

SECRETARY OF STATE
Linda McCulloch -- State of Montana

PRIORITY



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CERTIFICATE OF FILING

I, LINDA McCULLOCH, Secretary of State of the State of Montana, do hereby certify that

COMMUNITY MEDICAL CENTER, INC.

filed its RESTATED ARTICLES OF INCORPORATION in this office and has fulfilled the applicable requirements set forth in law, changing the corporate name to **CMC MISSOULA, INC.** By virtue of the authority vested in the office, I hereby issue this certificate evidencing filing effective on the date shown below. I wish you the best of luck with all your future endeavors as part of the Montana business community.

Certified File Number: D020001 - 1586386

Dated: January 28, 2015

Effective Date: January 27, 2015

A handwritten signature in cursive script that reads "Linda McCulloch".

Linda McCulloch
Secretary of State



EXHIBIT A

**RESTATED ARTICLES OF INCORPORATION
OF
CMC MISSOULA, INC.
(Formerly known as Community Medical Center, Inc.)**

Pursuant to the provisions of Montana Code Annotated Section 35-2-226, CMC Missoula, Inc. (the "Corporation"), adopts these Restated Articles of Incorporation.

FIRST: The name of the corporation is CMC Missoula, Inc. (formerly Community Medical Center, Inc.).

SECOND: The period of its duration is perpetual.

THIRD: The Corporation is a public benefit non-profit corporation with members organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Prior to the date of these Restated Articles, the Corporation operated an acute care hospital, but has sold substantially all of its assets to a buyer (the "Buyer") who will operate the hospital after the date of these Restated Articles, all in accordance with an Asset Purchase Agreement with Buyer dated September 4, 2014 (the "APA"). The purpose or purposes for which the Corporation is organized are:

- (a) To do such things and take such actions as may be necessary to operate the Corporation after the sale of its assets, including the following:
- i. Perform its post-closing duties and obligations under the terms of the APA, including its indemnification obligations and obligations to meet its continuing net worth requirement;
 - ii. Monitor, manage and make provisions for discharging the post-closing liabilities, known and unknown, of the Corporation;
 - iii. Oversee, monitor and enforce the post-closing obligations and covenants of the Buyer under the APA, including as required by the terms of the Monitoring, Compliance and Enforcement Agreement dated January 9, 2015 (the "Monitoring Agreement"), by and among Corporation, Buyer and the Montana Attorney General's Office ("Attorney General"); and
 - iv. Transfer from time to time some or all of the reserve fund held by Corporation to the Community Hospital Legacy Foundation (or such other charitable foundation created by Corporation), as approved by the Attorney General, on the terms and conditions set forth in the Monitoring Agreement.

- (b) To generally do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes herein enumerated.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of any member, director/trustee or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, director/trustee or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Restated Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as it now exists or may hereafter be amended. The income of the Corporation for each taxable year is to be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The Corporation is prohibited from (i) engaging in any act of self-dealing as defined in Section 4941(d); (ii) retaining any excess business holdings as defined in Section 4943(c); and (iii) making any investments in such manner as to subject the Corporation to tax under Section 4945(d); all said Section references being to the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

FIFTH: Upon dissolution of the Corporation, and upon approval of the Attorney General under the Monitoring Agreement, all assets of Corporation, after all debts and obligations have been satisfied, shall be distributed to the Community Hospital Legacy Foundation (or such other charitable foundation that has been created by Corporation) that is operated exclusively for charitable, educational, religious, or scientific purposes and at the time qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as it now exists or may hereafter be amended.

SIXTH: No Director of the Corporation shall be personally liable to the Corporation or to a member for monetary damages for breach of a Director's duties to the Corporation or a member, except for liability (a) for any breach of the Director's duty of loyalty to the Corporation or to its members, (b) for acts or omissions not in good faith that involve intentional misconduct or knowing violation of law, (c) for any transaction from which the Director derived any improper personal economic benefit, or (d) under 35-2-418, 35-2-435, or 35-2-436, MCA.

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SEVENTH: The address of the registered office of the Corporation is 350 Ryman Street, Missoula, Montana, 59802, and the name of its registered agent at such address is Gary B. Chumrau.

EIGHTH: The number of Directors constituting the Board of Directors of the Corporation shall not be fewer than three (3), nor more than five (5) as shall be determined by the Board of Directors from time to time in the manner set forth in the Corporation's Bylaws. The initial Board of Directors shall be composed of four (4) Directors.

NINTH: These Restated Articles of Incorporation have been duly adopted by a sufficient vote of the members of the Corporation on the 15th day of January 2015.

TENTH: These Restated Articles of Incorporation correctly set forth the Restated Articles of Incorporation of the Corporation and do supersede the existing Restated Articles of Incorporation adopted February 26, 1976, and all amendments thereto.

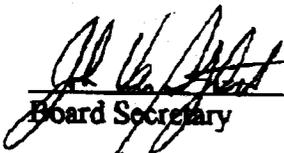
ELEVENTH: These Restated Articles, the Corporation's Restated Corporate Bylaws, and the Corporation's Conflict of Interest Policy shall not be modified or amended for a period of ten (10) years without the approval of the Attorney General as set forth in the Monitoring Agreement.

DATED effective the 15th day of January, 2015.

Inc.) CMC Missoula, Inc. (formerly Community Medical Center,

By: 
Scott Hacker, Vice Chair

ATTEST:


Board Secretary

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