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SECRETARY OF STATE  
STATE OF IDAHO

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GRITMAN MEDICAL CENTER, INC.**

Effective January 31, 2018, Gritman Medical Center, Inc. ("Corporation"), incorporated under the Idaho Nonprofit Corporation Act, as amended ("Nonprofit Act"), amends and restates in its entirety the Corporation's Articles of Incorporation ("Articles") as follows:

**ARTICLE I  
NAME**

The name of the Corporation is "Gritman Medical Center, Inc." [Idaho Code §§ 30-30-202]

**ARTICLE II  
PURPOSE**

The Corporation is organized and operated for the following purposes:

2.1 **Medical Center.** To operate an acute care hospital and medical center serving the Moscow, Idaho and surrounding community.

2.2 **Charity, Science and Education.** To operate exclusively for charitable, scientific and educational purposes within the meaning of and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or under the corresponding provision of any future United States Internal Revenue law) ("Code").

2.3 **Powers.** To exercise all powers granted by the Nonprofit Act and all powers that are necessary, convenient or proper to carry out the foregoing purposes, including without limitation the power to accept donations of money, property (both real or personal), or any other things of value. [Idaho Code §§ 30-30-302, 30-30-303]

**ARTICLE III  
LIMITATIONS**

3.1 **No Private Inurement or Private Benefit.** No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Corporation by any member, director, officer, agent or employee, or any other person or corporation, pursuant to and upon authorization of the board of directors). No member, director or officer of the Corporation, nor

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any other private individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization (a) in which any part of the income or net earnings inure to the benefit of any private shareholder or other individual, or (b) in which any substantial part of the activities consists of carrying on propaganda or otherwise attempting to influence legislation.

**3.2 Distribution on Dissolution.** Upon dissolution of the Corporation, all of the Corporation's assets shall be transferred to one or more exempt organizations of the kind described in Code Section 501(c)(3), or to one or more government entities for a public purpose, as determined by the Corporation's board of directors.

**3.3 Limitation on Lobbying; No Political Campaigns.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate in or intervene in (including the publishing or distributing of statements in) any political campaign on behalf of, or in opposition to, any candidate for public office.

**3.4 501(c)(3) Compliance.** Notwithstanding any other provision of these Articles, the Corporation shall conduct and carry on only those activities permitted to be conducted or carried on by an organization that is tax-exempt under the provisions of Code Section 501(c)(3). *[Idaho Code § 30-30-304]*

**3.5 Savings Provisions.** Notwithstanding any other provision of these Articles, during any period that the Corporation is a "private foundation" within the meaning of Code Section 509, the Corporation shall be (a) required to distribute its income for each of the Corporation's taxable years at such time and in such manner as not to subject the Corporation to tax under Code Section 4942; and (b) prohibited from (i) engaging in any act of self-dealing as defined in Code Section 4941(d), (ii) retaining any excess business holdings in violation of the Code Section 4943(c), (iii) making any investments in such manner as to subject the Corporation to tax under Code Section 4944, and (iv) making any taxable expenditures as defined in Code Section 4945(d).

## **ARTICLE IV MEMBERS**

**4.1 Membership.** The Corporation shall have members ("General Members"). The requirements relating to the admission, number, qualifications, eligibility, classes (if any), termination, removal and suspension of the General Members shall be set forth in the Corporation's Bylaws. A General Member cannot transfer the General Member's interest in the Corporation to any other person. A General Member's obligation to pay dues, assessments and fees, if any, is set forth in the Bylaws. *[Idaho Code § 30-30-401, 30-30-404, 30-30-405, 30-30-407, 30-30-409]*

**4.2 Membership Roll.** The General Member's membership in the Corporation shall be indicated on the membership roll of the Corporation, and shall not be indicated by certificates, credentials, stocks, shares or other documents.

**4.3 Authority.** The sole power of the General Members is to (a) vote regarding the election and removal of General Members, (b) vote regarding the election and removal of Directors of the board of directors, (c) vote regarding amendments to these Articles of Incorporation, and (d) vote regarding amendments or restatements of the Corporation's Bylaws. Each General Member shall have one vote. *[Idaho Code § 30-30-510]*

## **ARTICLE V BOARD OF DIRECTORS**

**5.1 Management.** All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the board of directors. *[Idaho Code § 30-30-601(1) and (2)]*

**5.2 Directors.** The number, qualifications, eligibility, terms and compensation of the members of the board of directors of the Corporation ("Directors") shall be set forth in the Corporation's Bylaws. *[Idaho Code § 30-30-602, 30-30-603, 30-30-604, 30-30-605, 30-30-611]*

**5.3 Bylaws.** The Corporation's Bylaws shall provide for the governance and regulation of the internal affairs of the Corporation, including without limitation the amendment of the Bylaws. *[Idaho Code § 30-30-206]*

## **ARTICLE VI LIMITATION OF LIABILITY**

**6.1 Directors.** No Director will be personally liable to the Corporation, its other Directors, or its General Members for monetary damages for any action taken, or any failure to take any action, as a Director except for liability for: (i) the amount of a financial benefit received by a Director to which the Director is not entitled; (ii) an intentional infliction of harm on the Corporation or the General Members; (iii) approval of a distributions or dividend in violation of a statutory restriction, or (iv) an intentional violation of criminal law. *[Idaho Code §§ 30-29-202, 30-29-833, 30-30-202]*

**6.2 Officers.** No officer of the Corporation will be personally liable to the Corporation, its Directors, its other officers, or its General Members for monetary damages for any action taken, or any failure to take any action, as an officer except for liability for: (i) the amount of a financial benefit received by an officer to which the officer is not entitled; (ii) an intentional infliction of harm on the Corporation or the General Members; or (iii) an intentional violation of criminal law. *[Idaho Code §§ 30-30-623]*

**6.3 Indemnification.** To the extent set forth in the Bylaws, as they now exist or may hereafter be amended, the Corporation shall defend, indemnify, advance expenses to, and purchase insurance to protect any person identified in the Bylaws. In the event of amendments to the Bylaws that restrict indemnification compared to the indemnification permitted prior to such amendments, the broader indemnification rights that existed prior to the amendments shall govern any person's claim for indemnification that concerns events that occurred prior to the amendments. *[Idaho Code § 30-30-626]*

## ARTICLE VII AMENDMENTS


These Articles of Incorporation may be amended, restated, or amended and restated by a vote of the General Members with approval by (a) two-thirds (2/3) of the votes cast by the General Members or (b) a majority of the voting power of the General Members, whichever is less. [Idaho Code § 30-30-703, 30-30-104]

Approved by the General Members on January 31, 2018.

GRITMAN MEDICAL CENTER, INC.

Date: March 20, 2018

By:



Name: Danielle Breed

Title: Corporate Secretary

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**GRITMAN MEDICAL CENTER, INC.**  
**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF**  
**ARTICLES OF INCORPORATION**

1. **Name.** The name of the corporation is Gritman Medical Center, Inc.
2. **Text of Amendments.** The articles of incorporation are amended and restated in their entirety. The text of the amended and restated articles of incorporation is attached to this Certificate of Amendment and Restatement.
3. **Date and Manner of Adoption.** The amended and restated articles of incorporation were approved by the Corporation's General Members at a regular member meeting held on January 31, 2018. The Corporation has one class of members, known as the "General Members", and the Corporation had 35 General Members as of the record date for the regular meeting. Each General Member was entitled to one vote on the amended and restated articles of incorporation. A quorum of 26 General Members were present at the meeting in person or proxy. A total of 26 General Members voted for the amended and restated articles of incorporation, and no General Members voted against and no General Members abstained from voting on the amended and restated articles of incorporation.
4. **Signature.**

GRITMAN MEDICAL CENTER, INC.

Date: March 10, 2018

By: \_\_\_\_\_

Name: Danielle Breed

Title: Corporate Secretary