

RESTATED

ARTICLES OF INCORPORATION

UPPER PLAINS CARDIOPULMONARY REHABILITATION ASSOCIATION

FIRST

The name of the corporation is Upper Plains Cardiopulmonary Rehabilitation Association.

SECOND

The period of the corporation shall be perpetual.

THIRD

The purpose or purposes for which the corporation is organized are: to promote public understanding of the nature of cardiac and pulmonary rehabilitation programs; to encourage the exchange of ideas and information between programs and professionals within the region; to provide educational opportunities for healthcare professionals and other interested persons; to promote scientific research and study regarding cardiac and pulmonary rehabilitation; to promote public education, awareness and understanding of cardiac and pulmonary rehabilitation issues, techniques and programs; to promote public education, awareness and understanding of cardiac and pulmonary healthcare; and to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exists or as they may hereafter be amended from time to time.

FOURTH

The corporation shall have members as provided in the by-laws.

FIFTH

The By-Laws of the corporation shall establish the number of directors and the manner of their election or appointment.

SIXTH

Provisions for the regulations of the internal affairs of the corporation, except as provided in these articles, shall be determined and fixed by the by-laws as adopted by the Board of Directors.

SEVENTH

No substantial part of the activities of the corporation shall be: to carry on propaganda or otherwise attempt to influence legislation; or to participate or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

No part of the income of the corporation shall inure to the benefit of any member, trustee, director, or officer of the corporation, or to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more its purposes). No member, trustee, or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation through any source, after the payment of all debts and obligations of the corporation, shall be distributed to one or more organizations having exclusively charitable, religious, scientific, educational or other exempt purposes as described in Section 501(c)(3) of the Internal Revenue Code and is engaged in activities similar to the stated purposes of the corporation.

The Corporation:

Shall not engage in any act of self-dealing which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

Shall distribute in each of its taxable years, amounts sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code;

Shall not retain any excess business holdings which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

Shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation within the meaning of Section 4944 of the Code so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code;

