

**FIRST AMENDMENT
TO THE
FOURTH AMENDED AND RESTATED
BYLAWS
OF
HEALTH CARE FOUNDATION
OF
GREATER KANSAS CITY**

(As Last Amended and Restated Effective November 18, 2010)

THIS FIRST AMENDMENT TO THE FOURTH AMENDED AND RESTATED BYLAWS OF HEALTH CARE FOUNDATION OF GREATER KANSAS CITY (the "Bylaws"), is to become effective June 8, 2011.

1. Effective August 2009, the Missouri Legislature repealed the investment guidelines for eleemosynary funds at Missouri Revised Statutes Sections 402.010-.060, which guidelines were an integral part of Section 4.2 of the Bylaws, and adopted new investment guidelines for eleemosynary funds at Sections 402.130-.148, which eliminate the "historic dollar value" concept from the statute and add specific considerations for making investments and expenditures. The purpose of this amendment is to recognize the new investment guidelines. Section 4.2 of the Bylaws shall be deleted in its entirety, and Section 4.2 of the Bylaws, as amended, shall read as follows:

4.2 Investment and Expenditure of Corporation Resources.

The Board will be vested with the responsibility of investing and expending Corporation resources (collectively, the "Fund") for the purposes set forth in the Articles for the Service Areas for the specific needs identified by the initial and ongoing community needs assessment processes. In fulfilling that responsibility, the Board is free to expend amounts in excess of \$478 Million upon a vote of at least that number of the Directors which equals two-thirds of the Directors then in office. For purposes of approving any particular matter or expenditure pursuant to this supermajority voting requirement, any director who recuses himself or herself from voting on that matter or expenditure to comply with the Ethics Policy of the Foundation, attached hereto as Exhibit A, shall be subtracted from the number of Directors deemed to be in office. This supermajority requirement shall not apply to any expenditures required by the Code (including, without limitation, the minimum distribution requirements of Code Section 4942) or any other distribution required by federal, state, or local law.

Sections 402.132 and 402.134 of the Missouri Revised Statutes provide as follows:

(1) In making investment decisions, the Board members shall, as required by Section 402.132, manage and invest the fund in good faith and with the care an ordinary prudent person in a like position would exercise under similar circumstances and shall consider, if relevant, the following factors:

- (a) General economic conditions;
- (b) The possible effect of inflation or deflation;
- (c) The expected tax consequences, if any, of investment decisions or strategies;
- (d) The role that each investment or course of action plays within the overall investment portfolio of the Fund;
- (e) The expected total return from the income and the appreciation of investments;
- (f) Other resources of the Corporation;
- (g) The needs of the Corporation and the Fund to make the distributions and to preserve capital; and
- (h) An asset's special relationship or special value, if any, to the charitable purposes of the Corporation.

(2) In determining the amount of expenditures, the Board, on behalf of the Corporation, as required by Section 402.134, shall act in good faith and with the care that an ordinary prudent person in a like position would exercise under similar circumstances and shall consider, if relevant, the following factors:

- (a) The duration and preservation of the Fund;
- (b) The purposes of the Corporation and the Fund;
- (c) General economic conditions;
- (d) The possible effect of inflation or deflation;
- (e) The expected total return from income and the appreciation of investments of the Corporation;
- (f) Other resources of the Corporation; and
- (g) The investment policy of the Corporation.

2. In all other respects, the terms of the Bylaws shall remain unchanged.