

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BMH, INC.

An Idaho Nonprofit Corporation

1. The present name of the corporation is BMH, Inc. (the "Corporation") which was incorporated on June 26 2006.
2. These Amended and Restated Articles of Incorporation amend the previous Articles of Incorporation pursuant to the provisions of the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act").
3. These Amended and Restated Articles of Incorporation were adopted by the Member of BMH Inc. Members entitled to vote were 11. Members that voted in the affirmative were 9. Members that voted against were zero.
4. The undersigned nonprofit corporation amends and restates its Articles of Incorporation as follows:

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is BMH, Inc.

ARTICLE II
STATUS

The Corporation is a nonprofit corporation.

ARTICLE III
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Blackfoot, County of Bingham, and in the State of Idaho. The address of the initial registered office is 98 Poplar Street, Blackfoot, Idaho 83221, and the name of the current registered agent at this address is Louis Kraml.

ARTICLE V
PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To facilitate the conduct, operation, and maintenance of Bingham Memorial Hospital (the "**Hospital**") in accordance with the provisions of applicable federal, state and local law.
- B. To provide care for indigent patients and receive any person falling sick or maimed for the citizens of the Hospital's regional service area.
- C. To promote the general healthcare of the citizens of the Hospital's regional service area through the organization and operation of the Hospital, including the provision of quality healthcare services and appropriate educational services rendered by or through the Hospital.
- D. To provide adequate health care and properly maintained health care facilities for the citizens of the Hospital's regional service area.
- E. Notwithstanding any provision to the contrary, to operate exclusively for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions (the "**Code**"), including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3).
- F. To provide adequate means of communication between the Board of Directors of the Corporation, the Hospital's Medical Staff, and the Chief Executive Officer (the "**CEO**").
- G. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing contained within these Articles shall 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, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

ARTICLE VI LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or, be distributable to, its members, directors, officer, 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 Article V. 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 in, or intervene in (including the publishing or distribution of statements) 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 Internal Revenue Code, as amended from time to time.

ARTICLE VII MEMBERS

The Corporation shall have members (the "**Member(s)**") comprised of (a) a broad representation of the citizens of Bingham County, Idaho, including at least one (1) resident of (i) each incorporated city in Bingham County, Idaho and (ii) the unincorporated area of Bingham County, Idaho. The Members shall be elected by the Members in accordance with the Corporation's Bylaws.

ARTICLE VIII VOTING

At each meeting of the Members, each Member entitled to vote at the meeting shall have one (1) vote. Unless otherwise provided in the Bylaws of the Corporation or by the laws of the State of Idaho, the affirmative vote of a majority of the Members present at a meeting at which there is a quorum shall be the act of the Members.

ARTICLE IX BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by its Board of Directors. The Corporation shall have (a) between five (5) and nine (9) directors elected by the Members, the specific number to be fixed by resolution of the Board of Directors, (the "**Elected Directors**"), (b) two (2) ex-officio Directors, with and without vote, as set forth in the Bylaws of the Corporation, and (c) one (1) member of the Bingham County Commissioners designated by the Bingham County Commissioners to serve as a non-voting member of the Board as provided in the Bylaws of the Corporation; provided that at no time may the Board of Directors consist of less than three (3) voting Directors (as defined in the Bylaws) or the minimum number at any time required by Idaho law. The Elected Directors shall be elected by the Members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation. Upon an Elected Director's service through two (2) consecutive three (3) year terms (inclusive of an initial term and/or any partial term due to appointment to fill a vacancy), such Elected Director may rejoin the Board of Directors after a one (1) year absence. Directors' terms shall coincide with the fiscal year of the Corporation.

ARTICLE X DISTRIBUTION ON DISSOLUTION

Upon dissolution or liquidation of the Corporation in accordance with the laws of Idaho, the Board shall, after paying or making provisions for the payment of all liabilities of the Corporation and after satisfying all applicable requirements and obligations set forth in the Hospital Lease and Transfer Agreement between Bingham County and BMH, Inc. dated June 22, 2007, and any future amendments to such Hospital Lease and Transfer Agreement, distribute all of the remaining assets of the Corporation to such organization or organizations organized and

operated exclusively for charitable, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations described in Section 501(c)(3) of the Code, as the Board shall determine, subject to the approval of the Members and consistent with the Articles of Incorporation. Any such assets not so disposed of shall be distributed by the Court with appropriate jurisdiction to such organization or organizations described in Section 501(c)(3) of the Code, as said Court shall determine.

ARTICLE XI BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Bylaws of the Corporation may be altered, amended, or repealed, and new or other Bylaws may be made upon adoption by the Board and approval by two thirds (2/3) of the votes cast by the Members or a majority of the Members' voting power, whichever is less, at a properly noticed annual or special meeting of the Members.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify, hold harmless, and defend present and former Directors, Officers, employees and agents of the Corporation to the fullest extent permitted by, and in accordance with, the Idaho Nonprofit Corporation Act as the same exists at the time of the adoption of these Bylaws 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 Idaho Nonprofit Corporation Act permitted the Corporation to provide prior to such amendment). Expenses, including attorney fees, incurred by present and former Directors, Officers, employees and agents of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in accordance with the Act.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were duly adopted on the 27th day of January, 2014, pursuant to the provisions of Title 30, Chapter 3, Idaho Code. These Amended and Restated Articles of Incorporation consist of matters other than those described in Section 30-3-90, Idaho Code, and were, therefore adopted by a vote of at least two-thirds of the votes cast by the Members. These Amended and Restated Articles of Incorporation supersede the Corporation's original Articles of Incorporation and all previous amendments thereto.

BMH, INC.

IDAHO SECRETARY OF STATE

12/03/2015 05:00

CK:3409584 CT:172099 BH:1502624

1@ 30.00 = 30.00 NON PROF A #2

1@ 20.00 = 20.00 NON EXPEDI #3

By: Jeffrey Daniels
Name: Jeffrey Daniels
Title: Secretary