

**ARTICLES OF INCORPORATION  
OF  
BIG SKY CARE CONNECT**

Executed by the undersigned for the purpose of forming a Montana nonprofit corporation pursuant to the “Montana Nonprofit Corporation Act,” Title 35, Chapter 2, Montana Code Annotated (the “Act”).

**ARTICLE I**

**Name.** The name of the corporation is Big Sky Care Connect.

**ARTICLE II**

**Designation.** The corporation is a public benefit corporation, organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the “Code”) and its Regulations (the “Regulations”) as they now exist, or as they may hereafter be amended.

**ARTICLE III**

**Registered Office and Agent.** The street address of the initial registered office of the corporation is 2021 11th Avenue, Suite 1, Helena, Montana 59601, the mailing address of the initial registered office is 2021 11th Avenue, Suite 1, Helena, Montana 59601, and the name of the initial non-commercial registered agent is the Montana Medical Association.

**ARTICLE IV**

**Incorporator.** The name of the incorporator is Jean Branscum. The incorporator's address is 2021 11th Ave., Ste. 1, Helena, MT 59601.

**ARTICLE V**

**Members.** The corporation is organized and will be operated without Members, as permitted by Montana Code Annotated § 35-2-512.

**ARTICLE VI**

**Directors.** The number of directors and the manner in which directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filing vacancies on the Board and the manner of calling

and holding meetings of directors shall be as stated in the corporation's Bylaws from time to time.

## ARTICLE VII

**Distribution of Assets on Dissolution.** In the event of the dissolution of the corporation, the balance of all money and other property which the corporation receives from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively for purposes within the intendment of Section 501(c)(3) of the Code and the Regulations. In no event shall any of the assets or property of the corporation be distributed to a member (if any), or to any director, trustee, officer, employee or private individual.

## ARTICLE VIII

**Purposes.** The purposes for which the corporation is formed are to engage in such exclusively charitable and educational activities as shall qualify it for exemption from taxation as an organization described in Section 501(c)(3) of the Code. It is the intention of the corporation that all of its activities shall at all times be consistent with the Institute for Healthcare Improvement's "Triple Aim Initiative" for optimizing health system performance by:

- Improving the patient experience (including quality and satisfaction);
- Improving the health of populations; and
- Reducing the per capita cost of health care.

Specifically the purposes of the corporation shall be exclusively charitable and educational, specifically to operate a statewide coordinated health information exchange and related services to enhance clinical care in the Montana healthcare community and to improve and promote public health care in the community by (a) facilitating timely and secure access by health care providers to clinical information between the various organizations that have such information, and (b) engaging in such other activities that help to improve and promote the public health and quality of health care in the community, all in a cost-effective manner. To facilitate these purposes, the corporation will make identified individual clinical information available to each interested patient and his/her validated healthcare providers, and will provide de-identified clinical information and aggregated population epidemiological statistics and reports to state and federal agencies and the general public but only to the extent allowed by all applicable state and federal law, rules and regulations and as deemed necessary by the corporation to improve the health of the community.

## ARTICLE IX

**Powers; Prohibited Transactions.** In furtherance of its charitable and educational purposes, the corporation shall have all of the general powers enumerated in the Act, except that:

- (a) The corporation shall not exercise any power or authority, nor shall it engage in any activity, that would prevent the corporation from qualifying (and continuing to qualify) as an exempt organization described in Section 501(c)(3) of the Code nor shall the corporation engage in any activity that is not permitted to be carried on by an organization, contributions to which are deductible under 170(c)(2) of the Code, or corresponding section of any future tax code.
- (b) No part of the net earnings, if any, of the corporation shall inure to the benefit of a member (if any), or to any director, trustee, officer, employee or private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in accordance with the Bylaws), and no member (if any), director, trustee, officer, employee or private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- (c) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, except to the extent permitted under Section 501(h) of the Code, nor shall the corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE X

**Limitation of Directors' Liability.** A director of the corporation shall not be liable to the corporation or its members (if any) for monetary damages for breach of a director's duties to the corporation or its members (if any), except for (a) breach of a director's duty of loyalty to the corporation or its members (if any); (b) acts or omissions not in good faith or that involve intentional conduct or a knowing violation of the law; (c) transactions from which a director derived an improper personal economic benefit; or (d) conflict of interest transactions, loans to or guarantees for directors and officers or unlawful distributions as provided in Montana Code Annotated §§ 35-2-418, 35-2-435, and 35-2-436.

**ARTICLE XI**

**Amendments.** The corporation may amend these Articles of Incorporation in the manner authorized by law at the time of the amendment.

DATED this 16<sup>th</sup> day of March, 2018.

  
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By: Jean Branscum, Incorporator