

## **Proposed Restated Articles of Incorporation**

### ARTICLE I. NAME

The name of this corporation shall be “Midwest Kidney Network.”

### ARTICLE II. PURPOSES AND POWERS

PRINCIPAL PURPOSE. This corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes as permitted by Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986. The principal purpose of the corporation is to promote the health of patients with end-stage renal disease in the United States of America, including but not limited to patients obtaining treatment in the States of Minnesota, North Dakota, South Dakota, Michigan, and Wisconsin, by coordinating, maintaining, expanding, and improving upon the access, continuity, and quality of care provided to such patients.

POWERS. This corporation shall have and exercise all such powers as are required by and are consistent with the foregoing charitable, educational and scientific purposes and the corporation shall have and exercise all such powers conferred upon nonprofit corporations organized under the laws of the State of Minnesota. All such powers of this corporation shall be exercised only so that the activities of this corporation shall be exclusively within the contemplation of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986. Also, this corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 or by a corporation that is described in, and contributions to which are deductible for federal income tax purposes under, Section 170(c)(2) of the Internal Revenue Code of 1986. All funds of the corporation, whether acquired by gift, contribution or otherwise, shall be devoted to the corporation’s charitable, educational and scientific purposes.

REFERENCES. All references in these Articles of Incorporation to a particular section of state or federal law shall mean and include any other section or provision of state or federal law as may hereafter be applicable.

### ARTICLE III. RESTRICTION OF POWERS

PECUNIARY GAIN. This corporation shall not, incidentally or otherwise, pay any pecuniary remuneration to its members, if any, or to any private shareholder or individual. No part of the net income or net earnings of this corporation shall, directly or indirectly, be distributable to the benefit of any member or private shareholder or individual, except that this corporation may pay reasonable compensation for services rendered and for supplies furnished to this corporation in furtherance of its purposes set forth in Article II.

LOBBYING. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate 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.

LOANS. This corporation shall not lend any of its assets to any officer, director, or member of this corporation or guarantee to any person the payment of a loan by any officer, director, or member of this corporation.

### ARTICLE IV. DURATION

The period of duration of corporate existence of this corporation shall be perpetual.

### ARTICLE V. REGISTERED OFFICE

The registered office of this corporation shall be located at 1360 Energy Park Drive, Suite 200, Saint Paul, Minnesota, 55108.

### ARTICLE VI. BOARD OF DIRECTORS

The management and direction of the business and affairs of this corporation shall be vested in its Board of Directors. The number, classes, qualifications, term of office, method of election or selection, powers, authority, and duties of the directors of this corporation, the time and place of their meetings, and other provisions not inconsistent with the express provisions of these Restated Articles or applicable law, shall be as specified in the Bylaws of this corporation.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present; provided that when action is taken by less than all Directors, all Directors must be notified immediately of its text and effective date. The written action shall be effective when signed by the required number of the Directors, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action is not liable for the action.

#### ARTICLE VII. MEMBERSHIP

The membership of this corporation, if any, shall be composed as provided in the Bylaws of this corporation. The number, classes, qualifications, application procedures, method of election or selection, dues and assessments (if any), voting rights, if any, and termination of status of members of this corporation, the time and place of their meetings, and other provisions consistent with these Restated Articles shall be as specified in the Bylaws of this corporation.

#### ARTICLE VIII. PERSONAL LIABILITY

The officers, directors, and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation, nor shall any of the property of the officer, director or member be subject to the payment of the debts or obligations of this corporation.

#### ARTICLE IX. CAPITAL STOCK

This corporation shall have no capital stock, either authorized or issued.

#### ARTICLE X. DISSOLUTION

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, any remaining assets shall be distributed to an organization, as determined by the

Board of Directors, that is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986. Any assets not so distributed shall be disposed of under court supervision if required or permitted by the State of Minnesota.

#### ARTICLE XI. AMENDMENTS

The Board of Directors of this corporation may amend these Restated Articles in any manner and to any extent that may be necessary or appropriate, as determined in its sole discretion. The procedures for adopting amendments, revisions, or restatements of these Restated Articles and the Bylaws of this corporation shall be as provided in the Bylaws of this corporation, subject to applicable law.

Approved by the Board of Directors for the Midwest Kidney Network on August 26, 2016