

'92 AUG 12 PM 2:51

52-791-1

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION 2 | 4

SECRETARY OF STATE  
KANSAS

OF

WESLEY FOUNDATION

001001 10 4537 08-11-92

CORP. CHANGE

527911 53 1 20.00

10 TRANS. TOTAL 1 20.00

WE, A. B. Davis, Jr., President, and Lynne A. Pringle, Assistant Secretary, of the above-named corporation, having no capital stock, which not-for-profit corporation was created under the laws of the State of Kansas, do hereby certify that at a meeting of the governing body of the corporation a resolution was passed setting forth the following amendment to the articles of incorporation and declaring its advisability:

RESOLVED, that in the judgment of the Board of Trustees of WESLEY FOUNDATION, it is deemed admissible to amend the Articles of Incorporation to change the name of the corporation from WESLEY FOUNDATION to KANSAS HEALTH FOUNDATION and to make further amendments to the Articles and to restate them to read as follows:

ARTICLES OF INCORPORATION

OF

KANSAS HEALTH FOUNDATION

(Amended and Restated)

WE, the undersigned officers of Kansas Health Foundation, who are also officers of its Board of Directors, who comprise the governing board of said Corporation, originally incorporated by filing Articles of Incorporation with the Secretary of the State of Kansas on March 30, 1978, being duly authorized, do hereby certify that the following Articles of Incorporation were duly adopted in accordance with K.S.A. 17-6605 by the Board of Directors as directors thereof to amend, restate and affirm its organization and purpose by this RESTATEMENT.

FIRST: The name of the Corporation is:

KANSAS HEALTH FOUNDATION

527911 19920812 R103F214



01863994

*KA*

SECOND: The location of its registered office in this state is: 1 0 3 U U 2 1 4

151 North Main  
Wichita, Sedgwick County, Kansas 67202

THIRD: The name and address of its resident agent in this state is:

Kansas Health Foundation  
151 North Main  
Wichita, Sedgwick County, Kansas 67202

FOURTH: This Corporation is organized not for profit and shall have no authority to issue capital stock.

FIFTH: The purpose of this Corporation shall be to improve the quality of health in Kansas. It is organized exclusively for charitable, educational and scientific purposes including, but not limited to the sponsorship of specific projects and programs to improve medical delivery and other health services in Kansas, and in connection with such activities, to promote the general health and welfare of the public and to encourage, support and promote education, training and research programs.

To accomplish such purposes, the Corporation proposes to make distributions (i) to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent federal tax laws), including tax-exempt corporations providing health services and other causes; (ii) to institutions related to, affiliated with or cooperating in the achievement of the health related purposes; and (iii) to other organizations and individuals as appropriate to accomplish the Corporation's stated purposes.

To that end, it shall:

- (1) receive and hold any property, real and personal, given, devised, bequeathed, given in trust or in any other way made over to said Foundation for the use or benefit of said above grantees and for carrying on of activities to achieve said above-stated purposes as designated by the donor, grantor or testator;
- (2) invest or disburse all assets so received, and generally to care for, manage, administer and control all such property so received;
- (3) carry out the wishes and to see that the funds and property so received are applied to the uses specified

by the donors; or, in case the gift, devise or bequest to this Corporation is not designated, then to such 2 | 4 uses as will benefit its stated purposes of supporting the advancement of health related services;

- (4) engage in any lawful act or activity for which the Corporation may be organized under the Kansas General Corporation Code which is within the exempt purposes of the Corporation except for express limitations, if any, contained in these Articles and by reference to the limitations of applicable Federal laws and regulations.

SIXTH: The duly elected Directors shall constitute the membership of the Corporation. All rights, powers, duties and obligations usually vested in the members of a non-profit corporation shall be vested in the Directors in accordance with law and the Bylaws.

SEVENTH: Management of the Corporation shall be vested in a Board of Directors consisting of not less than eight (8) persons, which number may be varied from time to time by resolution of the Board of Directors, plus the President and Chief Executive Officer of the Corporation who shall serve ex-officio with vote. The Bylaws of the Corporation shall provide any additional qualifications and the procedure to be followed in the nomination and election of Directors.

Management of the Corporation shall be conducted by the Board of Directors and officers as duly provided in the Bylaws of said Corporation as adopted and in effect from time to time.

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and expenses and to make payments and distributions in furtherance of the purposes set forth in Article FIFTH hereof.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively to and for the benefit of any tax exempt organization beneficiary designated to receive a donation, grant, or bequest, or to and for the purposes of the Corporation in such manner and to such organizations organized under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of subsequent federal tax laws), which serve the tax exempt health mission of this Corporation, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by distribution to the Kansas West Annual Conference of the United Methodist Church or any

successor annual conference if then tax-exempt. In the event any such assets cannot be disposed of as stated above, then they shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. 4

NINTH: 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 publishing or distribution of statements) any political; campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent Federal tax laws) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

TENTH: The term for which this Corporation is to exist is perpetual.

ELEVENTH: These Articles of Incorporation (Amended and Restated) may be amended by adoption of a resolution setting forth the amendment proposed and declaring its advisability, and the approval by a three-fourths (3/4) vote of all of the members of the governing body in favor of such amendment, voting at a subsequent meeting held not earlier than fifteen (15) days and not later than sixty (60) days from the meeting at which such resolution has been passed following notice of said subsequent meeting by publication in accordance with K.S.A. 17-6602(c)(3) or notice by mailing to each member not less than ten (10) nor more than fifty (50) days before the date of meeting: or amendment may be made by any other procedure allowed by law.


Any amendment which changes the relationship between the Kansas Health Foundation and the Kansas West Annual Conference of the United Methodist Church or any successor annual conference shall be subject to confirmation by or on behalf of the Kansas West Annual Conference of the United Methodist Church or any successor annual conference.


TWELFTH: A Director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director except for liability (i) for any breach of the Director's duty of loyalty to the

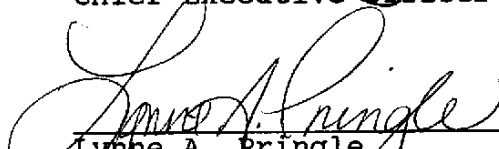
Corporation; (ii) for the acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Director derived any improper personal benefits. 4

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a Director of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

IN WITNESS WHEREOF, We, the duly elected Chairman of the Board of Directors, the President and Chief Executive Officer and the Assistant Secretary of Kansas Health Foundation and its Board of Directors, being hereunto duly authorized, have affixed our signatures and executed these Articles of Incorporation (Amended and Restated) effective after filing with the Secretary of State pursuant to the applicable provisions of the Kansas General Corporation Code.

  
C. Q. Chandler, Chairman  
of the Board

  
A. B. Davis, Jr. President and  
Chief Executive Officer

  
Lynne A. Pringle  
Assistant Secretary

STATE OF KANSAS            )  
  ) ss:  
COUNTY OF SEDGWICK    )

BEFORE ME, a notary public in and for the state and county above mentioned, appeared C. Q. Chandler, A. B. Davis, Jr. and Lynne A. Pringle, who are personally known to me to be the same persons who executed the foregoing instrument of writing and duly acknowledged the execution of the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and the seal of my office this <sup>10<sup>3</sup></sup>4<sup>h</sup> day of August, 1992. <sup>00214</sup>

LYNDA L. WENINGER  
NOTARY PUBLIC  
STATE OF KANSAS

*Lynda L. Weninger*  
NOTARY PUBLIC

My Appointment Expires: *8.21.95*

CERTIFICATE

1 0 3

0 0 2 1 4

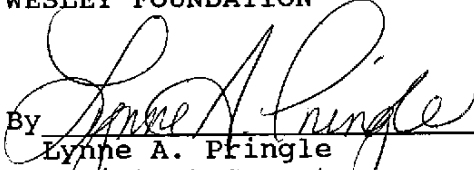
STATE OF KANSAS        )  
                              ) ss:  
SEDGWICK COUNTY        )

The undersigned, Lynne A. Pringle, being the duly elected and authorized Assistant Secretary of Wesley Foundation, does hereby certify that the within and foregoing Articles of Incorporation of Wesley Foundation (Amended and Restated) have been declared advisable by the governing body duly authorized at a regular meeting duly held the 6th day of July, 1992, and have been duly adopted by the members and governing body at a regular meeting duly held the 4th day of August, 1992, following a notice to the membership pursuant to applicable provisions of the Articles of Incorporation and the provisions of K.S.A. 17-6512, all in accordance with the requirements of K.S.A. 17-6602.

This Certificate is made pursuant to K.S.A. 17-6602 and requests filing of said Article of Incorporation (Amended and Restated) pursuant to K.S.A. 17-6603, effective in accordance with law.

Certified in duplicate this 4th day of August, 1992.

WESLEY FOUNDATION

By   
Lynne A. Pringle  
Assistant Secretary

STATE OF KANSAS        )  
                              ) ss:  
SEDGWICK COUNTY        )

BE IT REMEMBERED, that on this 4th day of August, 1992, before me, a Notary Public in and for the county and state aforesaid, came LYNNE A. PRINGLE, Assistant Secretary of Wesley Foundation, to me personally known to be the same person who executed the foregoing instrument, and duly acknowledged the execution of the same, for an on behalf, and as the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name | 4  
and affixed my official seal, the day and year last above  
written.



*Lynda L. Weninger*  
\_\_\_\_\_  
NOTARY PUBLIC

My Appointment Expires: *8.21.55*

J:KSHEALTH.CER/bar