

**RESTATED AND AMENDED  
ARTICLES OF INCORPORATION  
OF  
MEMORIAL HOSPITAL ASSOCIATION**

Pursuant to the provisions of Section 35-2-225 and 35-2-226 Montana Code Annotated, the undersigned Montana non-profit corporation adopts the following Restated and Amended Articles of Incorporation:

1. The name of the corporation is Memorial Hospital Association.
2. The Articles of Incorporation are hereby superseded, and restated and amended to read in their entirety as follows:

**ARTICLE I  
NAME**

The name of this Corporation is “Memorial Hospital Association.”

This Corporation is a public benefit corporation which is organized and shall be operated exclusively for educational, scientific and charitable purposes, including, but not limited to, the delivery of healthcare services by licensed professionals, and other health care purposes, and to conduct medical research, and programs related or incident thereto, within the meaning of, and as contemplated and permitted by, Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”). Within those general purposes, this Corporation is organized to establish and maintain hospitals and clinics for the care of persons suffering from illnesses or disabilities or otherwise in need of medical care and to provide related services; to carry on any educational activities related to rendering care to the sick and injured or the promotion of health, which, in the opinion of the Board of Directors may be justified by the facilities, personnel, funds or other requirements that are or can be made available; to promote and carry on scientific research related to the care of the sick and injured in so far as, in the opinion of the Board of Directors, such research can be carried on in or in connection with its healthcare facilities; to participate so far as circumstances may warrant in any activity designed and carried on to promote the general health of the community.

Within the framework and limitations of the foregoing, this Corporation is organized and shall be operated exclusively to engage in, advance, support, promote, and administer educational activities, causes, and projects of every kinds and nature whatsoever in its own behalf, or as agent, trustee, or representative of others, and , to the extent consistent with the foregoing purposes, to aid, assist, and contribute to the support of corporations, associations, trusts, foundations, and institutions (1) that are organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Code: (2) that are described in

Section 501(c)(3) or by a corporation that is described in, and contributions to which are deductible for federal income tax purposes under, Section 170(c)(2) of the Code: and (3) that are exempt from federal income taxes under Section 501 (a) of the Code. For such purposes, and not otherwise, this Corporation shall have and may exercise all powers that are afforded to this Corporation by the Montana Nonprofit Corporation Act; provided, however, that this Corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation that is described in, and contributions to which are deductible for federal income tax purposes under, Section 170(c)(2) of the Code.

All references in these Articles of Incorporation to a particular section of the Internal Revenue Code of 1986 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as is or may hereafter be applicable, cognate to such section. All references in these Articles of Incorporation to the Montana Nonprofit Corporation Act shall mean and include, as now enacted or as hereafter amended, Section 35-2-101 et seq. of applicable cognate to such chapter.

### **ARTICLE III PROHIBITED ACTIVITIES**

This Corporation shall not, directly or indirectly, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to any of its members, as such, and no part of the net income or earnings of this Corporation shall, directly or indirectly, inure to the benefit of any member or any person having a personal and private interest in the activities of the Corporation, but this Corporation may pay reasonable compensation for services rendered to this Corporation in furtherance of its purposes set forth in Article II hereof. No substantial part of the activities of this Corporation shall be 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 distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Except as permitted by applicable law, this Corporation shall not lend money to, or guarantee the obligation of, any director or officer of this Corporation.

### **ARTICLE IV NO PERSONAL LIABILITY**

To the extent permitted by law, the officers, directors, and members shall not be personally liable to any extent whatsoever for any debts or obligations of this Corporation.

### **ARTICLE V REGISTERED OFFICE**

The registered office of the Corporation is located at 600 West 21<sup>st</sup> Street, Red Lodge, Montana, 59068. The registered agent of this Corporation is Steve Muth.

