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NONPROFIT

ARTICLES OF INCORPORATION
OF
TOTAL LONGTERM CARE, INC.

The undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act and adopts the following articles of incorporation:

FIRST: Name. The name of the corporation is TOTAL LONGTERM CARE, INC.

SECOND: Duration. The corporation shall have perpetual existence.

THIRD: (a) Purposes. The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The specific purposes and objectives of the corporation shall be to plan, develop, implement and provide comprehensive health care services for the benefit of the frail dependent elderly, including but not limited to preventative medical, diagnostic, treatment, rehabilitation, mental health, dental, social and follow-up

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services through the operation of appropriate facilities, through the provision of technical assistance, and by any other means that may be necessary or desirable.

(b) Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section (c) of this article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

(c) Restrictions On Powers.

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, any director or officer of the corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no member which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, and no

director or officer of the corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(3) Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors.

(4) Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, during any period of time in which the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

(i) The corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code;

(ii) 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 imposed by section 4942(a) of the Internal Revenue Code;

(iii) The corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;

(iv) The corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and

(v) The corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

(5) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

FOURTH: Registered Office and Agent. The address of the initial registered office of the corporation is Total Longterm Care, Inc., Presbyterian Park Manor, 1801 E. 19th Avenue, Room 515, Denver, Colorado 80218. The name of its initial registered agent at such address is Linda S. Barley.

FIFTH: (a) Sole Member. The corporation shall have one voting member, which shall be Community Health Resources, Inc., a Colorado nonprofit corporation.

(b) Powers of Member. In addition to all of the rights, powers, functions and responsibilities of the member provided in the Colorado Nonprofit Corporation Act, elsewhere in these articles of incorporation, or in the bylaws of the corporation, the member shall have the right to approve or disapprove any of the following actions:

(1) Election or removal of any director of the corporation;

(2) Election or removal of the executive director of the corporation;

(3) Selection or dismissal of the corporation's independent auditor or legal counsel;

(4) Adoption of a long-term strategic plan for the corporation, or for any of its principal programs or divisions;

(5) Gifts, grants, donations or other dispositions of the corporation's property or assets without full and adequate consideration in any one fiscal year in excess of \$25,000 in the aggregate (but not including the making of any bona fide loan by the corporation);

(6) Affiliation of the corporation with any other person or entity that in any way affects the autonomy or governance of the corporation;

(7) Amendment, restatement or repeal of these articles of incorporation or the bylaws of the corporation; and

(8) Merger, consolidation or voluntary dissolution of the corporation.

SIXTH: (a) **Board of Directors**. The management of the affairs of the corporation shall be vested in a Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, these articles of incorporation or the bylaws of the corporation. The number of directors, their classifications, if any, their terms of office and the manner

of their election or appointment shall be determined according to the bylaws of the corporation from time to time in force.

(b) Liability of Directors. No director shall be personally liable to the corporation or to its members for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the corporation or to its members for monetary damages for the following: (1) any breach of such director's duty of loyalty to the corporation or to its members, (2) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) acts specified in C.R.S. Section 7-24-111, as it now exists or hereafter may be amended (regarding a director's assent to or participation in the making of any loan by the corporation to any director or officer of the corporation), or (4) any transaction from which such director derived an improper personal benefit. If the Colorado Nonprofit Corporation Act hereafter 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 on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Nonprofit Corporation Act. Any repeal or modification of this Article SIXTH (b) shall be prospective only and shall not

adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

(c) Initial Board. Five directors shall constitute the initial Board of Directors. Their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Kenneth A. Kahn, M.D. FACP	760 Flagstaff Road Boulder, Colorado 80302
Catherine G. Pring	Denver Department of Social Services 2200 W. Alameda Avenue Denver, Colorado 80223
Alan E. Lazaroff, M.D.	AMI/St. Luke's Hospital Senior Citizen's Health Center 601 E. 19th Avenue Denver, Colorado 80203
Donald Lenz	AMI/St. Luke's Hospital Administration 601 E. 19th Avenue Denver, Colorado 80203
Alan Pius	AMI - Western Region Office 55 Madison Street, #700 Denver, Colorado 80206

SEVENTH: Bylaws. The initial bylaws of the corporation shall be as adopted by the Board of Directors. The bylaws may be altered, amended or repealed and new bylaws adopted by the vote of a majority of the Board of Directors then in office; provided, however, that any such alteration, amendment, repeal or adoption must be approved by the member. The bylaws of the corporation may contain any provisions for

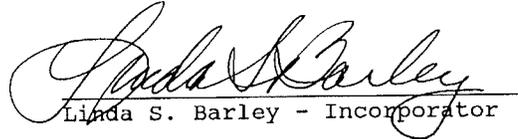
the regulation or management of the affairs of the corporation that are not inconsistent with law or these articles of incorporation, as these articles may from time to time be amended. However, no bylaw at any time in effect shall have the effect of giving any member which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, or any director or officer of the corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

EIGHTH: Amendments. These articles of incorporation may be amended by the vote of a majority of the Board of Directors then in office; provided, however, that any such amendment must be approved by the member. However, no such amendment shall have the effect of giving any member which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, or any director or officer of the corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

NINTH: Incorporator. The name and address of the
incorporator is:

Linda S. Barley
Total Longterm Care, Inc.
1801 E. 19th Avenue, Room 515
Denver, Colorado 80218

Dated: December 4, 1989


Linda S. Barley - Incorporator

ACKNOWLEDGMENT

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Acknowledged before me this 4th day of December,
1989 by Linda S. Barley as incorporator.

Witness my hand and official seal.

My commission expires 7-6-92

(SEAL) 
Notary Public

2011

**2011 AMENDED AND RESTATED
BYLAWS
OF
TOTAL LONGTERM CARE, INC.**

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**2011 AMENDED AND RESTATED
BYLAWS
OF
TOTAL LONGTERM CARE, INC.**

**ARTICLE I.
OFFICES**

Section 1.1 Business Offices. The principal office of the corporation shall be located in Denver, Colorado. The corporation may have such other offices, either within or outside Colorado, as the board of directors may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the corporation required by the Colorado Nonprofit Corporation Act to be maintained in Colorado may be, but need not be, the same as the principal office if in Colorado, and the address of the registered office may be changed from time to time by the board of directors or by the officers of the corporation.

**ARTICLE II.
BOARD OF DIRECTORS**

Section 2.1 General Powers. The business and affairs of the corporation shall be managed by its board of directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, the articles of incorporation or these bylaws.

Section 2.2 Number, Election, Tenure and Qualifications. The number of directors of the corporation shall be eleven. Directors shall be nominated by the Nominating Committee of Total Longterm Care, Inc. (the "TLC Nominating Committee") and elected by the directors of TLC (the "TLC Directors") Election of directors is subject to final approval of the Board of Directors of Total Community Options (the "TCO Directors").

Classification of the directors shall be made by dividing them into three classes, with two classes of four directors (the first and second class) and one class of three directors (the third class). The initial term of office of the directors of the first class shall expire at the first annual meeting of the board of directors held after such classification; the initial term of office of the directors of the second class shall expire at the second annual meeting thereafter; and the initial term of office of the directors of the third class shall expire at the third annual meeting thereafter. At each annual meeting of the board of directors after such classification, the number of directors equal to the number within the class whose term expires at the time of such meeting shall be elected by the directors to hold office until the third succeeding annual meeting. Each director shall hold office until the earlier of (a) such director's term expires and thereafter until such

director's successor shall have been elected and qualified, or (b) until such director's earlier death, resignation or removal or (c) removal for any or no reason by the TCO Directors. The term of office of the directors of each class following the expiration of the initial term for such class will be three years; provided, however, no director may serve for more than three consecutive terms (a total of nine years) after the expiration of (and not including) the initial term. If a director desires to continue as a board member following serving a period of not more than nine years (not including the initial term), such director must first not be a board member of the corporation for a period of one year and any subsequent reinstatement will be made in the manner set forth above and with the consent and approval of the TLC Nominating Committee and the TLC Directors and approval of the TCO Directors. Notwithstanding the foregoing, any such director who has served for a nine-year consecutive period may still be considered for an emeritus board position as provided in Section 2.3 below. Directors must be at least eighteen years old but need not be residents of Colorado.

Section 2.3 Emeritus Board Members. At the discretion and option of the TLC Nominating Committee and the TLC Directors and the approval of the TCO Directors, there may be (but is not required to be) up to one emeritus board of director member (the "Emeritus Director"). The Emeritus Director will be nominated by the TLC Nominating Committee, elected by the TLC Directors and approved by the TCO Directors from candidates nominated by the TLC Nominating Committee. The term of office of the Emeritus Director will be three years. The Emeritus Director shall hold office until such director's term expires and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. The term of an Emeritus Director will not be more than two consecutive terms (a total of six years). Emeritus Directors must be at least eighteen years old but need not be residents of Colorado. The purpose of the Emeritus Director is to maintain a continuing relationship, history, and long term support of the corporation. The title "Emeritus" and "Emerita" will be conferred only upon those members who have retired from their position on the board of directors and have been nominated by the TLC Nominating Committee, elected by the TLC Directors and approved by the TCO Directors and have made a "significant contribution" to the corporation. By "significant contribution", it is meant that the member must have sustained a distinguished record of service. An Emeritus Director will be recognized by his or her title and will receive invitations to Board meetings, select committee meetings, and organizational announcements of appropriate functions. An Emeritus Director will serve solely in an advisory position and does not have the power to vote and will not receive any compensation.

Section 2.4 Removal. Any director of the corporation may be removed by the vote of a majority of the TCO Directors then in office.

Section 2.5 Vacancies. Any director may resign at any time by giving written notice to the chairperson, to the president or to the secretary of the corporation and to the TCO President and the TCO Directors. A director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the board of directors shall be filled by election by the TLC Directors and approval of the TCO Directors from among candidates nominated by the TLC Nominating Committee. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section 2.6 Regular Meetings. The board of directors at the time and place, either within or outside Colorado, determined by the board, will hold a regular annual meeting and not less than one meeting per calendar quarter for the transaction of such business as may come before the meeting. In addition to its annual and quarterly meetings, the board of directors will hold other regular meetings with the frequency and at the time and place, either within or outside Colorado, as provided for by board resolution or as established by the board of directors from time to time.

Section 2.7 Special Meetings. Special meetings of the board of directors may be called by or at the request of the chairperson or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place as the place, either within or outside Colorado, for holding any special meeting of the board called by them.

Section 2.8 Notice. Notice of the date, time, place and purpose of any special meeting or any other meeting for which notice is required shall be given to each director at least three business days prior to the meeting. Notice may be given orally in person or by telephone or may be given in writing by U.S. Mail, electronic mail, electronically transmitted facsimile, or other form of wire or wireless communication. If mailed, such notice shall be deemed received and to be effective on the earlier of: (i) five days after such notice is deposited in the United States mail, properly addressed, with first class postage prepaid; or (ii) the date shown on the return receipt, if mailed by registered or certified mail return receipt requested, provided that the return receipt is signed by the director to whom the notice is addressed. If notice is given orally in person or by telephone it is effective when communicated. If notice is given by electronic mail, electronically transmitted facsimile, or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective as of the date and time of machine confirmation of delivery. Notice may be mailed to the last address known to the corporation. If a director has designated in writing one or more reasonable addresses or facsimile numbers for delivery of notice, notice sent by U.S. mail, electronic mail or electronically transmitted facsimile or other form of wire or wireless communication shall not be deemed to have been given or to be effective unless sent to such addresses or facsimile numbers as the case may be. A director may waive notice of a meeting before or after the time and date of the meeting by a writing signed by the director. Such waiver shall be delivered to the corporate secretary for filing with the corporate records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. Further, a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless at the beginning of the meeting, or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

Section 2.9 Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 2.10 Quorum and Voting. A majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

Section 2.11 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors for attendance at board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 2.12 Meetings by Telephone. Members of the board of directors or any committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 2.13 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors or committee members. Any action required by law to be taken at a meeting of the Board of Directors, or any committee thereof, or any other action which may be taken at a meeting of directors, or any committee thereof, may be taken without a meeting if every member of the board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted. The action shall be effective only if there are writings which describe the action, signed by all directors, received by the corporation and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the action is received by the corporation unless the writings set forth a different date. Any director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the corporation before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

Section 2.14 Actions Which Require Consent of Board. The following actions may not be taken by the corporation without first receiving the majority consent of the board of directors:

1. The annual budget and review of financials of the corporation and all of its business entities, not less than twice annually;

2. Audit of the books and records of the corporation and a report by the auditors of the corporation;
3. The designation of officers of the corporation;
4. Salary of the Chief Executive Officer/Executive Director ;
5. Any bonus paid;
6. Any new product lines; and
7. Any compliance plan.

Section 2.15 Actions Which Require Consent of the Board and the TCO Directors. The following actions may not be taken by the board of directors and the corporation without first receiving not less than (a) majority consent of the board of directors, and (b) majority consent of the TCO Directors (the "TCO Consent"):

1. The entering into, or dissolution of, partnerships, acquisitions, mergers, sale or dissolution of any business venture;
2. All strategic and business plans;
3. All investment policies, and any longterm investments, such as equities or debt instruments having maturities of greater than one year;
4. Any borrowing to or lending from the corporation, and any loan contracted for on behalf of the corporation and any insurance of evidence of indebtedness;
5. Any acquisitions of real property;
6. The sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation;
7. Any alteration, amendment or repeal of these bylaws or any new bylaws; and
8. Any other matters determined to be included in this section from time to time by the TCO Directors.

ARTICLE III.

OFFICERS AND AGENTS

Section 3.1 Number, Eligibility and Qualifications.

- (a) The leadership of the board of directors shall consist of a chair, a chair-elect, and an immediate past chair, all of whom shall be at least

eighteen years old and all of whom shall be directors of the corporation at the time of their election to, or their qualification for, such office. The board of directors shall elect the chair-elect at the beginning of the chair's second year in office from among one or more candidates for such office nominated by the TLC nominating committee. The chair shall, without the necessity of an election, be that individual who served as chair-elect in the year immediately preceding each annual meeting, and the immediate past chair shall, without the necessity of an election, be that individual who served as chair in the year immediately preceding each annual meeting. In the event of a vacancy in the office of chair, the chair-elect shall succeed to such office, and the board of directors shall elect a new chair-elect from among one or more candidates for such office nominated by the TLC nominating committee. In the event that any individual's term of office within the board leadership should extend beyond such person's term of office as a director of the corporation under Section 2.2, then such person's term of office as a director of the corporation shall be automatically extended to coincide with such person's term of office within the board leadership. The board leadership shall have such authority and shall exercise such powers as is provided elsewhere in these Bylaws and shall, in addition, have the responsibility for providing guidance to committees of the board of directors and to other personnel of the corporation as may be appropriate, for ensuring and planning for the continuous development of the leadership of the board of directors, and for preserving the corporation's intellectual capital.

(b) The elected officers of the corporation shall be a president, a vice president, a secretary and a treasurer. The board of directors may also appoint such other officers, assistant officers and agents, including a controller, assistant secretaries and assistant treasurers, as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of president or chair and secretary. Officers other than the president need not be directors of the corporation. All officers must be at least eighteen years old.

Section 3.2 Election and Term of Office. The officers of the corporation shall be elected by the board of directors annually at its annual meeting. . If the election of officers shall not be held at that first board meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified, or until such officer's earlier death, resignation or removal.

The term of office of the chair shall be 24 months. The term of office of the Chair-elect shall be 12 months to commence at the end of the Chair's first year in office. The term of office of the Immediate Past-chair shall be 12 months.

Section 3.3 Compensation. The compensation of the elected officers, if any, shall be as fixed from time to time by the board of directors, and no officer shall be prevented from receiving a salary by reason of the fact that such officer is also a director of the corporation. However, during any period in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 3.4 Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 3.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

Section 3.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the chairperson, the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The president shall, subject to the direction and supervision of the chairperson and the board of directors: (i) act as the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) propose, prepare and present to the chairperson and the board of directors specific programs and activities that will further the corporation's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the board of directors; (iv) see that all orders and resolutions of the board of directors are carried into effect; and (v) perform all other duties incident to the office of president and as from time to time may be assigned to such office of the chairperson or by the board of directors.

(b) Vice President. The vice-president shall assist the president and shall perform such duties as may be assigned to it by the president or by the board of directors. In the absence of the president, the vice-president, if any (or, if more than one, the vice-presidents in the order designated by the board of directors, or if the board makes no such designation, then the vice-president designated by the president, or if neither the board nor the president makes any such designation, the senior vice-president as determined by first election to that office), shall have the powers and perform the duties of the president.

(c) Secretary. The secretary shall (i) keep the minutes of the proceedings of the board of directors and any committees of the corporation; (ii) see that all notices are duly

given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records of the corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the board of directors, by the chairperson or by the president. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(d) Treasurer. The treasurer shall (i) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the board of directors, the president and the chairperson statements of account showing the financial position of the corporation and the results of its operations; (iv) upon request of the board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the board of directors, the chairperson or the president. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.

3.7 Surety Bonds. The board of directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

ARTICLE IV.

COMMITTEES

Section 4.1 Executive and Other Committees of the Board. By one or more resolutions adopted by a majority of the directors then in office, the board of directors may designate from among its members an executive committee, a finance committee, an investment committee, an audit committee (whose members must be persons who do not have a material financial interest (directly or indirectly) in any entity doing business with the corporation) and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the board of directors, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the board of directors or any member of the board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the board shall be as established by the board of directors, or in the absence thereof, by the committee itself.

Section 4.2 TLC Nominating Committee. Subject to the approval of the board of directors, the president shall annually appoint a TLC Nominating Committee consisting of three members of the board of directors of the corporation. The TLC Nominating Committee shall, prior to the last meeting of the board of directors occurring in any year, nominate one or more candidates to serve as each of the elected officers of the corporation for the ensuing year. The board of directors may elect officers only from among the candidates nominated by the TLC Nominating Committee. Each member of the TLC Nominating Committee shall have one vote in the selection of nominees.

Section 4.3 Advisory Committees. In addition to the committees described above, the board of directors at any time and from time to time may establish one or more advisory committees not having or exercising any of the powers of the board of directors for any appropriate purposes and dissolve any such committee. Such advisory committees may include, or be composed entirely of, persons not currently serving on the board of directors as well as directors of the corporation. The chairperson shall appoint a person who shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for meetings of any such advisory committee and for the conduct of such committee's affairs shall be as established by the chairperson, or in the absence thereof, by the committee itself.

ARTICLE V.

INDEMNIFICATION AND INSURANCE

Section 5.1 Provision of Insurance. By action of the board of directors, notwithstanding any interest of the directors in the action, the corporation may purchase and maintain insurance, in such scope and amounts as the board of directors deems appropriate, on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the corporation, or who, while a director, officer, employee, fiduciary or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, profit or nonprofit unincorporated association, limited liability company or other enterprise or employee benefit plan, against any liability asserted against, or incurred by, him in that capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of the articles of incorporation, these bylaws or applicable law. Any such insurance may be procured from any insurance company designated by the board of directors of the corporation, whether such insurance company is formed under the laws of Colorado or any other jurisdiction of the United States or elsewhere, including any insurance company in which the corporation has an equity interest or any other interest, through stock ownership or otherwise.

Section 5.2 Indemnification. The corporation shall indemnify and advance expenses to any person who is or was a director of the corporation, or who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, limited liability company, trust or other enterprise, and who is made a party to a proceeding because such person is or was a director of the corporation or a director or officer of such other entity or enterprise, to the maximum extent now or hereafter permitted by applicable law. The

corporation shall indemnify and advance expenses to any person who is or was an officer of the corporation, or who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, limited liability company, trust or other enterprise, and who is made a party to a proceeding because such person is or was an officer of the corporation or a director or officer of a such other entity or enterprise, to the same extent as if such person were a director of the corporation, and may, in its discretion, but shall not be obligated to, indemnify or advance expenses to such person to such greater extent as the corporation may determine by contract or otherwise. The corporation may, in its discretion, but shall not be obligated to, indemnify and advance expenses to any person who is or was an agent or employee of the corporation or who is or was serving at the request of the corporation as an agent or employee of another corporation, partnership, joint venture, trust or other enterprise, and who is made a party to a proceeding because such person is or was an agent or employee of the corporation or such other entity or enterprise, to the maximum extent now or hereafter permitted applicable law. No amendment to or repeal of this Article shall adversely affect the rights of any person who is or was a director or officer of the corporation in respect of acts or omissions occurring prior to the effective date of the amendment or repeal.

Section 5.3 Limitation on Director's Liability. No director of this corporation shall have any personal liability for monetary damages to the corporation or its shareholders for breach of his fiduciary duty as a director, except that this provision shall not eliminate or limit the personal liability of a director to the corporation or its shareholders for monetary damages for: (a) any breach of the director's duty of loyalty to the corporation or its shareholders; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) voting for or assenting to a distribution in violation of applicable law or the articles of incorporation if it is established that the director did not perform his duties in compliance with applicable law, provided that the personal liability of a director in this circumstance shall be limited to the amount of the distribution which exceeds what could have been distributed without violation of applicable law or the articles of incorporation; or (d) any transaction from which the director directly or indirectly derives an improper personal benefit. Nothing contained in these bylaws shall be construed to deprive any director of his right to all defenses ordinarily available to a director nor shall anything in these bylaws be construed to deprive any director of any right he may have for contribution from any other directors or other person.

ARTICLE VI.

CONTRACTS, LOAN, AND DEPOSITS

Section 6.1 Contracts. The board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.2 Loans. No loans shall be contracted for on behalf of the corporation and no evidence of indebtedness shall be issued in the name of the corporation unless authorized by a resolution of the board of directors and approved by the TCO Directors. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the

board of directors and approved by the TCO Directors and shall otherwise be confined to specific instances. No loan shall be made to any officer or director of the corporation.

Section 6.3 Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 6.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, financial institutions, or other custodians as the board of directors may select.

Section 6.5 Investment Managers. The board of directors shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the corporation.

ARTICLE VII.

MISCELLANEOUS

Section 7.1 Account Books and Minutes. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its board of directors and committees. All books and records of the corporation may be inspected by any director, or such person's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 7.2 Fiscal Year. The fiscal year of the corporation shall be as established by the board of directors.

Section 7.3 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by the president and by such other officers of the corporation as may be authorized to do so by the board of directors and the TCO Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute and as approved pursuant to these bylaws.

Section 7.4 Designated Contributions. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 7.5 Conflicts of Interest. If any person who is a director or officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with such person, any member of such person's family, or any entity in which such person has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall: (a) immediately inform those charged with approving the transaction on behalf of the corporation of such person's interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the corporation; and (c) not be entitled to vote on the decision to enter into such transaction.

Section 7.6 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 7.7 Amendments. These bylaws may be altered, amended or repealed and new bylaws adopted by the vote of the majority of the board of directors then in office and with the consent of the TCO Directors all as set forth in these bylaws.

Section 7.8 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

The foregoing 2011 Amended and Restated Bylaws of Total Longterm Care, Inc., were duly adopted by the Board of Directors of Total Longterm Care, Inc. on November 28, 2012.


Secretary