

**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE ARTICLES OF INCORPORATION OF  
THE BINGHAM HEALTH CARE FOUNDATION, INC.**

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**-FILED-**

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**THE UNDERSIGNED**, for the purpose of amending and restating the Articles of Incorporation of The Bingham Health Care Foundation, Inc. ("**Corporation**") as filed July 18, 2000, hereby certify in accordance with Idaho Code §§ 30-30-705 and 30-30-706 that:

1. The name of the Corporation is The Bingham Health Care Foundation, Inc.
2. The original Articles of Incorporation of The Bingham Health Care Foundation, Inc., as filed July 18, 2000 ("**Original Articles**"), were amended and restated in their entirety by resolution duly approved and adopted by unanimous vote of six of the Corporation's nine directors then in office (who also are all of the Corporation's members under the original Articles of Incorporation) at a meeting at which a quorum of directors and members was present on April 26, 2019, in the manner required by Idaho Code §§ 30-30-703, 30-30-705, 30-30-706 and the original Articles of Incorporation. The Amended and Restated Articles of Incorporation ("**Restated Articles**") consolidate into a single document the Original Articles as so amended. The Restated Articles do not include obsolete provisions relating to the incorporators, the initial directors and the initial registered office and agent.
3. The full text of the Amended and Restated Articles of Incorporation ("**Restated Articles**") is attached.

DATED as of April 26, 2019.

The Bingham Health Care Foundation, Inc.

By:   
Norm Stanley, Chairman of the Board

By:   
Danette Roberts, Executive Director

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**THE BINGHAM HEALTH CARE FOUNDATION, INC.**

Pursuant to Idaho Code §§ 30-30-701, 30-30-702, 30-30-705 and 30-30-706 of the Idaho Nonprofit Corporation Act, Idaho Code Section 30-30-101 *et seq.* (as amended, the "Act"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation, which restate and supersede in their entirety the corporation's Articles of Incorporation filed July 18, 2000.

1. Name. The name of the corporation is The Bingham Health Care Foundation, Inc.

2. Nonprofit Status; Corporate Purposes. The corporation is a nonprofit corporation organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time, the "Code"). The corporation is specifically formed to solicit, receive, administer and disburse bequests and contributions of money, property (whether real or personal) or any other thing of value donated for the benefit of BMH, Inc., an Idaho nonprofit corporation ("BMH") which operates Bingham Memorial Hospital ("Hospital") in Blackfoot, Idaho, and to use such money, property and other bequests and contributions to facilitate Hospital's charitable, educational or scientific purposes, including (i) research in such fields for the public welfare, (ii) promotion of the general healthcare of the citizens of Hospital's regional service area, including provision of quality healthcare services, community outreach programs and educational services rendered by or through Hospital or its affiliates, and (iii) construction, acquisition and maintenance of healthcare facilities owned or operated by or through Hospital.

This nonprofit corporation was formed by individuals, in their private capacities, to promote and provide for the purposes and powers herein enumerated. Though formed for the benefit of BMH and the Hospital, BMH does not control the corporation.

3. Powers; Limitations. This corporation shall have and exercise all rights, powers, privileges and immunities provided by the Act. In particular, but without limitation except as provided herein, the corporation shall have all powers granted by law necessary and proper to carry out the foregoing purposes, including (without limitation) the power to accept donations of money, property (whether real or personal), or any other thing of value. 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.

No part of the net earnings or the assets of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2 hereof. No substantial part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on

behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

4. No Members. The corporation shall not have members.

5. Board of Directors. The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors must consist of three (3) or more directors, with the number of directors specified in or fixed in accordance with the corporation's Bylaws. The directors shall be elected by the existing directors of the corporation in the manner and for the terms provided in the Bylaws of the corporation; provided that the terms of directors may not exceed five (5) years. Directors may be elected for successive terms.

6. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Act permitted the corporation to provide prior to such amendment).

7. Limitation of Liability. No director shall be liable to the corporation, with respect to any action taken or not taken as a director, for monetary damages or other legal or equitable remedy if the director acted in compliance with the general standards of conduct by directors as set forth in the Act. No director shall be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation, including (without limitation) any property that may be subject to restrictions imposed by any donor or transferor of such property.

8. Bylaws. Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws. The corporation's Board of Directors is authorized to adopt Bylaws. The Board of Directors of the corporation is authorized to amend the corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

9. Distribution on Dissolution. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all the assets of the corporation consistent with the purposes of the corporation. In doing so, the Board of Directors shall distribute such assets among so many of the following nonprofit organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Code, in such manner as the Board of Directors shall determine: Hospital. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the corporation.

10. Amendment. The power to amend these Amended and Restated Articles of Incorporation is expressly conferred upon the Board of Directors, subject to compliance with the meeting notice requirements under the Act. These Articles of Incorporation may be amended only by the affirmative vote of a majority of the members of the Board of Directors then in office at a meeting at which a quorum of directors is present.

IN WITNESS WHEREOF, we have subscribed these Amended and Restated Articles of Incorporation this 26<sup>th</sup> day of April 2019.

The Bingham Health Care Foundation, Inc..

By:

  
Norm Stanley, Board Chairman

By:

  
Danette Roberts, Executive Director