

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
NEVADA HEALTH AND BIOSCIENCE ASSET CORPORATION
(a Nevada Nonprofit Corporation)**

NEVADA HEALTH AND BIOSCIENCE ASSET CORPORATION, a Nevada nonprofit corporation (the "Corporation"), pursuant to the Nevada Revised Statutes Chapter 82 (hereinafter referred to as the "Act"), hereby amends and restates its Articles of Incorporation:

1. The name of the Corporation was originally filed as "NEVADA HEALTH AND BIOSCIENCE ASSET CORPORATION" and it was originally incorporated on May 30, 2019.
2. These Amended and Restated Articles of Incorporation were approved and adopted by the sole original incorporator (the "Incorporator") of the Corporation on January 16, 2020 pursuant to and in accordance with the Act, by a vote of the original Incorporator sufficient for approval.
3. As of the date of hereof, no meeting of the Board of Directors has taken place and the Corporation has no members other than the incorporator.
4. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.
5. Pursuant to the provisions of the Act, the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

**ARTICLE I
Name**

The name of this organization, a Nevada Chapter 82 non-profit corporation, is NEVADA HEALTH AND BIOSCIENCE ASSET CORPORATION (hereinafter the "Corporation").

**ARTICLE II
Offices**

The principal office of the Corporation for the transaction of business shall be located at such place within Clark County, Nevada as may be determined from time to time by the Board of Directors. The Board of Directors shall have full power and authority to change the location of the principal office within Clark County, Nevada. The Board of Directors from time to time may establish subordinate or other office locations at such other places where the Corporation is qualified to conduct business, as business and activities may so require.

ARTICLE III

Purpose

The Corporation shall be organized exclusively for educational, charitable, or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code. In conducting its business, the Corporation shall abide by the specific objectives and purposes now or hereinafter set forth herein. More specifically, the Corporation is being formed and qualified as a charitable organization under the provisions of Section 501(c)(3) of the Internal Revenue Code for the sole purpose of, as more fully provided below, the Corporation's support for the Board of Regents of the Nevada System of Higher Education (the "Board of Regents"), acting for the benefit of the University of Nevada, Las Vegas ("UNLV"), by providing substantially all of the funding for, along with the development and construction of, a medical education building and associated medical school facilities and amenities (collectively the "UNLV MEB") to house the University of Nevada, Las Vegas (UNLV) School of Medicine. To successfully complete the UNLV MEB: (A) the Board of Regents and UNLV shall, pursuant to the terms of a Development Agreement, by and between the Board of Regents and the Corporation (the "Development Agreement"), convey and transfer to the Corporation certain land located in Clark County, Nevada on which the UNLV MEB is to be built (the "MEB Land"); (B) as more specifically provided in the Development Agreement, the Board of Regents and UNLV shall cause to be recorded in the Official Records of Clark County, Nevada, that certain "Declaration of Covenants, Conditions, and Restrictions for UNLV Medical District" restricting use of the MEB Land solely for the purposes of the UNLV MEB and UNLV; (C) as more specifically provided in the Development Agreement, the Board of Regents and UNLV shall provide the Corporation with a development plan for the MEB Land (the "UNLV MEB Guidelines"), including both compliance with applicable codes and construction parameters, and such UNLV MEB Guidelines shall include design specifications, appropriate development and use requirements, and enforcement mechanisms; (D) as more specifically provided in the Development Agreement, the Corporation shall, at its own expense and cost, prepare, develop and provide certain plans and specifications for the UNLV MEB development and construction (the "Corporation's Plans and Specifications") by the Corporation in a manner compatible with the UNLV main campus, the UNLV MEB Guidelines and the Corporation's Plans and Specifications; and (E) as more specifically provided in the Development Agreement, on completion of the UNLV MEB, the Corporation shall enter into a lease agreement with UNLV for use of the UNLV MEB.

ARTICLE IV

Registered Agent

The name of the Corporation's registered agent in the state of Nevada is Fabian & Clendenin APC, who is a commercial registered agent of the State of Nevada, with the mailing address of the Corporation's registered agent being 411 East Bonneville Avenue, Suite 400, Las Vegas, NV 89101.

ARTICLE V

Board of Directors

The business of the Corporation shall be managed by a "Board of Directors." The initial number of directors shall be seven (7). There are to be two (2) classes of Directors to be appointed (and removed and/or replaced, as provided in the Bylaws of the Corporation), namely there shall be (A) four (4) "Independent Directors" and (B) three (3) "Community Directors." The Directors shall oversee the finance, development, and construction of the UNLV MEB to be conveyed to UNLV. The number of directors may be increased or decreased from time to time in such manner as shall be provided by the Bylaws of the Corporation. In conformity with NRS 694C.180(6) at all times at least one member of the Board of Directors shall be a resident of the state of Nevada. A quorum of the directors shall exist as described in the Bylaws provided however that in compliance with NRS 694C.180(8) in no event shall a quorum of the directors consist of less than one third (1/3) of the number of directors prescribed by these Amended and Restated Articles of Incorporation. Under NRS 694C.310, the board of directors shall meet at least one time each year within the state of Nevada.

The names and mailing addresses of the first seven (7) directors are as follows:

<u>Director's Name</u>	<u>Director's Mailing Address</u>
1. Mary Kay Cashman	411 East Bonneville Ave, Ste 400, Las Vegas, NV 89101
2. Marianne Johnson	411 East Bonneville Ave, Ste 400, Las Vegas, NV 89101
3. Kris Engelstad McGarry	411 East Bonneville Ave, Ste 400, Las Vegas, NV 89101
4. Lindy Schumacher	411 East Bonneville Ave, Ste 400, Las Vegas, NV 89101
5. Nick Santoro	411 East Bonneville Ave, Ste 400, Las Vegas, NV 89101
6. Maureen Schafer	411 East Bonneville Ave, Ste 400, Las Vegas, NV 89101
7. Andrew Artusa	411 East Bonneville Ave, Ste 400, Las Vegas, NV 89101

ARTICLE VI

Committees of Directors

6.1 Committees of Directors. The Board of Directors may, by resolution adopted by a majority vote of the whole Board of Directors, designate one or more committees, including without limitation an Executive Committee, to have and exercise such power and authority as the Board of Directors shall specify.

6.2 Executive Committee. The Board of Directors shall have the authority to appoint from among its members an Executive Committee of not less than two (2) members. The Board of Directors may also designate one (1) or more of its members as alternates to serve as members of the Executive Committee in the absence or disability of a regular member. The initial Executive

Committee shall include the following three (3) Directors: Maureen Schafer, Kris Engelstad McGarry, and Lindy Schumacher. The members of the Executive Committee may be removed and replaced at any time, by majority vote of the Directors.

6.3 Other Committees. The Board of Directors may also appoint from among its own members such other committees as the Board of Directors may determine. Such committees shall in each case consist of not less than two (2) Directors, and shall have such powers and duties as shall from time to time be prescribed by the Board of Directors. A majority of the members of any committee may fix rules of procedure for such committee.

ARTICLE VII

Construction Process

In developing all architectural plans and renderings, and developing, receiving and ultimately accepting bids for development and construction, there is to be an open bidding process and a selection will be made solely on the merits of the competing bids (with no inside deals being entered into).

ARTICLE VIII

Exculpation from Liability; Indemnification

To the fullest extent authorized by the Nevada Revised Statutes, as the same exists or may hereafter be amended (but in the case of such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), the Corporation shall indemnify and hold harmless each director, officer, employee or agent of the Corporation and each person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in the manner provided in the Bylaws of the Corporation as the same may be amended from time to time.

8.1 Exculpation from Liability and Indemnity – Directors, Officers, Employees, Agents, Representatives, etc.

8.1.1 Each person who is acting as a director, officer, employee, agent or representative of the Corporation, or as the, direct or indirect, owner, shareholder, director, trustee or officer of any corporation, company, partnership, trust or other enterprise that is acting as the agent or representative of the Corporation or otherwise on behalf of the Corporation or at the request of the Corporation is serving as an officer, agent or legal representative of another corporation, company, partnership, joint venture, trust or other enterprise, shall have no liability whatsoever of any nature to the Corporation and/or to its, direct or indirect, directors or beneficial owners for any negligence, gross negligence, mistakes or errors in judgment or for any act or omission undertaken, or omitted to be undertaken, by any such person with respect to the Corporation regardless of the nature of the negligence, gross negligence, mistake, error in judgment or act or omission; provided, however, that the foregoing shall not apply and each such person may be liable to the Corporation for acts or omissions resulting in a detriment to the Corporation and involving bad faith, intentional wrong-doing, willful misconduct, or a conviction

of a felony or a nolo contendere plea to a felony involving acts taken or omitted by such person in connection with his or her duties as a director, officer, agent or legal representative, as the case may be.

8.1.2 This exculpation from liability for all acts and omissions as set forth in Section 8.1.1 above other than those involving bad faith, intentional wrong-doing, willful misconduct, or a conviction of, or nolo contendere plea to, a felony is to be absolute and unconditional. The fact that a person has obtained the advice of legal counsel for the Corporation that any act or omission is within the scope of the authority conferred upon them by these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation shall be conclusive evidence that such person believed in good faith such act or omission to be within the scope of the authority conferred by these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation, but a person shall not be required to procure such advice to be entitled to the benefits of the preceding sentence. The provisions of this Section 8.1 relating to exculpation extend, without limitation, to any and all determinations of any person to cause the Corporation to hold assets, to sell any such assets, to invest or reinvest any proceeds from the sale of any asset and the selection, retention or termination of any investment manager or other person engaged to invest, or to assist in investing, the assets of the Corporation.

8.1.3 Each person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director, officer, agent or representative of the Corporation, or is or was serving at the request of the Corporation, directly or indirectly, as a director, officer, agent or representative of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith; provided, however this Section 8.1.3 shall not include claims for which such person is not exculpated from liability under the standards set forth in Section 8.1, as applicable (i.e., there shall be no indemnification for any act which has caused detriment to the Corporation and which involves bad faith, intentional wrong-doing, willful misconduct, or a felony for which there is a felony conviction or a nolo contendere plea). Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any by-law, agreement, vote of directors, provisions of law, or otherwise, as well as their rights under this Article VIII.

8.1.4 The provisions of this Section 8.1 are specifically intended to provide a greater degree of protection than would be provided by the express provisions of Nevada law. These provisions are to be respected in all events to the extent legally permissible and shall be limited or reduced only to the extent, if at all, as may be necessary to preserve the scope of exculpation and indemnity to the maximum extent permitted contractually or otherwise under the laws of the State of Nevada.

8.2 Insurance. Without limiting the application of the foregoing, the Board of Directors, may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or was or is serving as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

8.3 Continuation of Indemnification; Amendment. The indemnification and exculpation provided in this Article VIII shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person. Notwithstanding the foregoing, the indemnification and exculpation provided in this Article VIII may be amended or revised by the Board of Directors at any time in accordance with these Amended and Restated Articles of Incorporation and the Corporation's Bylaws.

ARTICLE IX Director and Officer Liability

To the fullest extent permitted by the Nevada Revised Statutes as the same exists or may hereafter be amended, an officer or director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty when acting in his or her capacity as a director or officer.

ARTICLE X Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by the Nevada Revised Statutes, and all rights conferred upon the stockholders herein are granted subject to this reservation.

ARTICLE XI Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, the Board of Directors shall dispose of all the assets owned by the Corporation by transferring such assets exclusively to such non-profit organizations organized and operated exclusively for similar exempt purposes or having exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code or a corresponding provision of prior law, or to the Federal Government, state or a local government, for a public purpose, as the then Board of Directors may determine.

ARTICLE XII
Bylaws

On behalf of the Corporation, the Incorporator is hereby authorized to adopt the Bylaws of the Corporation.

THE UNDERSIGNED, being the sole Incorporator, for the purpose of amending and restating the Articles of Incorporation of the Corporation pursuant to the Act, does make and file these Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true, and accordingly has hereunto set his hand on the 16th day of January, 2020.

A handwritten signature in black ink, appearing to read "James Waddoups", is written over a horizontal line.

James C. Waddoups