

RESTATED ARTICLES OF INCORPORATION

OF

PONDERA HEALTHCARE FOUNDATION

A Montana Nonprofit Corporation

Executed by the undersigned pursuant to Mont. Code Ann. §§ 35-2-223 for the purpose of amending and restating the Pondera Healthcare Foundation, a Montana nonprofit corporation:

ARTICLE I

Name

The name of the corporation is:

Pondera Healthcare Foundation

ARTICLE II

Designation as Public Benefit Corporation

This corporation is a public benefit corporation.

ARTICLE III

Purposes

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist, or as they may be hereafter amended. The general purpose of the corporation is to support the health and well-being of residents of Pondera County and surrounding communities, including promotion of the long-term presence of stable and viable health care services and facilities in Pondera County and other health and wellness programs.

ARTICLE IV

Registered Agent and Registered Office

The name of the registered agent of the corporation is Teresa Aakre and the address of the registered office of the Corporation is 509 S. Illinois, Conrad, MT 59425.

ARTICLE V
Period of Duration

The period of duration of the corporation shall be perpetual.

ARTICLE VI
No Members

The corporation shall not have any members. The corporation shall act through the directors of the corporation, who shall be elected in accordance with the by-laws of the corporation.

ARTICLE VII
Prohibited Transactions

- (1) The corporation shall not engage in activities prohibited by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist, or as they hereafter may be amended.
- (2) The corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for public office.
- (3) No part of the net earnings of the corporation shall inure to the benefit of any director, officer, employee or other person, except such reasonable compensation as may be allowed for services actually rendered to the corporation and reimbursement of reasonable costs expended on behalf of the corporation.

ARTICLE VIII
Distribution upon Dissolution

In the event of the dissolution of the corporation, the assets of the corporation shall first be applied to pay its debts and obligations, and the balance of its assets shall be distributed to another non-profit corporation organized under Section 501(c)(3) of the Internal Revenue Code that has similar purpose of supporting the health and well-being of residents of Pondera County and surrounding communities, as determined by the corporation's directors.

ARTICLE IX
Amendments

The Articles of Incorporation and bylaws of the corporation may be amended by the directors.

Dated this 21st day of February, 2018.

Donald McClain
Donald McClain, President

Certificate of Approval

The undersigned officer of Pondera Healthcare Foundation certifies that:

- (1) there are no members of Pondera Healthcare Foundation;
- (2) the Articles of Incorporation may be amended by the directors of Pondera Healthcare Foundation;
- (3) the Restated Articles of Incorporation were approved by the directors of Pondera Healthcare Foundation at their meeting held on February 21, 2018.

I hereby swear and affirm under penalty of law, including criminal prosecution, that the facts contained in this document are true and correct.

Dated February 21, 2018.

Kristen G. Juras, Secretary
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