
BYLAWS
OF
BETTER HEALTH TOGETHER

A Washington Nonprofit Corporation

Adopted as of June 28, 2013

Revised July 16, 2015
Revised January 19, 2017

BYLAWS
OF
BETTER HEALTH TOGETHER

SECTION 1 OFFICES.

1.1 Principal Office.

- (A) The principal office of Better Health Together (the "Corporation") will be as determined by the Board.
- (B) The principal office may be moved to any other such place, either within or outside the State of Washington, as the Board of Directors designate.

1.2 Additional Offices. The Corporation may maintain additional offices at such other places as the Board of Directors designates.

1.3 Registered Office and Agent.

- (A) **Registered Office.** The Corporation must maintain a registered office within the State of Washington at 505 Union Ave. SE, Suite 120, Olympia, WA 98501.
- (B) **Registered Agent.** The registered agent at the registered office is C T Corporation System.
- (C) **Changes.** The registered office and registered agent of the Corporation may be changed by resolution of the Board of Directors.

SECTION 2 MEMBER

- 2.1 Member.** Empire Health Foundation, a Washington State nonprofit corporation, is the sole member of the Corporation.
- 2.2 Manner of Acting.** If any action is required by law to be taken by the member of the Corporation, such action may be taken by written consent.

SECTION 3 BOARD OF DIRECTORS.

- 3.1 Powers.** The Board of Directors of the Corporation shall supervise, manage, and control all of the affairs, business activities, and policies of the Corporation.
- 3.2 Number and Qualifications.** The business and affairs of the Corporation shall be governed by a board of directors consisting of seventeen (17) individuals. The number of directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the

number shall have the effect of shortening the term of any incumbent director. One-third (1/3) of the total number of directors shall be appointed by Empire Health Foundation (EHF), a Washington nonprofit corporation ("Class A Directors"). The remaining directors shall be elected by the board (Class B Directors").

- (A) Appointment of Class A Directors. At the annual meeting of the Corporation, EHF shall confirm its initial Class A Director appointees and shall designate terms of such appointees consistent with Section 3.5 below. At all annual meetings, thereafter, EHF shall appoint a successor to any of its appointees whose terms are expiring in such year. The board shall review the credentials of any person under consideration by EHF for appointment as a Class A Director and shall present its findings regarding such person's qualifications to EHF prior to such appointment.
- (B) Appointment of Class B Directors. At the annual meeting of the Corporation, shall elect the Class B Directors and shall designate terms of such elected directors consistent with Section 3.5 below. At all annual meetings thereafter, directors shall be elected upon the affirmative vote of a majority of directors present, provided that a quorum exists. If the board determines to appoint a nominating committee, such elections shall be based on a slate of nominees provided by such committee. In identifying candidates for board seats, the board, or a nominating committee, as applicable, will take into consideration factors such as diversity of experience, education, gender, ethnicity and geographic location so that the director will understand the needs of and effectively represent the health needs in Washington State.

3.3 Initial Board of Directors.

- (A) Those directors named in the Articles of Incorporation or by the Incorporator constitute the initial Board of Directors (the "Initial Directors").
- (B) The Initial Directors are eligible to serve an indefinite number of additional terms beyond their initial term.

3.4 Election of Directors. A minority of the Directors of the Corporation are elected annually by the Member. A majority of the Directors of the Corporation are elected annually by vote of existing Directors .

3.5 Term.

- (A) Each director holds office for a term of three years and until his or her successor has been duly elected and qualified or until his or her earlier death, resignation , or removal.
- (B) Directors may be elected to serve up to three (3) terms.

- (C) Board Members are permitted to take sabbaticals or breaks from their term as board member and may return to fulfill the duration of their term or terms. This break period must be voted on and approved by Board.
- 3.6 Resignation. A director may resign at any time by:
- (A) giving written notice of his or her resignation to the Chair or the Secretary of the Corporation; or
 - (B) presenting his or her written resignation in person at a meeting of the Board of Directors.
- 3.7 Removal. Directors may be removed at any time, with or without cause by (i) EHF, in the case of Class A Directors, or (ii) the board of directors, in the case of Class B Director, upon affirmative vote of at least two-thirds (2/3) of those directors in office.
- 3.8 Vacancies and Newly Created Directorships.
- (A) Vacancies on the Board of Directors resulting from the death, resignation, or removal of a director or an increase in the authorized number of directors shall be filled as determined by (i) EHF, in the case of a Class A Director, or (ii) the board of directors, in the case of a Class B Director, with the newly-appointed director to serve for the unexpired portion of the vacating director's term.
 - (B) The director elected to fill any such vacancy or newly created directorship holds office until the next election of directors and until his or her successor has been elected and qualified.
- 3.9 Compensation.
- (A) Directors may not receive salaries for their services as directors, but by resolution of the Board of Directors, expenses of attendance, if any, may be paid to a director for each annual or special meeting of the Board of Directors that he or she attends.
 - (B) No provision of these Bylaws may be construed to preclude any director from serving the Corporation in any other capacity, including without limitation as an officer of the Corporation, and from receiving reasonable compensation for such service.

SECTION 4 MEETINGS OF THE BOARD OF DIRECTORS.

- 4.1 Annual Meeting. The Board of Directors shall hold an annual meeting, which should be the first meeting of the Board of Directors in each fiscal year, at such place as may be selected by the directors, for the purpose of electing or appointing officers for the following year and for the transaction of such other business as properly comes before the meeting.
- 4.2 Special Meetings.

- (A) Special meetings of the Board of Directors may be called at any time by the Chair, and must be called by the Chair or the Secretary at the request of any two directors.
- (B) Special meetings may be held at such place, either within or outside the State of Washington, and at such time as specified in the notice of meeting.

4.3 **Notice of Board Meetings.**

(A) **Media of Notice.**

- (i) Notice of the time and place of meetings of the Board of Directors must be communicated to each director by telephone, electronic mail, facsimile transmission, or mail or personally delivered to each director, charges prepaid, addressed to him or her at his or her address as shown in the records of the Corporation.
- (ii) Notice provided in an electronic transmission is effective only with respect to those directors that have provided consent, through electronic transmission or written consent, to receive electronically transmitted notice. Such consent shall designate the address, location, or system to which notices may be electronically transmitted.

(B) **Notice Period.**

- (i) If notice is mailed, it must be deposited in the U.S. mail at least five days prior to the date of the meeting.
- (ii) If notice is delivered personally or communicated by telephone, electronic mail, or facsimile, it must be delivered or communicated at least one day prior to the date of the meeting.

- (C) **Purpose of Meeting.** Neither the business to be transacted at nor the purpose of any meeting of the Board must be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

4.4 **Usual Manner of Acting.**

- (A) **Quorum.** A majority of the number of directors then in office constitutes a quorum for the transaction of business at any meeting of the Board of Directors, except that if a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting to another time without further notice.
- (B) **Voting.** The action of a majority of the directors present at a meeting at which a quorum is present is the action of the Board of Directors, except as otherwise provided by law, the Corporation's Articles of Incorporation, or these Bylaws.

4.5 Conduct of Meetings.

- (A) Presiding Officer. The Chair or his or her designee shall preside over meetings of the Board of Directors.
- (B) Secretary. The Secretary or his or her designee shall act as secretary of the meeting.

4.6 Action Without Meeting.

- (A) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, without prior notice and without a vote, if a consent, setting forth the action:
 - (i) in writing, is signed by all of the directors then in office; or
 - (ii) by electronic transmission, is approved by all of the directors then in office.
- (B) Such consents must be filed with the minutes of the proceedings of the Board of Directors.

4.7 Telephonic Meetings.

- (A) A director may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting.
- (B) Participation in a meeting in accordance with Section 4.7(A) constitutes presence in person at the meeting.

SECTION 5 COMMITTEES.

5.1 Committees of the Board of Directors.

- (A) Establishment and Charters. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one or more committees, each consisting of two or more directors. The standing committees of the board shall include:
 - (i) the Executive Committee;
 - (ii) the Audit Committee ;and
 - (iii) the Finance Committee.

The board shall establish charters for each of the foregoing committees, with each such charter to specify the composition, authority and responsibilities of such committees. The board in its discretion may further appoint such additional advisory boards or bodies as the board in its discretion determines to be helpful or conducive

to the board's exercise of its authority and responsibilities on behalf of the Corporation; provided, however, that no such advisory board or body shall be considered to be a board committee unless expressly specified as such by the board in connection with the formation thereof.

- (B) Appointment and Composition. The board of directors annually shall appoint all standing committees, with each such committee consisting of two (2) or more individuals. Each committee must be chaired by a director and may include additional individuals as the board may determine. The Executive Committee, the Audit Committee and the Finance Committee shall be advisory committees to the board. At least one (1) Class A Director shall serve as a member of the Executive Committee at all times. The board may establish such special committees, as it shall deem appropriate for the conduct of the business of the Corporation; any such special committee shall include at least two (2) directors of the Corporation; along with such additional individuals as the board may determine. The board shall appoint a chair for each standing or special committee. All committee members shall serve at the pleasure of the board, or until their successors are elected (generally, at the next annual meeting of the board)

5.2 Limitations on Committee Powers. No committee may:

- (A) amend the Corporation's Articles of Incorporation;
- (B) amend or repeal these Bylaws;
- (C) adopt a plan of merger or consolidation;
- (D) authorize the dissolution of the Corporation or a plan for distribution of its assets;
- (E) authorize the sale, lease, or exchange of any assets of the Corporation; or
- (F) elect, appoint, or remove any director, any member of a committee, or any officer of the Corporation.

5.3 Term of Office. Each member of a committee continues as such until his or her successor is appointed, unless the committee is sooner terminated, or until his or her earlier death, resignation, or removal.

5.4 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as the original appointments.

5.5 Committee Chairman. One member of each committee must be appointed chairman of the committee.

5.6 Quorum and Voting.

- (A) Quorum. A majority of the whole committee constitutes a quorum, unless otherwise provided in the resolution of the Board of Directors authorizing the committee.
- (B) Voting. The act of a majority of the members of a committee present at a meeting at which a quorum is present is the act of the committee.

5.7 Alternate Committee Mem bers.

- (A) The Board of Directors may designate one or more directors as alternate members of any such committee to replace any absent or disqualified member of a committee at any meeting of the committee.
- (B) In the absence or disqualification of a member of a committee and his or her alternate, the member or members of the committee present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member of a committee.

5.8 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws.

SECTION 6 OFFICERS.

6.1 Officers.

- (A) The officers of the Corporation shall consist of Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as may be elected or appointed by the Board of Directors. All officers shall be selected from among the individuals then comprising the board of directors of the Corporation. Any two or more offices may be held by the same person, except that the Chair and Secretary may not concurrently hold any other office.
- (B) Officers whose authority and duties are not prescribed in these Bylaws have the authority to perform the duties prescribed by resolution of the Board of Directors.

6.2 Term of Office.

- (A) The term of office of all officers is one year. Terms shall begin with the close of the annual meeting at which officers are elected. Officers shall continue to serve until the close of the next annual meeting, or until their successors are duly elected. Officers may serve an unlimited number of consecutive terms in the same office.
- (B) An officer may resign by giving written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation. Any officer may be removed, with or without cause, upon affirmative vote of at least two-thirds (2/3) of those directors in office.

- 6.3 Compensation. The officers of the Corporation may receive reasonable compensation for their service as fixed by the Board of Directors.
- 6.4 Vacancies.
- (A) A vacancy in any office must be filled by the Board of Directors without undue delay at its annual meeting or at a special meeting called for that purpose.
 - (B) In the event of the absence or disability of any officer of the Corporation, the Board of Directors may delegate his or her powers and duties to any other officer or officers.
- 6.5 Chair.
- (A) The Chair of the Corporation shall preside at all meetings of the Board of Directors and the Executive Committee, and shall perform all business and duties customarily pertaining to the office of the Chair and such other duties as he or she may be directed to perform by resolution of the directors. The Chair shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these Bylaws.
- 6.6 Vice Chair.
- (A) At the request of the Chair or in the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair and, when so acting, shall have all the powers of and be subject to all restrictions upon the Chair. In addition, the Vice Chair shall hold the title of Vice Chair of the Corporation .
 - (B) The Vice Chair shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors, the Chair, or these Bylaws.
- 6.7 Secretary.
- (A) The Secretary shall attend all meetings of the Board of Directors of the Corporation and record all votes and the minutes of all proceedings in the minute book of the Corporation.
 - (B) The Secretary shall give or delegate responsibility to Corporation staff by board vote, or cause to be given, notice of all meetings of the Board of Directors of the Corporation for which notice may be required.
 - (C) The Secretary shall perform such other duties as may be prescribed from time to time by the Board of Directors or these Bylaws.
- 6.8 Treasurer.

- (A) The Treasurer shall:
 - (i) have custody, or delegate responsibility to Corporation staff by board vote, of the funds and securities of the Corporation;
 - (ii) keep full and accurate accounts of receipts and disbursements in financial books of the Corporation; and
 - (iii) deposit all monies and other valuable effects in the name and to the credit of the Corporation in such banks or depositories as are designated by the Board of Directors.
 - (B) The Treasurer is charged with the disbursement of funds of the Corporation, including without limitation distributions authorized by the Board of Directors in furtherance of the purposes of the Corporation.
 - (C) The Treasurer shall render to the Chair and to the Board of Directors, whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.
 - (D) The Treasurer shall perform such other duties as may be prescribed from time to time by the Board of Directors or these Bylaws.
- 6.9 General Powers as to Negotiable Paper. The Board of Directors shall prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations, and other negotiable paper or other instruments for the payment of money and designate the officers or agents who are authorized to make, sign, or endorse the same on behalf of the Corporation.
- 6.10 Powers as to Other Documents.
- (A) The Board of Directors may authorize any officer or agent to enter into any contract or execute or deliver any instrument in the name of the Corporation. Such authority must be in writing and may be general or confined to specific instances.
 - (B) When the execution of any contract or instrument has been authorized without specifying the exact officers authorized to execute such contract or instrument, it may be executed on behalf of the Corporation by the Chair.

SECTION 7 INDEMNIFICATION AND INSURANCE.

- 7.1 Indemnification. The Corporation shall, except as provided in or limited by Section 7.3 of these Bylaws, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the

Corporation as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise (in any case, an "Other Enterprise"), and shall advance expenses to such person reasonably incurred in connection therewith, to the fullest extent permitted by the relevant provisions of the Washington Nonprofit Corporation Act, as such law presently exists or may hereafter be amended. The Corporation shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors.

- 7.2 Insurance. The Corporation will purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of an Other Enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Section 7.
- 7.3 Indemnification from Other Sources. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee, or agent of an Other Enterprise must be reduced by any amount such person collects as indemnification from such Other Enterprise.

SECTION 8 MISCELLANEOUS PROVISIONS.

- 8.1 Administration and Management.
- (A) The Board of Directors may cause the Corporation to employ one or more executive officers or directors, qualified by education and experience, to assist in the management of the day-to-day affairs of the Corporation.
- (B) The Board of Directors shall prescribe the rights, duties, and titles of such executive officers or directors, unless the Board has delegated such authority to another person or committee.
- 8.2 Loans to Officers or Directors Prohibited. The corporation may not make a loan to any of its officers or directors.
- 8.3 Amendments and Approvals .
- (A) Articles of Incorporation. The directors have the power to amend the Articles of Incorporation. To amend the Articles of Incorporation the Board of Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a member meeting. Before articles of amendment may be filed with the Secretary of State of the State of Washington, the proposed amendment must be adopted by the member in accordance with the procedure set out in section 24.03.165 of the Washington Nonprofit Corporation Act.

- (B) **Bylaws.** The directors have the power to adopt, amend, or repeal these Bylaws.
- (C) **Limitations.** Notwithstanding any other provision of these Bylaws, the directors may not adopt, amend, or repeal these Bylaws, or amend the Articles of Incorporation, in any way that affects the rights or powers of the member, including by the addition of new members, without the prior written consent of the member. Further, the directors may not, without the prior written consent of the member, assign to any party any contract to which the Corporation is a party; authorize the sale, lease, disposition, or exchange of the Corporation's assets other than in the ordinary course of business; adopt a plan of merger or consolidation; or authorize the dissolution of the Corporation or the filing of any petition in the nature of a bankruptcy .

8.4 **Waiver of Notice.**

- (A) **Waiver in Writing.** Whenever any notice is required to be given under the provisions of the Washington Nonprofit Corporation Act, the Corporation's Articles of Incorporation, or these Bylaws, a written waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, is equivalent to the giving of such notice.
- (B) **Waiver by Attendance.** Attendance of any director at a meeting constitutes waiver of notice of such meeting, except when such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

8.5 **Books and Records.** The Corporation must keep:

- (A) current Articles of incorporation and Bylaws;
- (B) a list of officers and directors' names and addresses;
- (C) correct and complete books and records of account; and
- (D) records of the proceedings of its Board of Directors.

8.6 **Fiscal Year.** The Board of Directors shall determine the fiscal year of the Corporation by resolution.

8.7 **Seal.** The Corporation's seal must have inscribed thereon the name of the Corporation, the year of its incorporation, and the words "Corporate Seal, State of Washington."

{certification on next page }

I certify that the foregoing Bylaws of Better Health Together were adopted by the Board of Directors as of July 16, 2015, and that they are currently in effect.


Greg Knight, Rural Resources
Secretary of the Corporation



SOS
Office of the Secretary of State
Corporations & Charities Division

James M. Dolliver Building
801 Capitol Way South • PO Box 40234
Olympia, WA 98504-0234
Tel: 360.725.0377
www.sos.wa.gov/corps

Congratulations:

You have completed the initial filing to create a new business entity. **The next step in opening your new business is to complete a Business License Application.** You may have completed this step already. The Business License Application can be completed online or downloaded at: <http://www.bls.dor.wa.gov>.

If you have any questions about the Business License Application, or would like a Business License Application package mailed to you, please call Business License Services at 1-800-451-7985.

IMPORTANT

You have completed the initial filing to create a new entity. To keep your filing status active and avoid administrative dissolution, you must:

1. **File an Annual Report** and pay the annual license fee each year before the anniversary of the filing date for the entity. A notice to file your annual report will be sent to your registered agent. It is the corporation or LLC's responsibility to file the report even if no notice is received.
2. **Maintain a Registered Agent** and registered office in this state. You must notify the Corporations Division if there are any changes in your registered agent, agent's address, or registered office address. Failure to notify the Corporations Division of changes will result in misrouted mail, and possibly administrative dissolution.

If you have questions about report and registered agent requirements, please contact the Corporations Division at 360-725-0377 or visit our website at: <http://www.sos.wa.gov/corps>.

C T CORPORATION SYSTEM
505 UNION AVE SE STE 120
OLYMPIA, WA 98501

FILED
SECRETARY OF STATE

JUN 14 2013

STATE OF WASHINGTON

603 309 924

ARTICLES OF INCORPORATION
OF
BETTER HEALTH TOGETHER

The undersigned Incorporator, a natural person of the age of eighteen years or more, in order to form a nonprofit corporation for the purposes stated in these Articles, in accordance with the provisions of the Washington Nonprofit Corporation Act,

does hereby certify that:

ARTICLE I. NAME

The name of the corporation is Better Health Together (the "Corporation").

ARTICLE II. DURATION

The duration of the corporation is perpetual.

ARTICLE III. REGISTERED OFFICE AND AGENT

A. The address of the Corporation's registered office in the State of Washington is 505 Union Ave. SE, Suite 120, Olympia, WA 98501.

B. The name of the Corporation's registered agent at that address is C T Corporation System.

ARTICLE IV. PURPOSE

A. The Corporation is a nonprofit organization incorporated and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (all references to sections of the Code include the corresponding provision of any subsequent federal tax law). More specifically, the Corporation is organized and operated to, including without limitation, promote the health of our region's residents through collaborative action around the Triple Aim (better health, better care, reduced cost), working with other collaboratives across the state to make Washington the healthiest state.

B. In furtherance of the foregoing purposes, the Corporation has all powers granted to a corporation under the Washington Nonprofit Corporation Act and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(3) of the Code and its qualification to receive contributions deductible under section 170(c)(2) of the Code.

C. No part of the net earnings of the Corporation may inure to the benefit of or be distributed to any director, employee, or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation must be limited to reasonable amounts. No substantial part of the activities of the Corporation may be devoted to the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Corporation for tax exemption under section 501(c)(3) of the Code. The Corporation shall not "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" within the meaning of section 501(c)(3) of the Code.

D. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by:

1. a corporation exempt from federal income tax under section 501(c)(3) of the Code; or
2. a corporation contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE V. STOCK

The Corporation is not organized for profit and does not have authority to issue capital stock.

ARTICLE VI. MEMBERS

- A. The Corporation has one or more classes of members.
- B. The designation of the class or classes of members of the Corporation, and the rights, powers, and duties of the members of the Corporation, are as set out in the Bylaws of the Corporation.

ARTICLE VII. DIRECTORS

A. The affairs and business of the Corporation are to be managed and conducted by the directors of the Corporation.

B. The initial number of directors shall be seven. Otherwise, the qualifications, manner of election, number, tenure, powers, and duties of the directors of the Corporation are as set out in the Bylaws of the Corporation.

C. The directors have the power to adopt, amend, or repeal the Bylaws.

D. The initial directors shall consist of the following individuals:

<u>Name</u>	<u>Address</u>
Kristen West	111 North Post Street Suite 301 Spokane, WA 99201
David Crump	200 North Bernard Street Spokane, WA 99201
Peg Hopkins	203 N Washington, Suite 300 Spokane, WA 99201
Nick Beamer	1222 North Post Street Spokane, WA 99021
Deanna Davis	10621 E Peone Landing Lane Mead, WA 99021
Dean Larsen	104 South Freya Street, Orange Flag Building Suite 114 Spokane, WA 99202
Christine Barada	312 West 8 th Avenue, 4 th Floor Spokane, WA 99204

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator are as follows:

Name

Jacob T. Clauson

Address

One Thomas Circle, NW, Suite 1100
Washington, DC 20009

The powers of the incorporator cease upon the appointment of initial directors of the Corporation.

ARTICLE IX. DIRECTOR LIABILITY

A. No director of the Corporation is personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director except that this Article IX does not eliminate or limit the liability of a director for:

1. any breach of a director's duty of loyalty to the Corporation;
2. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or
3. any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

B. If the Washington Nonprofit Corporation Act is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation of personal liability set out in this Article IX, will be limited to the fullest extent permitted by the amended law.

ARTICLE X. PRIVATE FOUNDATION RULES

The Corporation must at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code. If, however, at any time, the Corporation is classified as a private foundation under federal tax laws, then at such time the Corporation is subject to the following restrictions:

1. the Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;
2. the Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;
3. the Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;

4. the Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and

5. the Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE XI. DISSOLUTION

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law:

1. None of the property of the Corporation nor any proceeds thereof may be distributed to or divided among any of the directors or officers of the Corporation or inure to the benefit of any individual.

2. After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made therefor, all remaining property and assets of the Corporation must be distributed to one or more organizations formed and operated exclusively for educational or charitable purposes within the meaning of section 501(c)(3) of the Code, if the following conditions are met:

(a) transfers of property to such organizations must, to the extent then permitted under the laws of the United States, be exempt from federal gift, succession, inheritance, estate, or death taxes (by whatever named called);

(b) such organizations must be exempt from federal income taxes by reason of section 501(c)(3) of the Code; and


(c) contributions to such organization must be deductible by reason of section 170 of the Code.

ARTICLE XII. EFFECTIVE DATE

These Articles of Incorporation are effective upon filing by the Secretary of State of the State of Washington.

{Signature on next page.}

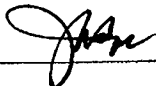
The undersigned Incorporator named above does hereby affirm under penalties of perjury that these Articles of Incorporation of Better Health Together are his act and deed and the facts stated in these Articles are true and correct to the best of his knowledge, and, accordingly, he has executed these Articles as of June 14, 2013.



Jacob T. Clauson
Incorporator

C T Corporation System does hereby consent to serve as Registered Agent in the State of Washington for Better Health Together. C T Corporation System understands it will be C T Corporation System's responsibility of to accept Service of Process on behalf of Better Health Together; to forward mail to Better Health Together; and to immediately notify the Office of the Secretary of State if C T Corporation System resigns or changes the Registered Office Address.

C T Corporation System

By: _____

Name: **Judith Argao**
Title: **Vice President**
Date: **and Assistant Secretary**

6/14/13