

RESTATED ARTICLES OF INCORPORATION
THE REACH HEALTHCARE FOUNDATION

The Reach Healthcare Foundation is a Kansas corporation whose original Articles of Incorporation was filed with the Secretary of State of Kansas on August 27, 2003. The members of the corporation, in accordance with the provisions of section 17-6605 and other applicable provisions of the Kansas general corporation code, duly adopted this Restated Articles of Incorporation in order to amend and to restate and supersede the corporation's Articles of Incorporation as heretofore amended and modified. The restated articles of incorporation are as follows.

Article I

The name of the corporation is: The Reach Healthcare Foundation.

Article II

A. The address of the registered office of the corporation in Kansas is 6700 Antioch, Suite 200, Merriam, Kansas 66204. The resident agent at the above address is Brenda R. Sharpe.

B. The resident agent and registered office may be changed from time to time by the Board of Directors.

Article III

A. The corporation is to be operated exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). For purposes of this Restated Articles of Incorporation, any reference to a specific section of the Code is also intended to be a reference to any corresponding provisions of any subsequent federal tax laws. Without limiting the generality of the foregoing, the purposes of the corporation shall include:

1. engaging in, funding, carrying on, conducting or taking part in programs, projects and services designed to improve, protect and/or restore individual, community and public health in order to achieve outcomes improvements in access to, and the quality of, health care and the overall health both of individuals, including in particular individuals who are medically indigent or underserved, and communities as a whole in the area which prior to April 1, 2003 was served by the Health Midwest integrated health system, *i.e.*, in Wyandotte, Johnson and Allen counties in Kansas and Kansas City, Missouri and Jackson, Cass and Lafayette counties in Missouri (such area, herein, the "Region");

2. engaging in, funding, carrying on, conducting or taking part in educational and training programs and courses of instruction in the field of

medicine and preventive medicine and in nursing and in the regulation, diagnosis, treatment and care of diseases, disorders, maladjustments and abnormalities of the human body; and

3. engaging in, funding, carrying on, conducting or taking part in any and all of the foregoing to promote or assist in promoting the good health of the community and the encouragement of providing means and facilities for such purposes.

In addition to the powers and privileges conferred upon the corporation by law and those incidental thereto, the corporation shall possess and may exercise all the powers and privileges which are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

B. The corporation is also to be operated exclusively for purposes that are described in section 509(a)(3)(A) of the Code, to wit: to benefit, to perform the functions of, or to carry out the purposes of one or more organizations described in section 509(a)(1) and section 509(a)(2) of the Code. The organizations that the corporation is to support (referred to in this section B as the “Supported Organizations”) are governmental units and organizations described in section 509(a)(1) and section 509(a)(2) of the Code, a primary purpose or function of each of which is either to provide or to facilitate or assure the provision of basic or needed physical and mental healthcare services to all citizens of the Region or to support and promote or to facilitate or assure the support and promotion of the physical and mental health of all citizens in the Region, or both. The organizations that are Supported Organizations will vary from time to time as new Supported Organizations are substituted for other Supported organizations, as new Supported Organizations come into existence and begin to function, and as Supported Organizations cease to function. The corporation may vary the amount of support that it provides from time to time to any Supported Organization.

C. The corporation shall manage a permanent endowment. The Board of Directors shall adopt appropriate investment and spending policies to preserve the corporation’s capacity to further its purposes over the long term.

Article IV

The corporation will not have authority to issue capital stock.

Article V

A. The corporation shall have all powers conferred by the Kansas general corporation code except that, and notwithstanding any other provision of this Restated Articles of Incorporation: (i) the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code, contributions to which are deductible under section 170(c)(2) of the Code; and (ii) the purposes of the corporation shall be limited to one or more of the

purposes set forth in section 509(a)(3)(A) of the Code. For purposes of this Restated Articles of Incorporation, any reference to a specific section of the Kansas general corporation code is also intended to be a reference to any corresponding provisions of any subsequent Kansas corporation laws.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, 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 its purposes set forth herein.

C. No substantial part of the activities of the corporation shall be (and no substantial part of the assets of the corporation shall be used in) carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

D. The corporation shall not operate for the purposes of carrying on a trade or business for profit.

E. The following provisions of this section E shall apply for all taxable periods during all or any part of which the corporation is classified as a private foundation within the meaning of section 509 of the Code.

1. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

2. The corporation shall distribute its income for each taxable year of the corporation at such times and in such amounts so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

3. The corporation shall not retain any excess business holdings as defined in section 4943 of the Code when such retention would subject the corporation to the tax imposed by section 4943 of the Code, and it shall otherwise act or refrain from acting so as not to become subject to the tax imposed by section 4943 of the Code.

4. The corporation shall not make any investments in a manner that would subject it to the tax imposed by section 4944 of the Code.

5. The corporation shall not make any taxable expenditures as defined in section 4945 of the Code, and it shall otherwise act or refrain from acting so as not to become subject to the tax imposed by section 4945 of the Code.

F. Except to the extent provided to the contrary in the Bylaws of the corporation from time to time, the corporation shall be subject to the Kansas Open Meetings Act, K.S.A. sections 75-4317, et seq., and the Kansas Open Records Act, K.S.A. sections 45-215, et seq., insofar as these laws can be made applicable to the corporation's activities. All references in this document to the corporation's "Bylaws" refers to the corporation's Restated Bylaws as now in effect and as it may be amended, modified, or further restated in the future.

Article VI

Upon the dissolution of the corporation, the assets of the corporation which remain after payment of its obligations has been made or provided for, and after return, transfer, or conveyance of assets held upon condition requiring such return, transfer, or conveyance, shall be transferred to one or more nonprofit organizations whose purposes are substantially similar to those for which the corporation is organized and which at the time of such distribution are described in section 501(c)(3) of the Code and exempt from tax under section 501(a) of the Code.

Article VII

The corporation's Restated Articles of Incorporation and Bylaws may only be amended by a vote of at least two-thirds of the Directors then in office.

Article VIII

The corporation's Directors will serve as the members of the corporation and the meetings and actions of the Board of Directors will constitute the meetings and actions of the members.

Article IX

A. No individual Director shall be deemed an agent or instrumentality of the members or the Community Advisory Committee, which, pursuant to the Bylaws, acts as the nominating committee to nominate members of the Board of Directors of the Corporation (the "Committee"). No such member, individual or entity shall have any liability of any kind for the actions or omissions of any such Director or former Director relating to or arising out of his or her capacity as Director or for the actions or omissions of the Corporation, its Directors, officers, employees, agents, successors or assigns.

B. At any meeting of the Board of Directors, the members of the Board of Directors, by a vote of not less than two-thirds of the Directors then in office, may remove any Director with or without cause.

Article X

A. The corporation in its Bylaws, by contract, or in any other manner may agree to indemnify and protect any director, officer, employee, or agent of the corporation, or any person who serves at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, to the fullest extent authorized or permitted by the laws (including, without limitations, the statutes, case law, and principles of equity) of the State of Kansas.

B. Without limiting the generality of the foregoing provisions of this article, to the fullest extent permitted or authorized by the laws of the State of Kansas, as now in effect and as the same may from time hereafter, be amended, including without limitations the provisions of section 17-6002(b)(8) of the Kansas general corporation code, no Director or member of the Committee shall be personally liable to the corporation or to any member for monetary damages for breach of fiduciary duty. Any repeal or modification of the limitation of liability provided by the immediately preceding sentence shall not adversely affect any right or protection of a Director or member of the corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

Article XI

The books of the corporation shall be kept (subject to any provision contained in the statutes of the State of Kansas) only in the State of Kansas at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

Article XII

The corporation and its assets shall be subject to and controlled by the general corporation code of the State of Kansas, particularly including the provisions applicable to nonprofit corporations.

Article XIII

A. Subject to the provisions of Article V, the corporation's Board of Directors is vested with the responsibility of expending foundation resources for the general purposes set forth above and for the specific needs and in the specific areas identified by initial and ongoing community needs assessments processes as developed by the Board of Directors.

B. Subject to the provisions of Article V, the Board of Directors is free to:

1. appropriate for expenditure or accumulate so much of the corporation's endowment fund as the Board of Directors determines is prudent for

the uses, benefits, purposes, and duration for which the corporation's endowment fund is established, provided that the Board of Directors acts in good faith and with the standard of care required under the Uniform Prudent Management of Institutional Funds Act (K.S.A. sections 58-3601, et seq.), and only after giving due consideration to the factors identified therein; and

2. make such expenditures, if any, that are required by the Code (including, without limitation, any applicable minimum distribution requirements of section 4942 of the Code), regardless of whether the corporation is a private foundation within the meaning of section 509 of the Code.

Article XIV

The corporation is to exist perpetually.

As an amendment to the corporation's Articles of Incorporation, this Restated Articles of Incorporation amends the Articles of Incorporation by deleting the text of that document (as heretofore amended) in its entirety and by substituting the text of this document in the place thereof. This document is executed on April 12 2010.

THE REACH HEALTHCARE FOUNDATION

By: Brenda R Sharpe
Brenda R. Sharpe
President

Attest:

Linda Clarkson
Linda Clarkson
Secretary