbia Ogden Medical Center, Inc., a business corporation organized under the laws of the State of Utah, by resolution of its Board of Directors on June 26, 1997. The names of the corporations planning to merge are Ogden Medical Center, Inc., a business corporation organized under the laws of the State of Utah, and Columbia Ogden Medical Center, Inc., a business corporation organized under the laws of the State of Utah. The name of the surviving corporation into which Ogden Medical Center, Inc. plans to merge is Columbia Ogden Medical Center, Inc..

1. Ogden Medical Center, Inc. and Columbia Ogden Medical Center, Inc. shall, pursuant to the provisions of the Utah Revised Business Corporation Act, be merged with and into a single corporation, to wit, Columbia Ogden Medical Center, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Utah Revised Business Corporation Act. The separate existence of Ogden Medical Center, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Utah Revised Business Corporation Act.
2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Utah Revised Business Corporation Act.
3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Utah Revised Business Corporation Act.
4. The directors and officers in office of the surviving corporation when the merger takes effect shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the non-surviving corporation when the merger takes effect shall be converted into 1,000 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued when the merger takes effect shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Utah Revised Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Utah Revised Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Utah, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

1542911 BK1927 PG420

Ogden

EXHIBIT B

Legal Description

PARCEL 1 (07-053-0027, 07-053-0028, 07-053-0036, 07-053-0037, 07-053-0038), (07-053-0054)

PART OF THE SOUTHEAST QUARTER OF SECTION 17, TOWNSHIP 5 NORTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY: BEGINNING AT A POINT WHICH IS NORTH 0°26' EAST 231.93 FEET (230.00 FEET RECORD) ALONG THE SECTION LINE AND NORTH 89°34' WEST 66 FEET FROM THE SOUTHEAST CORNER OF SAID SECTION 17 (SAID POINT IS ALSO ON THE WEST LINE OF AN EXISTING COUNTY ROAD KNOWN AS ADAMS AVENUE); RUNNING THENCE NORTH 0°26' EAST 1361.33 FEET; THENCE NORTH 89°34' WEST 435.00 FEET; THENCE NORTHERLY ALONG THE ARC OF A 582.06 FEET RADIUS CURVE TO THE RIGHT 452.75 FEET; THENCE NORTH 45°00' WEST 107 FEET (100 FEET RECORD); THENCE SOUTH 45°00' WEST 163.32 FEET; THENCE WESTERLY ALONG THE ARC OF A 1140.60 FOOT RADIUS CURVE TO THE RIGHT 307.07 FEET; THENCE SOUTH 60°25'30" WEST 94.10 FEET, MORE OR LESS; THENCE SOUTHERLY ALONG THE ARC OF A 156.35 FOOT RADIUS CURVE TO THE RIGHT 81.89 FEET; THENCE SOUTH 0°26' WEST 1415.49 FEET; THENCE EAST ALONG THE SOUTH LINE OF SAID SOUTHEAST QUARTER SOUTH 89°44'56" EAST 1008.50 FEET (EAST 1004.11 FEET RECORD); THENCE NORTH 0°28' EAST 31.93 FEET (30.00 FEET RECORDS); THENCE SOUTH 89°44'56" EAST 1.8 FEET; THENCE NORTH 0°26' EAST 200 FEET; THENCE SOUTH 89°44'56" EAST 326.70 FEET TO THE POINT OF BEGINNING.

EXCEPTING: PART OF THE SOUTHEAST QUARTER OF SECTION 17, TOWNSHIP 5 NORTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY: BEGINNING AT A POINT WHICH IS NORTH 0°26' EAST 620.00 FEET ALONG THE SECTION LINE, NORTH 89°34' WEST 1096.00 FEET AND NORTH 0°26' EAST 936.99 FEET FROM THE SOUTHEAST CORNER OF SAID SECTION 17, RUNNING THENCE SOUTH 60°25'30" WEST 254.95 FEET, THENCE NORTH 29°34'30" WEST 100.00 FEET, THENCE NORTH 60°25'30" EAST 28.10 FEET, THENCE NORTHEASTERLY ALONG THE ARC OF A REGULAR 1140.60 FOOT RADIUS CURVE TO THE LEFT 307.07 FEET, THENCE NORTH 45° EAST 163.32 FEET, THENCE SOUTH 45° EAST 7.0 FEET, THENCE SOUTH 45° WEST 164.31 FEET, THENCE SOUTH 0°26' WEST 154.83 FEET TO THE POINT OF BEGINNING. (07-053-0031)

ALSO EXCEPTING: A PART OF THE SOUTHEAST QUARTER OF SECTION 17, TOWNSHIP 5 NORTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY: BEGINNING AT A POINT ON THE EAST OUTSIDE WALL OF THE MAIN HOSPITAL BUILDING OF ST. BENEDICT'S HOSPITAL WHICH IS 1217.65 FEET NORTH 0°26'00" EAST ALONG THE EAST LINE OF SAID SECTION 17 AND 447.83 FEET NORTH 89°34'00" WEST FROM THE SOUTHEAST CORNER OF SAID SECTION 17; AND RUNNING THENCE NORTH 27°24'35" EAST 23.80 FEET; THENCE NORTH 72°24'35" EAST 86.67 FEET; THENCE NORTH 17°35'25" WEST 100.75 FEET ALONG THE EASTERLY WALL OF THE MRI BUILDING; THENCE SOUTH 72°24'35" WEST 103.50 FEET TO A POINT NORTH 17°35'25" WEST FROM THE NORTHEAST CORNER OF THE EXISTING RADIATION THERAPY BUILDING; THENCE SOUTH 17°35'25" EAST 117.58 FEET TO THE POINT OF BEGINNING. (07-053-0043)

ES 1542911 BK1927 PG421

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ES 1306717 BK1726 PG2924

ALSO EXCEPTING: A PART OF THE SOUTHEAST QUARTER OF SECTION 17, TOWNSHIP 5 NORTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY; BEGINNING AT A POINT ON THE WEST LINE OF ADAMS AVENUE WHICH IS 1231.87 FEET NORTH 0°26'00" EAST ALONG THE EAST LINE OF SAID SECTION 17 AND 66.00 FEET NORTH 89°34'00" WEST FROM THE SOUTHEAST CORNER OF SAID SECTION 17; AND RUNNING THENCE SOUTH 72°24'35" WEST 268.99 FEET; THENCE NORTH 17°35'25" WEST 73.92 FEET; THENCE NORTH 62°35'25" WEST 28.28 FEET; THENCE NORTH 17°35'25" WEST 27.53 FEET; THENCE NORTH 72°24'35" EAST 20.00 FEET; THENCE SOUTH 17°35'25" EAST 23.39 FEET; THENCE NORTH 72°24'35" EAST 17.50 FEET; THENCE SOUTH 17°35'25" EAST 25.00 FEET; THENCE NORTH 72°24'35" EAST 275.26 FEET TO THE SAID WEST LINE OF ADAMS AVENUE; THENCE SOUTH 0°26'00" WEST 78.49 FEET ALONG SAID WEST LINE OF ADAMS AVENUE TO THE POINT OF BEGINNING. (07-053-98557)

PARCEL 2

ALL THOSE CERTAIN EASEMENT RIGHTS APPURTENANT TO PARCEL 1 CREATED BY THAT CERTAIN REPLACEMENT CROSS EASEMENT AGREEMENT DATED AUGUST 4, 1989 BY AND BETWEEN ST. BENEDICTS HOSPITAL AND NORTHERN UTAH IMAGING CENTER LIMITED PARTNERSHIP, A UTAH LIMITED PARTNERSHIP, RECORDED SEPTEMBER 6, 1989 AS ENTRY NO. 1088238 IN BOOK 1567 AT PAGE 755 OF RECORDS.

EX 1542911 BK1927 P64-22

EX 1306717 BK1726 P62925

52.

THE FOLLOWING MATTERS DISCLOSED ON THAT CERTAIN SURVEY
DATED JULY 28, 1994, UPDATED AUGUST 9, 1994, PREPARED BY
GREAT BASIN ENGINEERING, INC., DRAWING NO. (NONE GIVEN):

- ~~A) ENCROACHMENT OF BUILDING ONTO EASEMENT SHOWN HEREIN
AS EXCEPTION 6.~~
- B) ENCROACHMENT OF BUILDING ONTO STORM DRAIN AND SEWER
LINE IN 2 LOCATIONS.
- C) A PORTION OF THE SEWER EASEMENT REFERRED TO IN
EXCEPTION NO. 10 HEREIN LIES OUTSIDE OF THE
RECORDED EASEMENT.

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B-10

E# 1542911 BK1927 P6432

E# 1306717 BK1726 P62935