

**AMENDED**  
**ARTICLES OF INCORPORATION**  
**FOR**  
**THE COULEE MEDICAL FOUNDATION**

ARTICLE I. NAME

The name of the Corporation shall be "The Coulee Medical Foundation."

ARTICLE II. DURATION

The period of duration of the Corporation shall be perpetual, but it may not be dissolved without the consent of the Directors of the Coulee Community Hospital.

ARTICLE III. PURPOSES

The Corporation is organized and formed for the purpose of directly supporting the Coulee Community Hospital which is located in Grand Coulee, Grant County, Washington. The foregoing basic purpose may not be changed by amendment of these Articles.

The type of support given may be as follows, but shall not necessarily be limited to, the following:

1. To develop a program of planned giving for the long-range financing and endowment of the hospital; to support, improve, enlarge, reconstruct and in any way benefit the Coulee Community Hospital and any facilities or programs directly related to the Coulee Community Hospital.
2. To stimulate the interest of the residents of the Grand Coulee Dam area in the development of the hospital, including its research, scientific and health care programs.
3. To receive, hold, care for, invest in and operate such real and personal property as the Corporation, from time to time, may possess and to further have and exercise all powers conferred upon it by the statutes under which it is organized.
4. To operate exclusively for such charitable purposes as will qualify it as an exempt organization under § 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future U.S. Internal Revenue law, including for such purposes the making of distributions to the Coulee Community Hospital which is a qualified tax exempt organization under § 501(c)(3) of the Internal Revenue Code of 1954.

#### ARTICLE IV. ADDITIONAL PURPOSES AND POWERS

The type of support given to achieve the basic purpose of the Corporation, as provided for in Article III, shall also include the following:

1. The Corporation shall provide, on a non-profit basis, hospital facilities and services directly, or through third party operators, for the care and treatment of persons who are acutely ill, who otherwise require medical and related services, the kind customarily furnished most effectively by hospitals, pursuant to Section 242 of the National Housing Act, as amended.

2. The Corporation shall have the power to mortgage, or otherwise hypothecate its real and personal property and to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development ("Secretary"), acting by and through the Federal Housing Commissioner, and such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successor and assigns, so long as a leasehold deed of trust on the Foundation's property is insured or held by the Secretary of Housing and Urban Development.

3. The Corporation shall have the power to issue bonds, including but not limited to Taxable Revenue Build America Bonds.

#### ARTICLE V. PROHIBITED POWERS

1. The Corporation, for so long as a mortgage held by HUD exists on Corporation property, shall not, without the prior written consent of the Secretary or its designee, take any action that would result in the Regulatory Agreement, Note, Mortgage, or Security Agreement (the "HUD Loan Documents") from being binding on the Corporation.

2. In the event of a conflict between any of the provisions of these Articles and any provisions of the Note, Mortgage, Security Agreement, or the Regulatory Agreement ("HUD Loan Documents"), the provisions of the HUD Loan Documents shall govern and be controlling in all aspects.

#### ARTICLE VI. NON-PROFIT CORPORATION

1. The Corporation shall be organized and operated as a non-profit, non-stock Corporation pursuant to Chapter 24.03 of the Revised Code of Washington.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, directors, 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 the purposes and powers set forth above.

3. 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 any political campaign on behalf of any candidate for public office.

#### ARTICLE VII. MEMBERS

The Corporation may have such members or classes of members as determined by the Board of Directors, but members will not have voting rights.

#### ARTICLE VIII. BOARD OF DIRECTORS

1. The Corporation shall be managed by its Board of Directors, which shall be three (3), as determined in the manner provided in the Corporation Bylaws.

2. Unless otherwise provided in the Corporation's Bylaws, vacancies on the Board of Directors shall be filled by a majority vote of the remaining Board of Directors.

3. The current Board of Directors shall be three (3) in number. The Directors shall be the then current Chair of the Board of Commissioners for Coulee Community Hospital, Superintendent, and Chief Financial Officer of Coulee Community Hospital. The names and addresses of the current Directors are as follows:

Richard King, Current Chair  
19985 Coulee View Road NE  
Electric City, WA 99123

Tom Jensen, Current Superintendent  
21115 Pease Hill Road  
Colbert, WA 99005

Debbie D. Bigelow, Current CFO  
58173 Spokane Blvd. N.E.  
Grand Coulee, WA 99133

#### ARTICLE IX. INCORPORATOR

The name of the initial incorporator is:

Steven Smith

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify its officers and directors to the full extent permitted by law. The primary means for indemnification shall be insurance proceeds.

ARTICLE XI. BYLAWS

The Board of Directors shall adopt, by a majority vote, such bylaws as it deems appropriate and as not inconsistent with these Articles, for the internal governance of the Corporation.

At any time there is a leasehold deed of trust on any of the Corporation's property held by the Secretary, and there is an event of conflict between any provision of these Bylaws and the HUD Loan Documents, the provisions of the HUD Loan Documents shall govern and be controlling in all aspects.

ARTICLE XII. AMENDMENT

Subject to the limitation in Article III and so long as the leasehold deed of trust on the Corporation's property is insured or held by the Secretary, these Articles may not be amended without the prior written approval of such Secretary.

ARTICLE XIII. DISSOLUTION

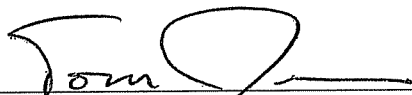
On the dissolution of the Corporation, the Board of Directors, after paying or making adequate provision for the payment of all liabilities, shall distribute all of the assets of the Corporation to the health care facility in the Grand Coulee area or its assets shall be distributed to one or more organizations or entities exempt from taxation pursuant to § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XIV. REGISTERED OFFICE AND AGENT

The registered agent and registered office address of the Corporation shall be as follows:

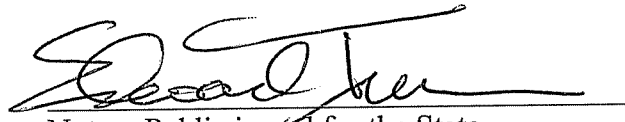
Tom Jensen  
411 Fortuyn Road  
Grand Coulee, WA 99133

Dated this 29<sup>th</sup> day of September, 2009.

  
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TOM JENSEN, President

Signed and Attested to before me this 29<sup>th</sup> day of September, 2009.





Notary Public in and for the State  
of Washington, residing at Spokane  
My commission expires: 6/9/2013