

RESTATED CORPORATE BYLAWS

OF

CMC MISSOULA, INC.

**a Montana Non-Profit Corporation
(formerly Community Medical Center, Inc.)**

**(Restating and replacing all prior Bylaws,
Including the Version most recently approved in May, 2012)**

RESTATED CORPORATE BYLAWS OF
CMC MISSOULA, INC.

ARTICLE I

CORPORATION

Section 1.1 Corporate Name

The name of the Corporation shall be CMC MISSOULA, INC. (the “Corporation”) (formerly Community Medical Center, Inc.).

Section 1.2 Corporate Offices

(a) *Principal Office.* The Corporation’s principal office shall be located within Montana. The Corporation’s most current Annual Report, filed with the Montana Secretary of State, shall identify the location of the principal office. The current location of the principal office is 1211 S. Reserve St., Suite 101, Missoula, Montana 59801. The Corporation may have other offices, either within or outside of Montana. The Board of Directors may designate the location of these other offices. The Secretary of the Board shall maintain a copy of the records required by Section 3.18 of Article III at the principal office.

(b) *Registered Office.* The Corporation’s registered office shall be located within Montana at the address of the Corporation’s registered agent. The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within Montana. The Board of Directors may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

Section 1.3 Nonprofit Public Benefit Corporation

The Corporation is a nonprofit, public benefit corporation organized under the Montana Nonprofit Corporation Act, as amended from time to time (the “Act”) organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code.

Section 1.4 Corporate Purposes

The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, or religious purposes. The primary purpose of the Corporation is as set forth in the Corporation’s Restated Articles of Incorporation.

All as required or prohibited by Article Fourth of the Corporation's Restated Articles, the Corporation shall not engage in activities prohibited by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and its Regulations as they now exist, or as they hereafter be amended; 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; no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, officer or member of the Corporation or any private individual, and no director or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

Section 1.5 Corporate Powers

The Corporation shall have all of the corporate powers set forth in the Montana Nonprofit Corporation Act.

ARTICLE II

MEMBERSHIP

Section 2.1 Membership Organization

The Corporation is organized and will be operated with Members, pursuant to Section 35-2-512, MCA. The members shall be the duly elected or appointed voting Directors of the Corporation.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Powers

(a) *General.* All of the business and affairs of the Corporation shall be managed by or under the direction of the Corporation's Board of Directors, subject to the limitations of the laws of the State of Montana, the Restated Articles of Incorporation, these Restated Bylaws and any applicable federal laws or regulations. The Board of Directors shall have full authority to control and to take all actions necessary to manage the business and the day-to-day affairs of the Corporation, and to carry out all of the other functions of a Board of Directors as authorized by the Act.

Except for the actions set forth below in Section 3.1(b), which requires a supermajority vote, the act of a majority of the Directors entitled to vote based on the manner of acting described in Section 3.13, below, shall be considered the act of the Board of Directors.

In addition to all other actions the Board may take by a majority vote, the Board of Directors may, by a majority vote, delegate to the chief executive officer or president (or its equivalent), and the other officers or committees of the Corporation, if any, such power and authority to manage the day-to-day business and affairs of the Corporation as the Board of Directors may expressly provide in the written resolutions of the Board of Directors delegating such authority. Provided, however, the Board may not delegate the power and authority to take any action that is required to be approved by more than a majority vote of the Board.

(b) *Supermajority Vote Requirement.* Without a supermajority vote of the Directors based on the manner of acting set forth in Section 3.13, below, the Corporation, no Director and no person or entity to whom the Board of Directors have delegated authority pursuant to Section 3.1(a), above, shall have the authority to do any of the following:

- (1) Amend or alter the Restated Bylaws or the Restated Articles;
- (2) To appoint and/or remove a chief executive officer of the Corporation and to appoint and/or remove successors for such persons;
- (3) To cause the Corporation to merge with or into any other entity or any entity to merge with or into the Corporation;
- (4) To cause the Corporation to sell, transfer or otherwise dispose of all or substantially all of its assets; except that a majority of the Directors entitled to vote may approve the transfer of the Corporation's assets from its reserve fund to the Community Hospital Legacy Fund (or such other charitable foundation created by the Corporation), to the extent such transfer is approved by the Montana Attorney General on the terms and conditions set forth in the "Monitoring Agreement," as defined in the Restated Articles;
- (5) To take any action that would cause or approve or recommend any plan for the dissolution of the Corporation;
- (6) To take any action that would materially alter the purposes of the Corporation; or

(7) Approve a format for affiliated organizations or other corporate restructuring.

Notwithstanding the foregoing, the Directors shall not have the authority to amend or alter the Restated Articles or Restated Bylaws for a period of ten (10) years without the approval of the Montana Attorney General.

Section 3.2 Number, Appointment, Tenure, and Qualifications of Directors

The initial Board of Directors shall be comprised of four (4) Directors. Boards of Directors seated subsequent to the Initial Board may be increased or decreased by the Board of Directors; provided, however, that at all times there shall be no less than three (3) Directors, nor more than five (5) Directors. If the Board of Directors shall fail to fix the number of Directors before proceeding to the election of Directors, the number shall be the number of Directors which existed immediately prior to the election.

The Directors on all Boards elected subsequent to the Initial Board shall be nominated by one (1) or more of the current Directors on the Board, and/or by the governance committee, if any, established by the Board under Article V. The Directors will be elected by a majority vote of the Board of Directors based on the manner of acting set forth in Section 3.13, below.

In selecting nominees, the Board or the governance committee, if appointed, shall focus on individuals who served on the Corporation's Board of Directors during the negotiation of the Corporation's "APA" (as defined in the Restated Articles), and/or individuals who have experience in overseeing the operations of health care facilities.

The terms of the initial Board members shall be staggered so that approximately one-third (1/3) of the Board seats will become open each year. Two (2) members of the initial Board shall have terms of three (3) years, one (1) member shall have a term of two (2) years, and one (1) member shall have a term of one (1) year. Thereafter, all terms shall be for three (3) years. The Directors shall have no limit on the number of terms they may serve.

The Attorney General shall have the right in perpetuity to appoint one (1) individual who shall have the authority to attend all Board meetings (the "Attorney General Monitor"), on the terms and conditions set forth in Section 3 of the "Monitoring Agreement" (defined in the Restated Articles).

Section 3.3 Removal of Directors

Any Director may be removed from the Board, with or without cause, upon a supermajority vote of the remaining Directors on the Board.

Section 3.4 Resignation of Directors

A Director may resign at any time by delivering written notice of such resignation to the Chair of the Board of Directors. The resignation shall become effective as of the date specified in the notice of resignation. However, by accepting an appointment or election to such position, a Director acknowledges the commitment to the Corporation and will resign only for good and exigent circumstances, and will, under any circumstances, attempt to give the Corporation at least three (3) months' prior notice of resignation in order to permit the Corporation to find a qualified replacement.

Section 3.5 Vacancies

If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, the Board is authorized to appoint such Director to fill the vacancy in the same manner that such Director was elected to the position pursuant to Section 3.2 of these Bylaws.

Section 3.6 Ex-Officio Member

The chief executive officer or president (or its equivalent) of the Corporation, if appointed by the Board and if not already a member of the Board of Directors, shall, by virtue of his or her office, serve as a non-voting, *ex-officio* member of the Board. The Board of Directors may also appoint any other officer of the Corporation to serve as an *ex-officio*, non-voting member of the Board. The chief executive officer shall supervise and direct the day-to-day affairs of the Corporation, shall carry out the programs and activities of the Corporation, shall provide assistance to the Board of Directors in fulfillment of their responsibilities as Directors, Officers and Chairs of Committees, and shall perform such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be prescribed from time to time by resolution approved by the Board of Directors. The chief executive officer shall act only through and subject to the authority granted to him/her by the Board of Directors, and subject to the limitations in Article III, Section 3.1.

Section 3.7 Regular Meetings

The Board of Directors shall hold a regular annual meeting on the second Tuesday of January, beginning with the year 2016, at the hour of 8:30 A.M. at the principal office of the Corporation, or at such other time and location that the Board may agree upon. At the annual meeting the Directors and officers of the Board shall be elected and the Board shall transact any other business that may come before the meeting. No notice of the meeting other than this Bylaw is required, unless the time and location are changed, in which event notice will be given to all Directors pursuant to Section 3.10.

Additional regular meetings shall be called by the Chair and shall be held at the date, time and location provided in the meeting notice sent to all Directors. Regular Board of Directors meetings may be held by conference telephone or similar communications equipment, if convened in accordance with Section 3.9.

Section 3.8 Special Meetings

The Chair or one (1) of the remaining Directors then in office may call and give notice of special meetings of the Board of Directors. Those authorized to call special board meetings may fix any location Montana for the special meeting. Special Board of Directors meetings may be held by conference telephone or similar communications equipment, if convened in accordance with Section 3.9.

Section 3.9 Meetings by Conference Telephone

If authorized by the Board of Directors, the Board of Directors or any designated committee of the Corporation may participate in a Board or committee meeting by means of a conference telephone or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting and provided all persons participating in the meeting can hear each other at the same time. A Director participating in a conference telephone meeting is deemed present in person at the meeting. The Chair of the meeting may establish reasonable rules as to conducting the meeting by telephone or similar communications equipment.

Section 3.10 Notice of Director Meetings

(a) *Notice.* The Board's Chair (or Secretary if appointed) shall give written notice of any Director meeting at least two (2) but not more than thirty (30) days before the meeting. Provided, however any Board action to remove a Director or to approve a matter that would require approval by the members, is not valid unless each Director is given at least seven (7) days' written notice that the matter will be voted upon or unless notice is waived. The notice shall include the meeting place, day and hour. If the meeting is to be held by conference telephone or similar communications equipment (regardless of whether it is regular or special), the Chair (or the Secretary if appointed) must provide instructions for participating in the telephone meeting.

(b) *Effective Date.* If personally delivered, the notice of any Director meeting will be deemed effective as of the date of delivery. If mailed, notice of any Director meeting shall be deemed to be effective at the earliest of:

- (1) Three (3) days after deposited in the United States mail, addressed to the Director's business office, with postage prepaid; or

- (2) The date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the Director); or
- (3) The date when received.

If sent via facsimile or other electronic transmission (e.g. email), notice of any Director meeting shall be deemed to be effective on the date transmitted if such transmitted date is contained on a printed facsimile or other electronic transmission verification.

Section 3.11 Waiver of Notice

Any Director may waive notice of any meeting. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at a meeting waives the Director's right to object to lack of notice or defective notice of the meeting; this shall be true unless the Director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

Section 3.12 Quorum

A majority of the total number of Directors with voting rights shall constitute a quorum for the transaction of business at any Initial or subsequent Board of Directors meeting.

Section 3.13 Manner of Acting

(a) *Required Number to Constitute Act.* The act of a majority of the Directors entitled to vote and present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the Board of Directors, unless different voting requirements (such as a supermajority vote) are required by these Bylaws or the Act. In this regard for purposes of these Bylaws "supermajority vote" shall mean a two-thirds (2/3) majority vote. If no quorum is present at a meeting of Directors, the Directors may not take action on any Board matter other than to adjourn the meeting to a later date.

For purposes of voting at Board meetings and determining whether an issue before the Board has been approved, each Director shall be entitled to one (1) vote.

(b) *Director Approval.* The Corporation shall deem a Director to have approved of an action taken if the Director is present at a meeting of the Board unless:

- (1) The Director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or
- (2) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (3) The Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 3.14 Conduct of Meetings

The Chair, or in the Chair's absence, the Vice-Chair, or in their absence, any person chosen by the Directors present shall call the meeting of the Directors to order and shall act as the Chair of the meeting. The Chair, or the Chair's designee, shall establish rules of the meeting that will freely facilitate debate and decision-making. The Chair will indicate who may speak when and when a vote will be taken. The Secretary of the Board shall act as the Secretary of all meetings of the directors, but in the Secretary's absence, the presiding officer may appoint any other person to act as the Secretary of the meeting.

Section 3.15 Director Action Without a Meeting

The Directors may act on any matter generally required or permitted at a Board meeting, without actually meeting, if: all the Directors take the action, each one signs a written consent describing the action taken, and the Directors file all the consents with the records of the Corporation. Action taken by consent is effective when the last Director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.

Section 3.16 Director Deadlock

If the Board of Directors is equally divided on any aspect of the business or affairs of the Corporation or on any question, dispute or controversy, and the deadlock is preventing action or non-action by the Board, then any one (1) Director (or more) may invoke the following dispute resolution procedures: (i) the one (1) Director (or more) may initiate the dispute resolution process by sending written demand for dispute resolution to the other Directors, which will specify the matter in dispute and request the appointment of a dispute resolution panel; (ii) the dispute resolution panel will consist of one mediator named by the Directors who voted in favor of the resolution or matter before the Board (the "Approving Directors"), one mediator named by the Directors who failed to vote in favor of the resolution or matter before the Board (the "Non-Approving

Directors”) and a third mediator named by the two mediators so chosen; (iii) the mediation hearing will be conducted in accordance with the procedural rules set forth in the arbitration rules of the American Arbitration Association at any location in Missoula, Montana that the mediators choose; (iv) the mediators may elect, but are not required, to request discussions with the parties, individually or jointly, but absent such election, the Approving Directors (as a group) and the Non-Approving Directors (as a group) shall each designate one individual (who must be a Director) to present argument to the mediators; (v) the mediators' decision shall be based solely on the mediators' discussions with the parties or, absent an election to request such discussions, on the presentations by the designated spokesperson and the written presentations of the parties, with no attorneys, accountants or other experts making presentations before the mediators; and (vi) any mediation award shall become the decision of the Board of Directors.

Section 3.17 Compensation, Loans to, or Guarantees for Directors

(a) *Director Compensation.* For their role as Directors, the Directors shall be compensated at the rate of \$1,000 per any regular or special Board (but not committee) meeting called and actually held; in addition the Board of Directors may, upon approval of a majority of the Board, pay each Director's reasonable and actual expenses, if any, of attendance at each Board meeting or committee meeting of the Board. The Corporation will also pay the “Attorney General Monitor's” reasonable and actual expenses incurred in attending a Board meeting.

(b) *Loans to or Guaranties for Directors.* The Corporation may not lend money to or guarantee the obligation of a Director of the Corporation or of affiliates of the Corporation.

Section 3.18 Corporate Records

(a) *Minutes and Accounting Records.* The Corporation shall keep a permanent record of the minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions, if any, taken by a committee of the Board of Directors acting at the direction of the Board of Directors. The Corporation shall maintain appropriate accounting records.

(b) *Form.* The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(c) *Other Records.* The Corporation shall keep a copy of the following records at its principal office or at a location from which the records may be recovered within two (2) business days:

- (1) The Restated Articles of Incorporation and all amendments thereto currently in effect;

- (2) The Restated Corporate Bylaws and all amendments thereto currently in effect;
- (3) Resolutions adopted by the Board of Directors;
- (4) Financial statements showing in reasonable detail the Corporation's assets, liabilities and the results of the operation;
- (5) A list of the names and business addresses of the current Directors and Officers; and
- (6) The most recent annual report delivered to the Secretary of State.

ARTICLE IV

OFFICERS OF THE BOARD

Section 4.1 Number of Officers

The officers of the Board shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer. The Board of Directors shall appoint each of these officers. The Board may appoint other officers and assistant officers, if it deems it necessary. If the Board of Directors specifically authorizes an officer to appoint one or more officers or assistant officers, the officer may do so. The same individual may simultaneously hold more than one office on the Board, except that the same person cannot simultaneously serve as Chair and Secretary.

Section 4.2 Appointment and Term of Office

The Board of Directors shall appoint officers of the Board for a term that the Board determines. If the Board does not specify a term, the officers shall hold office for one year or, within that year, until they resign, die, or are removed in a manner provided in section 4.3 of Article IV. A designation of a specified term does not grant to the officer any contract rights, and the Board can remove the officer at any time prior to the termination of the designated term.

Section 4.3 Removal of Officers

The Board of Directors may remove any officer or agent at any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person removed. A Board's appointment of an officer or agent shall not of itself create contract rights.

Any officer described may resign at any time by giving written notice to the Board of Directors or to the Chair or Secretary of the Board. Any such resignation shall take effect at the time specified therein, or, if no time is specified, such resignation shall take effect immediately. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.4 Chair

The Chair shall act as the chairman of the Board and, if no chief executive officer has been appointed or engaged by the Board, serve as the chief executive officer of the Corporation. The Chair shall, when present, preside at all meetings of the Board of Directors. The Chair may sign, with the Secretary or any other proper officer of the Corporation that the Board has authorized, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board.

Section 4.5 Vice-Chair

The Vice-Chair shall perform, in good faith, the Chair's duties if the Chair is absent, dies, is unable, or refuses to act. If the Vice-Chair acts in the absence of the Chair, the Vice-Chair shall have all presidential powers and be subject to all the restrictions upon the Chair. (If the Vice-Chair is unable or refuses to act, then the Secretary shall perform the Chair duties.) The Vice-Chair shall perform any other duties that the Chair or Board may assign to the Vice-Chair.

Section 4.6 Secretary

The Secretary shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the Board of Directors; (2) provide that all notices are served in accordance with these Bylaws or as required by law; (3) be custodian of the corporate records; (4) when requested or required, authenticate any records of the Corporation; (5) keep a current register of the post office address of each Director; and (6) in general perform all duties incident to the office of Secretary and any other duties that the Chair or the Board may assign to the Secretary.

Section 4.7 Treasurer

The Treasurer shall: (1) have or supervise charge and custody of and be responsible for all funds and securities of the Corporation; (2) receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all moneys in the Corporation's name in banks, trust companies, or other depositories that the Board shall select; (3) submit the books and records to a Certified Public Accountant or other accountant for annual audit or review; and (4) in general perform all of the duties incident to the office of Treasurer and any other duties that the Chair or Board may assign to the Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the

faithful performance of the Treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the Board of Directors shall determine.

Section 4.8 Assistant Secretaries and Assistant Treasurers

The Assistant Secretaries and Assistant Treasurers, if any, in general, shall perform the duties that the Secretary or Treasurer, respectively, or the Chair or Board may assign to them. The Assistant Treasurers shall, if required by the Board, give bonds for the faithful performance of their duties and as insurance against the misappropriation of funds; the bond shall be in sums and with the sureties that the Board of Directors shall determine.

Section 4.9 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.

Section 4.10 Compensation, Loans to, or Guarantees for Officers

The Board of Directors may fix and or adjust reasonable compensation of the chief executive officer or other officers of the Corporation from time to time. The Corporation may not lend money to or guarantee the obligation of an officer of the Corporation.

ARTICLE V

BOARD COMMITTEES

Section 5.1 Establishment, Appointment, and Limits on Activities

The Board, by resolution adopted by a majority of Directors in office, may create one or more standing, special or ad hoc Committees. Such Committees, except as expressly authorized by the Board resolution establishing such committee, shall be advisory in nature and shall not have authority to take action on behalf of or otherwise bind the Corporation or Board of Directors, but shall undertake to review matters described herein and to take such findings and recommendations to the full Board of Directors. The Chair of the Board shall appoint the members of, and the Chairman of, each Committee, subject to approval by the Board of Directors.

Section 5.2 General Composition of Committees

Each Committee shall be composed of at least one (1) Director and such other persons as the Board of Directors may designate by resolution. The chief executive officer of the Corporation shall serve as a non-voting member of each committee.

Section 5.3 Term of Office

Each member of a Committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed or until such member's death, resignation or removal, or until the Committee shall be terminated.

Section 5.4 Meetings, Notice and Reports

Each Committee shall meet as often as is necessary to perform its duties. Meetings shall be as determined by the Committee or upon call of its Chairman or the Chair of the Board. Notice may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meeting. Notice of a special meeting shall specify the purpose of the meeting. Minutes of each meeting shall be kept by all Committees and filed with the Secretary of the Board. At each annual and regular meeting of the Board of Directors, unless such a requirement is waived by the Board, each Committee shall report to the Board of Directors action taken by the Committee since the last meeting of the Board of Directors.

Section 5.5 Quorum and Manner of Acting

Unless otherwise provided by the resolution of the Board of Directors establishing a Committee, a majority of the voting members of a Committee shall constitute a quorum and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the Committee.

Section 5.6 Informal Action

Any action which is required by law, the Restated Articles of Incorporation or these Restated Bylaws to be taken at a meeting of a Committee, or any other action which may be taken at a meeting of a Committee, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the members of the Committee entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the members of the Committee shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Committee.

Section 5.7 Meeting by Conference Call

Any action which is required by law or the Restated Articles of Incorporation or these Restated Bylaws to be taken at a meeting of a Committee, or any other action which may be taken at a meeting of a Committee, may be taken through the use of a conference telephone or other similar communications equipment by reason of which all persons participating in the meeting can hear each other. Participation in such a meeting shall be equivalent to attendance and presence in person at the meeting of the persons so participating.

Section 5.8 Resignation and Removal

Any member of a Committee may resign at any time by giving notice to the Chairman of the Committee or to the Chair or Secretary of the Board. Resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt of notice or any later time specified in the notice. The Chair of the Board, upon ratification by resolution of the Board of Directors, may remove any member of any Committee.

Section 5.9 Vacancies

Vacancies in the membership of any Committee shall be filled by appointments made in the same manner as the original appointment to that Committee.

ARTICLE VI

INDEMNIFICATION; INSURANCE.

Section 6.1 Indemnification of Directors

(a) *General.* To the full extent permitted by the Montana Nonprofit Corporation Act, the Corporation shall indemnify and save harmless each Director (including any alternate), and persons to whom the Director has delegated management authority pursuant to the Bylaws (collectively, the "Indemnitees") from and against any and all claims, liabilities, damages, losses, costs and expenses (including amounts paid in satisfaction of judgments, compromises and settlements, as fines and penalties and legal or other costs and expenses of investigating or defending against any claim or alleged claim) of any nature whatsoever, known or unknown, liquidated or unliquidated, that are incurred by any Indemnitee and arise out of or in connection with the business of the Corporation or the performance by such Indemnitee of any of the Director's responsibilities under the Bylaws. The rights created by this provision shall continue as to an Indemnitee who has ceased to be a Director or person to whom management authority is delegated, and shall inure to the benefit of such Indemnitee's heirs, executors, administrators, legal representatives, successors, and assigns.

Section 6.2 Advance Expenses for Directors

The Corporation may pay for or reimburse, in advance of final disposition of the proceeding, the reasonable expenses incurred by a Director who is a party to a proceeding, to the full extent permitted by and in accordance with the Montana Nonprofit Corporation Act.

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Section 6.3 Indemnification of Officers, Agents and Employees

The Board of Directors will indemnify and advance expenses to any officer of the Board or the Corporation or to a member of any committee, any employee, or agent of the Corporation, to the extent permitted by and applying the standards as set forth in the Montana Nonprofit Corporation Act.

Section 6.4 Mandatory Indemnification

Notwithstanding any other provisions of these Restated Bylaws, the Corporation shall indemnify a Director or officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or officer was a party because he or she is or was a Director of the Corporation or an officer of the Board or the Corporation, against expenses incurred by the Director or officer in connection with the proceeding.

Section 6.5 Director and Officer Liability Insurance

The Corporation may purchase and maintain a director and officer liability insurance policy insuring the Corporation and its individual directors and officers against the costs of defending a claim or paying a settlement or decision. The right of the director and officer to indemnification by the Corporation shall be in addition to, and not exclusive of, all other rights to indemnification to which he or she otherwise may be entitled, including any rights to indemnification under the terms of the director and officer liability insurance policy.

ARTICLE VII

CONFLICT OF INTEREST

The Board shall by written resolution approve a conflict of interest and periodic review policy for the Corporation that is consistent with and at least as protective as the applicable conflict of interest provisions under the Act. The purpose of the policy is to protect the Corporation's interest when it is contemplating entry into a transaction or arrangement (a "conflict of interest transaction") that might benefit the private interest of a director, officer of the Board, officer of the Corporation or member of a committee ("interested person"). The policy shall contain at least the following provisions:

- (a) A definition or description of what constitutes a "conflict of interest transaction";
- (b) A definition or description of an "interested person";

- (c) A definition or description of when a person has a “financial interest” in a transaction or arrangement;
- (d) Disclosure procedures;
- (e) Procedures for determining whether the financial interest of an interested person may result in a conflict of interest;
- (f) Procedures for addressing the conflict of interest after determining that there is a conflict, including voting requirements and procedures;
- (g) Procedures for adequate record keeping;
- (h) Procedures for ensuring that all Directors, principal officers, and members of committees understand and comply with the conflict of interest policy;
- (i) Rules with respect to membership on a compensation committee, if any, with Board delegated powers;
- (j) Procedures for conducting of periodic reviews of the Corporation’s activities to ensure that it is operating in a manner that is consistent with the Corporation's public benefit purposes and that its operations do not result in private inurement or impermissible benefit to private interests;
- (k) The Corporation’s policy with respect to the use of independent consultants or other neutral sources in connection with the implementation of the conflict of interest and periodic review procedures; and

The Conflict of Interest Policy shall not be modified or amended for a period of ten (10) years without the approval of the Attorney General.

ARTICLE VIII

CONTRACTS AND FINANCES

Section 8.1 Contracts

The Board of Directors may by resolution authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the Corporation and such authorization may be general or confined to specific instruments.

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Section 8.2 Loans

The Corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the Board of Directors authorizes such a contract by resolution. The Corporation shall not allow anyone to issue evidence of the Corporation's indebtedness unless the Board of Directors authorizes the issuance by resolution. The authorization may be general or specific.

Section 8.3 Checks, Drafts, etc.

The Board of Directors shall authorize by resolution, which officer(s) or agent(s) may sign and issue all Corporation checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The Board of Directors shall also determine by resolution the manner in which these documents will be signed and issued.

Section 8.4 Deposits

The Corporation shall deposit all funds of the Corporation, that are not being used, in banks and other depositories; the Board of Directors shall designate by Board resolution particular authorized banks and depositories as well as which officer(s) or agent(s) are authorized to make the deposits.

Section 8.5 Annual Independent Audit

The Board of Directors shall ensure that the Corporation undergoes an annual audit by an independent auditor and that the results of such annual audit are distributed in a timely fashion to all Directors. This requirement can be waived by a supermajority vote of the Board of Directors.

ARTICLE IX

FISCAL YEAR

The Corporation's fiscal year shall begin on July 1 and end on June 30.

ARTICLE X

DISSOLUTION OF THE CORPORATION

Dissolution of the Corporation shall be authorized if it is approved by a supermajority vote of the Board of Directors pursuant to Section 3.1(c)(5), pursuant to a plan of dissolution prepared in writing by the Board of Directors and approved at a

meeting after notice given pursuant to the dissolution provisions of the Act. The plan of dissolution shall indicate the distribution of the assets owned or held by the Corporation in accordance with the provisions of Section 11.2 herein. The Corporation shall give notice of any intended dissolution to the Montana Attorney General pursuant to the requirements of the Act.

ARTICLE XI

DISTRIBUTIONS

Section 11.1 Prohibited Distributions

Except as authorized by Section 11.2 herein, the Corporation shall not issue any dividends or otherwise make any distribution of any assets, including net income, of the Corporation.

Section 11.2 Authorized Distributions

Distributions of the Corporation's assets may only be made in accordance with the requirements for authorized distributions as set forth in the Act, or in accordance with the distribution and transfer provisions of the Monitoring Agreement. The Board of Directors shall, upon dissolution of the Corporation, provided that all creditors of the Corporation shall have first been paid, make a distribution of the assets held or owned by the Corporation (including the reserve fund provided for in the Monitoring Agreement) to the Community Hospital Legacy Foundation (or other charitable foundation created by the Corporation), an Internal Revenue Code Section 501(c)(3) tax exempt entity approved by the Board, and after the notice and/or consent requirements of Section 35-2-722, MCA, (and the requirements under the Monitoring Agreement) have been satisfied.

ARTICLE XII

AMENDMENTS TO ORGANIZATIONAL DOCUMENTS

Section 12.1 Amendments to Organizational Documents

The Restated Articles of Incorporation and/or the Restated Corporate Bylaws may be amended by a supermajority vote of the Board of Directors pursuant to Section 3.1(c)(1) of these Bylaws, but only with the approval of the Attorney General as required under the terms of the Corporation's Stipulation dated January 9, 2015, with the Attorney General, which approval is required for ten (10) years.

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Section 12.2 Contents of Notice to Amend Organizational Documents

The contents of any notice of a Board meeting to consider one or more proposed amendments to the Restated Articles of Incorporation or the Restated Corporate Bylaws shall conform to the provisions of Section 3.10 of these Restated Bylaws and any applicable provisions of the Act. If the Board seeks to have the amendment approved by written consent or written ballot, the material soliciting the approval must contain or be accompanied by a copy or summary of the proposed amendment, and any amendment subject to Attorney General Approval, will not be effective unless and until such approval is obtained.

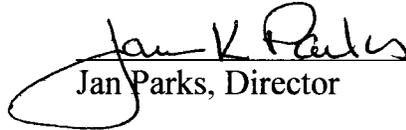
Adoption Date: January 15, 2015.

We, the undersigned Directors and Secretary of the Corporation, do hereby certify that the above foregoing Restated Corporate Bylaws were adopted this date and the same now constitutes the Restated Bylaws of the Corporation.

DIRECTORS



Scott Hacker, Director



Jan Parks, Director

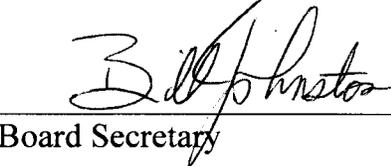


Bill Johnston, Director



Tanya Ask, Director

BOARD SECRETARY



Board Secretary