

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

CAPITAL REGION MEDICAL FOUNDATION

A Missouri Nonprofit Corporation

These Amended and Restated Articles of Incorporation, which were duly adopted by a majority of the directors of Capital Region Medical Foundation on **[insert date]** in accordance with the provisions of the Missouri Nonprofit Corporation Act, replace in their entirety the Articles of Incorporation of Capital Region Medical Foundation, which were originally filed with the Missouri Secretary of State on December 29, 1988.

ARTICLE I

The name of the corporation is Capital Region Medical Foundation (the “Corporation”).

ARTICLE II

The Corporation is a public benefit corporation.

ARTICLE III

The period of duration of the Corporation is perpetual.

ARTICLE IV

The address of the Corporation’s registered office in the State of Missouri is [PO Box 1128, Jefferson City, Missouri 65102] and the name of the registered agent at that address is [Denny Hamilton].

ARTICLE V

The names and addresses of the original incorporators are as follows:

Name of Incorporator

Address

[Sally Graham]

[PO Box 1128,
Jefferson City, Missouri 65102]

ARTICLE VI

[The Corporation will have members. Such members shall be referred to as the Board of Governors.]

ARTICLE VII

Upon the dissolution or final liquidation of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute and dispose of all the assets of the Corporation to one or more of the following categories of recipients as the Board of Trustees of the Corporation shall determine: (i) a non-profit organization which may have been created to succeed the Corporation, as long as such organization or each of the organizations shall then qualify as governmental unit under Section 170(c) of the Internal Revenue Code of 1986, as may be amended, or as an organization exempt from Federal income taxation under Section 501(a) of such code as an organization described in Section 501(c) of such code, and/or (ii) a non-profit organization or organizations having similar aims and objectives as the corporation and which may be selected as an appropriate recipient of such assets as long as such organization or each such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986, as may be amended, or as an organization exempt from Federal income taxation under Section 501(a) of such code as an organization described in Section 501(c) of such code.

ARTICLE VIII

The Corporation is organized and operated exclusively for the benefit of Capital Region Medical Center and its affiliated operations and service areas, which are a part of University of Missouri Health Care (also referred to as MU Health Care), the academic health system owned and operated by The Curators of the University of Missouri, a public institution of higher education and agency of the State of Missouri pursuant Revised Statutes of Missouri Section 172.020 and further recognized as a Missouri nonprofit corporation qualified as an exempt organization under Section 501(c)(3) of the Code, and referred to as the ("Supported Organization"). Specifically, the purposes for which the Corporation is formed shall be:

(a) To foster through the use of the Corporation's assets, including the income therefrom, improvement in the health and medical care of the people of Jefferson City, Missouri, and Central Missouri, and continued improvements in hospital care, hospital science, medical care, medical science, educational programs for training of hospital and health care personnel, promoting scientific knowledge and hospital administration, administrative staff compensation related to employees working for the Corporation, promotion and sponsorship of research and hospital administration, by utilizing its funds and the income therefrom generally for the support and benefit of the Supported Organization. Provided, however, that no part of the assets or income of the Corporation shall inure to the benefit or profit of its incorporators, directors, officers, nor any private individual; but this provision shall not be deemed to prohibit reasonable compensation to persons for services actually rendered, and provided, further that the Corporation shall not engage in, nor shall

any of its funds or property be used in carrying on propaganda or otherwise attempting to influence legislation or participating in any political campaign on behalf of any candidate for public office.

(b) Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on: (i) by an organization exempt from Federal income taxation under Section 501(a) of such code as an organization described in Section 501(c) of such code (ii) by an organization described in Section 509(a)(1), (2), or (3) of the Internal Revenue Code of 1986, as amended and/or (iii) by an organization, contributions to which are deductible under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code of 1986, as may be amended.

ARTICLE IX

The effective date of this document is the date it is filed by the Secretary of State of Missouri.

Dated this ____ day of _____, 2026.

