

RESTATED ARTICLES OF INCORPORATION

OF

Mountain-Pacific Quality Health Foundation

a nonprofit corporation

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Pursuant to the provisions of Section 35-2-210, Montana Code Annotated, the undersigned corporation hereby executes the following restated articles of incorporation which supersede the existing articles of incorporation and amendments thereto.

ARTICLE I

The name of the corporation is Mountain-Pacific Quality Health Foundation.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purposes for which the corporation is organized are as follows:

1. To promote, develop and encourage the distribution of medical services by its members to the people of the area at a cost reasonable to both patient and physician; to preserve unto its members, the medical profession at large and the public freedom of choice of both physician and patient; to guard and preserve the physician-patient relationship with its innumerable benefits; to protect the health of the public; to study, in cooperation with prepaid medical care plans which provide for periodic and realistic budgeting for medical care and which subscribe to and provide for the freedom of selection and the guarantee of the physician-patient relationship, how to promote further the above purposes; to work with and provide information to the public, chambers of commerce, agricultural associations, trade unions, employers' organizations and other groups and individuals as to the reasonable cost of adequate medical care; to work in conjunction with the local medical associations/societies to promote these purposes and the purposes of those organizations, which include, among other things, the development and promotion of the art and science of medicine, the protection of the health of the public and the

betterment of the medical profession; to accept gifts, trusts and donations; and to receive property by devise and bequest.

2. To provide a system of professional peer review that ensures quality medical care at a reasonable cost.

3. To purchase, acquire, own, hold, lease either as lessee or as lessor, sell, exchange, mortgage, deed in trust, develop, construct, maintain, equip, operate and generally deal in real property and other buildings and any and all property of any and every kind or description, whether real, personal or mixed.

4. To enter into, make, perform and carry out contracts of every kind for any lawful purpose with any person, firm, association or corporation, municipality, county, state, territory, government or other municipal or governmental subdivisions.

5. To do and engage in any and all lawful activities which may be identical or reasonably necessary to any of the foregoing powers or purposes and to have and exercise all other powers and authority now or hereafter conferred upon nonprofit corporations under the laws of the State of Montana, subject only to any limitations which might be imposed under the Internal Revenue Code of the United States or any regulations promulgated thereunder having to do with tax-exempt organizations to the end that this corporation may qualify and remain qualified as an exempt organization under the applicable provisions of the Internal Revenue Code of the United States.

ARTICLE IV

This corporation is organized pursuant to Chapter 23, of Title 15, Revised Codes of Montana, 1947, the "Montana Nonprofit Corporation Act."

This corporation is not organized for nor is it to be operated for profit; this corporation shall be administered and operated exclusively for the purposes described in Article III hereof. No part of the net earnings of this corporation shall inure to the benefit of any private individual or member, whether upon dissolution or otherwise. The property of this corporation is irrevocably dedicated primarily to the purposes set forth in Article III hereof. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations that shall qualify at the time as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

ARTICLE V

The original name of the organization was the Montana Foundation for Medical Care. The original registered office was 2021 Eleventh Avenue, Helena, Montana 59601, and the initial registered agent of the corporation was the Montana Medical Association, a non-profit corporation, whose business address is 2021 Eleventh Avenue, Helena, Montana 59601.

ARTICLE VI

The original governing body of the corporation was known as the Board of Directors. The number of directors constituting the initial Board of Directors of this corporation was twenty-one (21). The following are the names and addresses of the original Board of Directors who were appointed to act in the capacity of directors, until the selection of their successors:

NAME	ADDRESS
Hollis K. Lefever	Lewistown, Montana
John R. Burgess	Helena, Montana
John P. Pfaff, Jr.	Great Falls, Montana
John A. Newman	Butte, Montana
Clark G. McCarthy	Missoula, Montana
Ernest M. Bargmeyer	Missoula Montana
George Moffitt	Livingston, Montana
John W. McMahon	Helena, Montana
A. Duane Bloomstrom	Helena, Montana
William J. Dunlap	Missoula, Montana
R. D. Buchanan	Columbia Falls, Montana
William G. Ballinger	Helena, Montana
Alfred M. Fulton	Billings, Montana
Harold W. Fuller	Great Falls, Montana
William E. Hadcock	Conrad, Montana
Colvin H. Agnew	Billings, Montana
Sterling R. Hayward	Billings, Montana.
John A. Curtis	Great Falls, Montana
John A. Ross	Great Falls, Montana
James K. Cope	Forsyth, Montana
Merle D. Fitz	Scobey, Montana

ARTICLE VII

The names and addresses of each original incorporator of this corporation are as follows:

NAME

ADDRESS

Hollis K. Lefever

Lewistown, Montana

John R. Burgess

Helena, Montana

John P. Pfaff, Jr.

Great Falls, Montana

ARTICLE VIII

These Articles of Incorporation correctly set forth the Articles of Incorporation of this corporation as heretofore amended and supersede the original Articles of Incorporation and all amendments thereto.

Dated this 23 day of April, 1997

By: Thomas L. Lefever

Its President

By: John P. Pfaff, Jr.

Its Secretary