



CERTIFICATE OF FILING

File D 10290 - 324989

Restated Articles of Incorporation for the incorporation of **BOZEMAN DEACONESS FOUNDATION**, a Montana public benefit corporation, duly executed pursuant to the provisions of Section 35-2-213, Montana Code Annotated, has been received and filed on September 24, 1993.

A filed copy of the Restated Articles of Incorporation was mailed on October 07, 1993 to:

Liz Lewis
Bozeman Deaconess Hospital
915 Highland Blvd.
Bozeman, MT 59715

/s/ **MIKE COONEY**
Secretary of State

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STATE OF MONTANA

FILED

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RESTATED ARTICLES OF INCORPORATION
OF
BOZEMAN DEACONESS FOUNDATION

SECRETARY OF STATE

I.

That the name of this nonprofit public benefit corporation shall be Bozeman Deaconess Foundation. It shall not have members.

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II.

The purpose of this corporation shall be to provide quality health care and related services to the people of Bozeman and South Central Montana in accordance with the laws of Montana. In carrying out this purpose, the Corporation shall recognize and consider the Social Principles of the Book of Discipline of the United Methodist Church but the Corporation shall not be bound by them. The Corporation is organized exclusively for charitable, educational, and scientific purposes, within the scope of the specifically listed purposes in Section 501(c) (3) of the United States Internal Revenue Code, 1992, or any corresponding provisions thereof.

In addition, the Corporation shall have the following powers:

(a) To provide elderly or infirm persons, on a nonprofit basis, with retirement housing and hospitalization facilities and services, specially designed to meet the physical, social, and psychological needs of the aged, and contribute to their health, security, happiness and usefulness in longer living.

(b) To construct, operate, maintain and improve, and to buy, own, plat, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incident to the provision of housing for the elderly.

(c) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of business: to secure the same by mortgage, pledge or other lien.

(d) To enter into any kind of lawful activity and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the nonprofit purposes of the corporation.

III.

That the complete mailing address of the said Corporation shall be:

Bozeman Deaconess Foundation
915 Highland Boulevard
City of Bozeman
Gallatin County
State of Montana 59715

The registered agent at the time of filing is Gary Kenner, Administrator.

IV.

That said Corporation shall have continual succession.

V.

That there shall be no capital stock, and all receipts and profits of said Corporation shall be used in promoting the foregoing purposes of said Corporation.

VI.

The government of this Corporation shall be vested in a Board of Trustees which shall consist of no fewer than nine (9) members. The majority of the Trustees shall be members of the United Methodist Church. One of the United Methodist member positions on the Board of Trustees shall be held by a United Methodist clergy who shall be designated by the District Superintendent of the Yellowstone Annual Conference District in which Bozeman is located. Said clergy's term of office shall be the same as any other Trustee.

Each year, a class of Trustees shall be nominated by the Board in the manner provided in the Bylaws. That class of nominees shall be submitted to the Health and Welfare Committee of the Yellowstone Annual Conference who shall in turn submit the class of nominees to the Yellowstone Annual Conference of the United Methodist Church for election. A Trustee's term of office shall be for three (3) years.

Any modification of the process of nomination of Trustees, as provided in the by-laws, can be made only with the consent of the Yellowstone Conference.

If a Trustee is unable to complete a term of office, a replacement Trustee shall be selected, pursuant to a process outlined in the Bylaws, with notification within 40 days to the Superintendent of the District in which Bozeman is located and by confirmation by the Yellowstone Annual Conference at its following

annual meeting.

In the event the Health and Welfare Committee of the Yellowstone Conference of the United Methodist Church determines not to nominate any or all of the candidates recommended by the Board of Trustees, the Health and Welfare Committee shall notify the Board of Trustees and request additional recommendations. In the event the annual conference fails to elect any or all of the nominees, the annual conference shall notify the Board of Trustees to resubmit new recommendations for any unfilled position.

Failure to resubmit new recommendations within forty (40) days of notice will be deemed a waiver of the right to recommend.

The annual conference, upon adjourning without fully electing the Class of Trustees, will delegate to some group or committee the power to elect the member or members to the Board of Trustees after new recommendations for candidate or candidates for membership have been submitted by the Board of Trustees to the Health and Welfare Committee and the Health and Welfare Committee shall have placed in nomination the candidate or candidates for membership.

Unless the Board of Trustees waives its right to recommend, no members, except the clergy designated by the District Superintendent, may be elected to the Board of Trustees of the Bozeman Deaconess Foundation without first having been recommended for membership by the Board of Trustees of the Bozeman Deaconess Foundation, as above set forth.

VII.

The Corporation shall have all general powers as set forth in the Montana Nonprofit Corporation Act.

The Trustees of the Corporation shall act only as a Board and the individual Trustees shall have no power as such.

VIII.

The title to the property, real and personal, shall be vested in the said Corporation, which shall hold such property in trust for the use of the Yellowstone Conference of the United Methodist Church.

The Yellowstone Conference of the United Methodist Church is the beneficiary of said trust and that the interest of the beneficiary in the corpus or income of the trust shall not be liable to the claims of its creditors, or others, or liable to attachment, execution, or other processes of law and the beneficiary shall have no right to encumber, hypothecate, or alienate its interest in this trust in any manner.

Nor shall the Yellowstone Conference be responsible, legally or morally, for the debts, contracts, or obligations or for any other financial commitments of any character or description created, undertaken, or assumed by the Bozeman Deaconess Foundation.

Nor shall Bozeman Deaconess Foundation be responsible, legally or morally, for the debts, contracts, or obligations or for any other financial commitments of any character or description created, undertaken, or assumed by the Yellowstone Annual Conference.

In case of dissolution of the Foundation, the Conference, as a recipient of the assets, is bound to apply those assets, after the payment of just debts, to the purposes for which the Foundation was established, of providing health care and related services to the people of Bozeman and South Central Montana.

IX

These Articles of Incorporation may be amended by two-thirds (2/3) vote of the Trustees of the Corporation; however, no amendment shall take effect prior to approval from the Yellowstone Annual Conference of the United Methodist Church.

Bozeman Deaconess Foundation

915 Highland Boulevard

Bozeman, Montana 59715

(406) 585-5000

I, Vern Voegele, President of the Board of Trustees of the Bozeman Deaconess Foundation declare and certify that on August 24, 1993, the Board of Trustees met and voted unanimously for the enclosed Restated Articles of Incorporation with the understanding that the Restated Articles would override any previously filed Articles of Incorporation filed with the Secretary of State

Vern Voegele
Vern Voegele
President

9-21-93
Date

I, Reverend Don Hamilton, member of the Yellowstone Annual Conference of the United Methodist Church and Board member of Bozeman Deaconess Foundation declare and certify that the Yellowstone Annual Conference has approved the attached Restated Articles of Incorporation with the understanding that the Restated Articles would override any previously filed Articles of Incorporation filed with the Secretary of State.

Don W. Hamilton
Reverend Don Hamilton

9-21-93
Date