

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BEYONDHIE INC.**

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The following Amended and Restated Articles of Incorporation (“Articles”) of BeyondHIE Inc. (the “Corporation”), a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code (the “Act”) are approved as of February 3, 2023 by vote of those entitled to approve this document.

**ARTICLE I
NAME**

The name of the Corporation is “BeyondHIE Inc.”

**ARTICLE II
DURATION**

The Corporation shall have a perpetual duration.

**ARTICLE III
EXEMPT PURPOSES**

Subject to Article 4, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary, and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as has been and may be amended or supplemented from time to time (the “Code”), including, without limitation, to improve the quality of healthcare services provided to patients throughout their continuums of care, regardless of location, by:

- A. Offering resources and other best-in-class health information technology solutions to hospitals and other providers that lack the infrastructure, know-how, and/or related assets, to obtain interconnectivity with health information exchanges;
- B. Supporting local and smaller health information exchanges by assisting local governance and providing data integration solutions; and
- C. Driving health system improvement by enhancing individual health records and accessibility, including in rural and less-advantaged locales.
- D. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act may not at that time lawfully carry on or do.

**ARTICLE IV
LIMITATIONS**

4.1 Maintaining Exempt Organization Purposes. Notwithstanding any other provision of these Articles, all of the purposes and powers of the Corporation shall be exercised exclusively in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

4.2 Stock and Profit Restrictions. The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, its directors, any officer, or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred on its behalf, and to make payments and distributions in furtherance of the purposes stated in Article 3 and consistent with the limitations provided in these Articles.

4.3 Lobbying and Political Campaign Restrictions. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code. The Corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have objectives or engage in activities that characterize it as an “action” organization within the meaning of the Code.

4.4 Authority to Act and Permitted Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles, or by the Corporation’s Bylaws (the “Bylaws”), the Corporation shall have the authority to (i) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Corporation set forth in Article 3, and (ii) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the Corporation.

**ARTICLE V
REGISTERED AGENT**

The initial registered agent of the Corporation was Givens Pursley Corporate Services LLC, whose address is 601 West Bannock Street, Boise, Idaho 83702.

The current registered agent of the Corporation is Corporation Service Company, whose physical address and mailing address is 1305 12th Ave Rd, Nampa ID 83686.

**ARTICLE VI
ADDRESS AND PRINCIPAL OFFICE**

The mailing address and principal office of the Corporation is 1299 North Orchard Street, Suite 120, Boise, Idaho 83706-2266.

**ARTICLE VII
MEMBERSHIP**

The sole member of the Corporation shall be Comagine Health, a Washington nonprofit corporation.

**ARTICLE VIII
BOARD OF DIRECTORS**

The number of directors constituting the Board of Directors shall be determined in the manner provided in the Bylaws, but in all events shall consist of no fewer than three (3) directors. Except as provided in these Articles, the powers, duties, qualifications, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws.

The names and addresses of the current directors are:

Hans C. Kastensmith
c/o Idaho Health Data Exchange, Inc.
1299 N. Orchard St.; Suite 120
Boise, Idaho 83706-2266

Marc Bennett
c/o Comagine Health
756 Winchester Street, Suite 200
Salt Lake City, Utah 84107

Brian Chin
c/o Utah Health Information Network
1226 E. 6600 S.
Salt Lake City, Utah 84121

**ARTICLE IX
DIRECTOR AND OFFICER LIABILITY LIMITED**

No director or officer shall have any liability to the Corporation for monetary damages for conduct as a director or officer to the full extent permitted by applicable law as then in effect, except for acts or omissions that: (i) constitute intentional misconduct; (ii) area knowing violation of law or these Articles; (iii) assent to any unlawful distribution; or (iv) assent to any transaction from which the director or officer will receive money, property, or services to which the director is not legally entitled. Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director or officer occurring prior to such repeal or modification.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify to the fullest extent permitted by the Act, each person who is or was a director, officer, employee, or other agent of the Corporation, or of any other corporation in which such person is serving, or served in any capacity at the request of the Corporation, against any and all liability and reasonable expense that may be incurred by such director, officer, employee, or other agent in connection with or resulting from any claim, action, suit, or proceeding, whether actual or threatened, in which such person may become involved, as a party or otherwise, by reason of being or having been a director, officer, employee, or other agent of the Corporation or of such other corporation, or by reason of any past or future action taken or not taken by such person in the capacity as, such director, officer, employee, or other agent, whether or not such person continues to be such director, officer, employee, or other agent at the time such liability or expense is incurred; provided, however, no such person shall be so indemnified where such person shall have been grossly negligent, or shall have engaged in willful misconduct in the performance of such person's duties, or shall have had reasonable cause to believe that such person's conduct was unlawful.

**ARTICLE XI
DISSOLUTION**

Upon the dissolution and winding of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations recognized as exempt under Code Section 50 I(c)(3) as may be selected by the Board of Directors, and, to the extent practicable, shall be used to further the purposes for which this Corporation is organized. If the Board of Directors fails to distribute the assets of the Corporation for any reason, any such assets not disposed of shall be disposed of by the District Court of Ada County, Idaho, exclusively for purposes described under Section 50 I(c)(3) of the Code.

**ARTICLE XII
AMENDMENT**

Subject to applicable laws, these Articles may only be amended or repealed, and new articles adopted, upon approval by the Corporation's sole member.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 19th day of December 2023.

BeyondHIE Inc.

By: Marc H Bennett
Marc Bennett
Its: President & CEO