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ENDORSED - FILED
in the office of the Secretary of State
of the State of California
SEP 11 2001
BILL JONES, Secretary of State

RESTATED ARTICLES OF INCORPORATION OF DAUGHTERS OF CHARITY HEALTH SYSTEM

The undersigned certify that:

1. They are the Chairman of the Board and the Secretary, respectively, of Daughters of Charity Health System, a California nonprofit corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

"ARTICLES OF INCORPORATION OF DAUGHTERS OF CHARITY HEALTH SYSTEM

ARTICLE I

The name of this Corporation is: Daughters of Charity Health System.

ARTICLE II

A. This Corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Religious Corporation Law primarily for religious purposes. More specifically, the purposes of this Corporation are to be faithful to the Gospel and to the Vincentian charism to serve Jesus Christ in the person of the sick poor, and thereby to support, benefit and further the religious, charitable, scientific and educational purposes of the Daughters of Charity of St. Vincent de Paul, Province of the West (the "Province"). In furtherance of the foregoing, this Corporation may do all of the following:

(1) Establish, acquire, develop, operate, lease, manage and maintain acute care hospitals and appurtenant facilities which hospitals and facilities shall be operated in adherence with the Ethical and Religious Directives for Catholic Health Facilities promulgated by the National Conference of Catholic Bishops.

(2) Promote and carry on scientific research related to the care of the sick and injured.

(3) Establish, manage and maintain various types of health plans, utilizing health delivery systems designed and coordinated to maximize benefits to the communities served.

(4) Participate in any activity designed and carried on to promote the general health of the community.

(5) Make donations, transfer assets and provide other forms of aid and assistance to, for the benefit of, or in connection with the Province or any of its affiliates.

B. In addition to the foregoing purposes this Corporation is organized and operated primarily for religious, charitable, scientific and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "IRC"), and within the meaning of § 214(a)(6) of the California Revenue and Taxation Code (or the corresponding section of any future California revenue and tax law) (the "R&TC") and, in furtherance of these purposes and consistent with the teachings of the Roman Catholic Church, this Corporation may:

(1) Serve in the housing, health care, social services and education ministries of the Roman Catholic Church and carry out its mission.

(2) Promote, support and engage in any and all religious, educational, charitable and scientific ministries which are now, or may hereafter be, established by the Corporate Member.

(3) Promote, support and engage in any and all religious, educational, charitable and scientific ministries which are now, or may hereafter be, established by the Province.

(4) Support and foster the corporate purposes of the Corporate Member, and aid, assist and confer benefits upon the Corporate Member and its affiliates.

(5) Cooperate with the Province sponsored health care institutions and membership institutions of Corporate Member in their respective efforts to promote quality service at reasonable rates.

(6) Promote cooperation and the exchange of knowledge and experience within the Daughters of Charity St. Vincent de Paul ministry.

(7) Engage in any lawful activities within the purposes and powers for which a corporation may be organized under the California Nonprofit Religious Corporation Law and as may be necessary or expedient for the

administration of the affairs and attainment of the purposes of this Corporation.

(8) Otherwise operate for religious, charitable, scientific and educational purposes within the meaning of § 501(c)(3) of the IRC and within the meaning of § 214(a)(6) of the R&TC, in the course of which operation:

(a) No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, any private shareholder or individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(b) No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office except as authorized under the IRC and R&TC.

(c) Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under § 501(a) of the IRC, or by a corporation, contributions to which are deductible under § 170(c)(2) of the IRC, or (ii) by a corporation exempt from taxation under § 214 of the R&TC.

C. This Corporation is formed for the purpose of supporting the overall Daughters of Charity of St. Vincent de Paul mission of responding to the multiple needs of the poor particularly for housing, health and social services, primarily in the geographic region consisting of the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Nevada, New Mexico, Montana, Oregon, Utah, Washington and Wyoming. This Article is one of purpose and not of powers and nothing contained in this Article shall be construed as limiting powers conferred upon this Corporation by the California Nonprofit Religious Corporation Law.

ARTICLE III

This Corporation shall have one member (the "Corporate Member"). The Corporate Member shall be Daughters of Charity Ministry Services Corporation.

ARTICLE IV

The property and assets of this Corporation are irrevocably dedicated to religious, charitable, educational and scientific purposes meeting the requirements for exemption provided

by § 214 of the R&TC. Upon the winding up and dissolution of this Corporation, its assets remaining, after payment or adequate provision for payment of all debts and obligations of this Corporation, shall be distributed in accordance with a plan of liquidation approved by the Board of Directors (a) to the Daughters of Charity Ministry Services Corporation, if it is organized and operated exclusively for charitable purposes and has established its tax-exempt status under § 501(c)(3) of the IRC and under § 214 of the R&TC, or if for any reason it is unable to take such assets for such purpose, or any successor thereto, if it is organized and operated exclusively for charitable purposes and has established its tax-exempt status under § 501(c)(3) of the IRC and under § 214 of the R&TC, or if for any reason it is unable to take such assets for such purpose (b) to the Province, if it is organized and operated exclusively for charitable purposes and has established its tax-exempt status under § 501(c)(3) of the IRC and under § 214 of the R&TC, or if for any reason it is unable to take such assets for such purpose, (c) to a nonprofit fund, foundation, entity or corporation approved by the Province that is organized and operated exclusively for religious, charitable, educational or scientific purposes, that has established its tax-exempt status under § 501(c)(3) of the IRC and under § 214 of the R&TC and that is operated in the United States for the benefit of the Province, or if for any reason it is unable to take such assets for such purposes, or if no such fund, foundation or corporation exists, or (d) to such organization or organizations determined by the Board of Directors and organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the IRC and under § 214 of the R&TC. No assets shall be distributed to any organization if any part of the net earnings of such organization inures to the benefit of any private person or individual, or if a substantial part of the activities of such organization is the carrying on of propaganda or otherwise attempting to influence legislation, or if the organization participates in, or intervenes in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, or if the organization carries on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under § 501(c)(3) of the IRC and under § 214 of the R&TC or (ii) by a corporation, contributions to which are deductible under § 170(c)(2) of the IRC.

ARTICLE V

The name and address in the State of California of this corporation's initial agent for service of process is:

Sister Margaret Keaveney, D.C. Visitatrix
Daughters of Charity of St. Vincent de Paul
Province of the West
26000 Altamont Road
Los Altos Hills, CA 94022

ARTICLE VI

These Articles shall be amended only upon approval by this Corporation's Board of Directors and Corporate Member."

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of members.
5. This corporation has no assets.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: September 10, 2001

Sister Margaret Keaveney, D.C., Chairperson

Sister Mary Hale, D.C., Secretary

OFFICE OF THE SECRETARY OF STATE

2346440

ENDORSED - FILED
in the office of the Secretary of State
of the State of California
JUN - 6 2001
BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF
DAUGHTERS OF CHARITY HEALTH SYSTEM

ARTICLE I

The name of this Corporation is: DAUGHTERS OF CHARITY HEALTH SYSTEM.

ARTICLE II

This Corporation shall have only one member, as the term "member" is defined in Section 5056 of the California Nonprofit Corporation Law (the "Corporate Member"). The Corporate Member shall be Daughters of Charity Ministry Services Corporation, a California nonprofit public benefit corporation.

ARTICLE III

A. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The purposes for which this Corporation is organized are exclusively charitable, scientific and educational within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "IRC"), and within the meaning of § 214(a)(6) of the California Revenue and Taxation Code (or the corresponding section of any future California revenue and tax law) (the "R&TC") and, in furtherance of these purposes and consistent with the official teachings of the Roman Catholic Church, this Corporation may:

(1) Serve in the housing, health care, social services and education ministries of the Roman Catholic Church and carry out its mission.

(2) Promote, support and engage in any and all religious, educational, charitable and scientific ministries which are now, or may hereafter be, established by the Daughters of Charity Ministry Services Corporation.

(3) Promote cooperation and the exchange of knowledge and experience within the Daughters of Charity St. Vincent de Paul ministry.

(4) Engage in any lawful activities within the purposes and powers for which a corporation may be organized under the California Nonprofit Corporation Law.

(5) Otherwise operate exclusively for charitable, scientific and educational purposes within the meaning of § 501(c)(3) of the IRC and within the meaning of § 214(a)(6) of the R&TC, in the course of which operation:

(a) No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, any private shareholder of individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(b) No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office except as authorized under the IRC and R&TC.

(c) Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under § 501(c)(3) of the IRC, or by a corporation, contributions to which are deductible under § 170(c)(2) of the IRC, or (ii) by a corporation exempt from taxation under § 214 of the R&TC.

C. This Corporation is formed for the purpose of assuring the overall Daughters of Charity of St. Vincent de Paul mission of responding to the multiple needs of the poor--particularly for housing and social services, primarily in the geographic region consisting of the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Nevada, New Mexico, Montana, Oregon, Utah, Washington and Wyoming. This Article is one of purpose and not of powers and nothing contained in this Article shall be construed as limiting powers conferred upon this Corporation by the California Nonprofit Public Benefit Corporation Law.

ARTICLE IV

A. The property and assets of this Corporation are irrevocably dedicated to charitable, educational and scientific purposes meeting the requirements for exemption provided by Section 214 of the R&TC. Upon the winding up and dissolution of this Corporation, its assets remaining, after payment or adequate provision for payment of all debts and obligations of this Corporation, shall be distributed in accordance with a plan of liquidation approved by the Board of Directors (a) to Daughters of Charity Ministry Services Corporation, a California nonprofit public benefit corporation, if it is organized and operated exclusively for charitable purposes and has established its tax-exempt status under § 501(c)(3) of the IRC and under § 214 of the R&TC, or if for any reason it is unable to take such assets for such purpose, (b) to the Daughters of Charity of St. Vincent de Paul, Province of the West, if it is organized and operated exclusively for charitable purposes and has established its tax-exempt status under § 501 (c)(3) of the IRC and under § 214 of the R&TC, or if for any reason it is unable to take such assets for such purpose, or any successor thereto, if it is organized and operated exclusively for charitable purposes and has established its tax-exempt status under § 501(c)(3) of the IRC and under § 214

of the R&TC, or if for any reason it is unable to take such assets for such purpose (c) to Daughters of Charity Foundation, a California nonprofit public benefit corporation, if it is organized and operated exclusively for charitable purposes and has established its tax-exempt status under § 501(c)(3) of the IRC and under § 214 of the R&TC, or if for any reason it is unable to take such assets for such purpose, (d) to a nonprofit fund, foundation or corporation approved by the Board of Directors that is organized and operated exclusively for charitable, educational and scientific purposes, that has established its tax-exempt status under § 501(c)(3) of the IRC and under § 214 of the R&TC and that is operated in the United States for the benefit of the Daughters of Charity of St. Vincent de Paul, Province of the West, or if for any reason it is unable to take such assets for such purposes, or if no such fund, foundation or corporation exists, (e) to such organization or organizations determined by the Board of Directors and organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the IRC and under § 214 of the R&TC. No assets shall be distributed to any organization if any part of the net earnings of such organization inures to the benefit of any private person or individual, of if a substantial part of the activities of such organization is the carrying on of propaganda or otherwise attempting to influence legislation, or if the organization participates in, or intervenes in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, or if the organization carries on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under § 501(c)(3) of the IRC and under § 214 of the R&TC or (ii) by a corporation, contributions to which are deductible under § 170(c)(2) of the IRC.

ARTICLE V

The name and address in the State of California of this corporation's initial agent for service of process is:

Sister Margaret Keaveney, D.C. Visitatrix
Daughters of Charity of St. Vincent de Paul Province of the West
26000 Altamont Road
Los Altos Hills, CA 94022

ARTICLE VI

These Articles shall be amended only upon approval by this Corporation's Board of Directors and Corporate Member.

June 5, 2001

Sister Margaret Keaveney, D.C., Incorporator

OFFICE OF THE SECRETARY OF STATE

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State of California

OFFICE OF THE SECRETARY OF STATE

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

THE GREAT SEAL OF THE STATE OF CALIFORNIA EUREKA

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 2 1 2001

Bill Jones

Secretary of State

Sec/State Form CE-107 (rev. 9/98)

OSP 01 55358

2346440

State of California

OFFICE OF THE SECRETARY OF STATE

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

Bill Jones

Secretary of State

Sec/State Form CE-107 (rev. 9/88)

OSP 98 13524

AMENDED AND RESTATED

BYLAWS

OF

DAUGHTERS OF CHARITY HEALTH SYSTEM

Approved
as of November 20, 2009

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AMENDED AND RESTATED

BYLAWS OF

DAUGHTERS OF CHARITY HEALTH SYSTEM

ARTICLE I

NAME

The name of this Corporation shall be as set forth in its Articles of Incorporation.

ARTICLE II

DEFINITIONS

Section 1. Definitions. These Bylaws contain the terms "Affiliate" and "Health System." These terms are also used in the bylaws of the entities comprising the Health System. For purposes of continuity, when used in these Bylaws, such terms shall be interpreted to give full effect to the intent of Article XII of these Bylaws.

(a) Affiliate. The term "Affiliate" shall mean, individually, each organization that is controlled, directly or indirectly, by this Corporation or by another organization controlled by this Corporation. As used in this definition, "control" shall mean (a) the status of sole corporate member of an organization; or (b) the authority to appoint, elect or approve at least a majority of the governing body of an organization.

(b) Corporate Member. "Corporate Member" shall mean Daughters of Charity Ministry Services Corporation ("DOCMSC").

(c) Health System. "Health System" shall mean, collectively, this Corporation and its Affiliates.

(d) Subsidiary. "Subsidiary" shall mean an Affiliate that is under the direct control of another Affiliate.

(e) System Authority Matrix. "System Authority Matrix" shall mean the document as in effect from time to time by that name attached as an exhibit to DCHS Policy 3.0 – Responsibility and Authority for Major Decisions.

(f) Other Capitalized Terms. Capitalized terms used in these Bylaws and not otherwise defined herein are used herein with the meanings given them in the California Nonprofit Corporation Law.

ARTICLE III

PHILOSOPHY, PURPOSES AND MISSION

Section 1. Philosophy. The philosophy of this Corporation is that of the Daughters of Charity of St. Vincent de Paul (the "Daughters of Charity"), which is in accordance with the official teachings of the Roman Catholic Church and the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the United States Conference of Catholic Bishops.

Section 2. Purposes. The purposes of this Corporation are set out in its Articles of Incorporation as in effect from time to time.

Section 3. Mission. The mission of this Corporation is to further the ministry of healing and service to the sick poor through the work of this Corporation as the parent organization of the Health System sponsored by the Daughters of Charity.

ARTICLE IV

OFFICES AND SEAL

Section 1. Offices. The principal office for the transaction of the business of this Corporation shall be in the County of Santa Clara, State of California. This Corporation may also have an office or offices within or without the State of California, as the Board of Directors may from time to time establish.

Section 2. Seal. This Corporation may have a common seal inscribed with the name of this Corporation.

ARTICLE V

CORPORATE MEMBERSHIP

Section 1. Corporate Membership. The sole member of this Corporation is DOCMSC, acting through its Board of Directors or by or through any person or persons designated by the Corporate Member's Board of Directors to act on behalf of DOCMSC as the Corporate Member of DCHS.

Section 2. Rights and Powers of the Corporate Member. As the sole member of this Corporation under the California Nonprofit Corporation Law, the Corporate Member has all corresponding statutory rights and powers of membership. In addition, the Corporate Member has the power (which are termed the "**Reserved Powers**" of the Corporate Member) to take or approve the following actions, as the case may be:

(a) Approve or change the mission, philosophy, role and purpose of this Corporation;

(b) Amend the Bylaws and Articles of Incorporation of this Corporation;

(c) Approve the formation, merger, dissolution, consolidation, divestiture, closure, change in corporate membership or control and reorganization of each direct Affiliate of this Corporation;

(d) Approve the merger, consolidation, reorganization, or dissolution of this Corporation and the disposition of the assets of this Corporation upon dissolution;

(e) Fix the number and appoint and remove the Directors of this Corporation;

(f) Approve any amendment of the approval rights of the Corporate Member set forth in the System Authority Matrix;

(g) Establish the overall debt limit governing the incurrence of debt and guaranties by this Corporation and its Affiliates and approve the incurrence of debt and guaranties of this Corporation or any of its Affiliates other than in accordance with such policies as in effect from time to time;

(h) Approve the capital and operating budgets of this Corporation proposed by the Board of Directors;

(i) Establish the criteria for and approve the financial and strategic plans of the Corporation;

(j) Approve the disposition or encumbrance of any property of the Corporation subject to canonical approval of alienation;

(k) Approve the sale, transfer, substantial change in use of the assets of the Corporation and of any Affiliate to the extent required by the System Authority Matrix;

(l) Approve the selection of the external audit firm for the Corporation and its Affiliates; and

(m) Approve any other action of this Corporation or any Affiliate controlled by this Corporation that has been established by resolution of the Corporate Member as requiring its approval, including but not limited to any approvals of authority necessary to ensure compliance with any credit agreement, master indenture or loan agreement to which this Corporation or any Affiliate controlled by this Corporation is a party.

Section 3. Voting By Proxy. The Corporate Member shall not vote by proxy.

Section 4. Membership Certificates. This Corporation shall not issue membership certificates.

Section 5. Property Rights. No dividends shall be declared or paid to the Corporate Member.

Section 6. Appointment of Officer or Director or Others to Act on Behalf of Corporate Member. Subject to applicable law and its Articles of Incorporation and Bylaws, the

Corporate Member's board of directors may, by resolution, appoint one of more officers or directors of the Corporate Member or one or more other persons to act on its behalf in its capacity as Corporate Member of this Corporation.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Powers. Subject to the provisions of this Corporation's Articles of Incorporation, these Bylaws, the Reserved Powers of the Corporate Member, the System Authority Matrix and the laws of the State of California, the activities and affairs of this Corporation shall be managed and conducted and all corporate powers shall be exercised by or under the direction of this Corporation's Board of Directors. To facilitate the management and conduct of this Corporation's activities and affairs, the Board of Directors shall establish corporate policies for, and formulate the basic rules and regulations governing the operation and management of, this Corporation and generally oversee and be responsible for the quality of care and the planning of services rendered by this Corporation. The Board of Directors may delegate the management and conduct of this Corporation's activities and affairs to any person or persons, management company, or committee however composed, provided that no delegation of authority by the Board of Directors to the President and Chief Executive Officer (as defined in Article VIII, Section 8 below), or anyone else, shall preclude the Board of Directors from exercising the authority required to meet its governance responsibility for the management and conduct of this Corporation's activities and affairs; and provided further that any delegation of powers of the Board may be made only to a committee of the Board consisting only of directors and shall be subject to the further limitations on Board committees set forth in Article IX, Section 1(a) of these Bylaws. The Board of Directors shall retain the right to rescind any such delegation.

Section 2. Reserved Powers of DOCMSC as the Corporate Member; Final Action. Certain actions of the Board of Directors are subject to the Reserved Powers of DOCMSC, acting in its capacity as the Corporate Member of this Corporation, as set forth above in Section 2 of Article V of these Bylaws. Action by the Board of Directors of this Corporation that is subject to the approval of the Corporate Member pursuant to the Reserved Powers of the Corporate Member shall become final, binding action of the Corporation when such action has been approved or ratified by final action of the Corporate Member acting in accordance with these Bylaws and the bylaws of the Corporate Member.

Section 3. Number and Qualification.

(a) Generally. The Board of Directors shall consist of not less than three (3) nor more than twenty-one (21) voting members, as follows:

(i) at least a majority shall consist of members in good standing of the Daughters of Charity of St. Vincent de Paul, including the Health Councillor of the Daughters of Charity of St. Vincent de Paul, Province of the West, *ex officio* with vote; and

(ii) the remainder may consist of persons who are not members of the Daughters of Charity of St. Vincent de Paul.

A Director who is a Daughter of Charity of St. Vincent de Paul shall be the Chairperson of the Board. The appointed Directors shall be selected for their ability to participate effectively in fulfilling the responsibilities of members of the Board of Directors. Any Director who is, and then ceases to be, a member of the Daughters of Charity of St. Vincent de Paul shall automatically cease to be a Director of this Corporation.

(b) Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (i) any person currently being compensated by this Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, but excluding any reasonable compensation paid to a Director as Director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by this Corporation.

Section 4. Appointment. The Directors other than any serving *ex officio* shall be appointed annually by the Corporate Member, each such appointment to take effect at such time as the Corporate Member may determine.

Section 5. Term. Each appointed Director shall hold office for a term of one (1) year or such other period as the Corporate Member may set or until his or her successor is appointed and qualified. Appointed Directors may be reappointed.

Section 6. Removal and Filling of Vacancies. Any or all Directors may be removed from office, with or without cause, by the Corporate Member. The Corporate Member may declare vacant the office of a Director who has been removed, who has been declared of unsound mind by a final order of court or convicted of a felony, or who has been found, by a final order or judgment of any court, to be in breach of any duty owed to the Corporation under Sections 9240-9247 of the California Nonprofit Religious Corporation Law. In the event a Director shall be so removed or his or her office is declared vacant, a new Director to fill the unexpired term or terms of the Director who was removed or whose office was declared vacant may be appointed by the Corporate Member.

Section 7. Expenses. The Directors may receive advances or reimbursement of reasonable expenses incurred in connection with their service as Directors.

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place of Meeting. All meetings of the Board of Directors shall be held at the principal office of this Corporation or at such other place as may be designated for that purpose in the notice of the meeting or, if not stated in the notice or there is no notice, at such place as may be set by resolution of the Board.

Section 2. Annual Meetings. As soon as reasonably practicable, but no later than sixty (60) days after the annual election of Directors, the Directors shall meet for the purpose of organizing the Board, the election of officers and the transaction of such other business as may come before the meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time as the Board may fix by resolution from time to time. No notice of any regular meeting of the Board of Directors need be given.

Section 4. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairperson of the Board or by two (2) or more Directors of this Corporation, or by the Corporate Member.

Section 5. Notice of Special Meetings. Notice of the time and place of special meetings shall be communicated personally or by telephone to each Director or sent to each Director by mail or other form of written communication, addressed to him or her at his or her address as it is shown on the records of this Corporation. Such notice, if mailed, shall be mailed at least seventy-two (72) hours prior to the time of the meeting, or if delivered personally, telephonically or telegraphically or by e-mail, shall be received at least forty-eight (48) hours prior to the time of the meeting.

Section 6. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to hold the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 7. Quorum. At all meetings of the Board of Directors, a majority of the then serving Directors, but not less than two (2), whichever is greater, shall be necessary and sufficient to constitute a quorum for the transaction of business, except that a majority of the Directors present, whether or not a quorum, may adjourn any Directors' meeting to another time and place. The act of a majority of the Directors present at any time at which there is a quorum shall be the act of the Board of Directors, unless a greater number is required by law. Notwithstanding the previous provisions of this Section, the Directors present at a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, so long as any action taken is approved by at least a majority of the required quorum for such meeting.

Section 8. Action Without Meeting.

(a) Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation or these Bylaws may be taken without a meeting if all of the Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed on behalf of this Corporation relating to an

action taken by the Board without a meeting shall state that the action was taken by written consent of the Board of Directors without a meeting and that the Bylaws of the Corporation authorize its Directors to so act.

(b) Directors may participate in a meeting of the Board through the use of conference telephone or similar communication equipment, provided that all Directors participating in such meeting can hear one another. Participation in this manner shall constitute presence in person at such meeting.

Section 9. Prohibition Against Voting by Proxy. Directors may not vote by proxy.

ARTICLE VIII

CORPORATE OFFICERS

Section 1. Elected Officers.

(a) The elected officers of this Corporation shall be a Vice Chairperson of the Board, a Secretary, and a Treasurer. Any number of such offices may be held by the same person.

(b) The elected officers of this Corporation shall be chosen annually by the Board of Directors. Each shall hold office until his or her resignation or removal, other disqualification to serve or until his or her successor shall be elected and qualified.

Section 2. Appointed Officers.

(a) The appointed officers of this Corporation shall include a Chairperson of the Board who shall be a member in good standing of the Daughters of Charity of St. Vincent de Paul and appointed by the Corporate Member each year in conjunction with the appointment of the Directors by the Corporate Member, and a President and Chief Executive Officer, who shall be appointed in accordance with the provisions of Section 8 of this Article VIII. Neither the Chairperson of the Board nor the President and Chief Executive Officer may serve concurrently as the Secretary or Treasurer of this Corporation.

(b) The Board of Directors may appoint such other officers from among the members of the Board of Directors, such as one or more assistant secretaries or treasurers, as the business of this Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors from time to time may authorize.

Section 3. Removal of Officers. Any officer, other than the Chairperson of the Board and the President and Chief Executive Officer, may be removed, with or without cause, by a majority of Directors then in office, at any regular or special meeting of the Board. The Chairperson of the Board and the President and Chief Executive Officer may be removed, with or without cause, only by the Corporate Member, except that, if an employment agreement is in effect, its terms shall govern the removal of the President and Chief Executive Officer. Should a vacancy occur in any office as a result of death, resignation, removal, disqualification or any

other cause, the Board of Directors may delegate the powers and duties of such office, except as otherwise provided in these Bylaws, to any officer or to any Director until such time as a successor for such office has been elected or appointed. Any officer shall be automatically removed as such an officer upon his or her removal as a Director in accordance with the provisions of Article VI, Section 6, of these Bylaws.

Section 4. Chairperson of the Board. The Chairperson of the Board shall be a member in good standing of the Daughters of Charity of St. Vincent de Paul, and shall be appointed by the Corporate Member. The Chairperson of the Board shall have the powers and duties usually associated with such office. The Chairperson of the Board shall preside over meetings of the Board of Directors, supervise activities of the Board, and serve as an ex-officio voting member of all Board committees.

Section 5. Vice Chairperson of the Board. The Vice Chairperson of the Board shall be elected from among the Directors and, in the absence or disability of the Chairperson of the Board, shall perform all duties of the Chairperson of the Board and, when so acting, shall have all powers of and be subject to all restrictions upon the Chairperson of the Board. In the absence of both the Chairperson of the Board and the Vice Chairperson of the Board, the Board shall select one of its members, other than the Secretary or Treasurer, to act as Chairperson of the Board.

Section 6. Secretary. The Secretary shall be elected from among the Directors and shall keep or cause to be kept at the principal office or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors, whether annual, regular or special, with the time and place of the meeting, the notice given, the names of those present at the meeting, the proceedings thereat and, if a special meeting, how it was authorized. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors required by these Bylaws or by law. He or she shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 7. Treasurer. The Treasurer shall be elected from among the Directors and shall have the powers and duties usually associated with such office, subject to limitation or extension by the Board of Directors. The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of this Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Director, or the Corporate Member. The Treasurer shall submit or cause to be submitted to the Board of Directors annual statements of receipts and expenditures.

Section 8. President and Chief Executive Officer. The President and the Chief Executive Officer shall be the chief executive officer of this Corporation. He or she shall report to and be accountable to this Corporation's Board of Directors and to the Corporate Member and shall have general supervision, direction and control of the business and non-Director officers of this Corporation and shall be held responsible for the proper functioning and management of this Corporation. The President and Chief Executive Officer shall possess the degree of education and experience appropriate to the proper discharge of these responsibilities and, if a management

or employment agreement may be in effect, meet all of the requirements set forth in the management or employment agreement. He or she shall be appointed jointly by action of this Corporation's Board of Directors and the Corporate Member. The Board of Directors shall initiate and conduct periodic performance reviews of the President and Chief Executive Officer. Subject to the control of this Corporation's Board of Directors and the direction of the Corporate Member, the President and Chief Executive Officer shall organize the administrative functions of this Corporation, delegate duties and establish formal means of accountability on the part of his or her subordinate officers. The President and Chief Executive Officer may be an ex-officio voting member of all Advisory Committees, if so determined by the Board of Directors. He or she shall have the general powers and duties of management usually vested in the chief executive officer under the California Nonprofit Religious Corporation Law and shall have other powers and duties as may be prescribed by this Corporation's Board of Directors, these Bylaws, and the policies of the Corporate Member.

These powers and duties shall include, but not be limited to, the following:

(a) to support and assist this Corporation in mission service activities, consistent with the established philosophy and mission of the Health System;

(b) to direct and implement the goals, policies and programs established for the Health System;

(c) to promote a high standard of quality of care provided by the Health System through setting goals and objectives for quality improvement that reflect the mission and values of the Daughters of Charity of St. Vincent de Paul;

(d) to act as the representative of this Corporation to the public as well as to governmental and voluntary organizations;

(e) to make policy proposals to the Board of Directors, DCHS executives and to the Corporate Member;

(f) to assume responsibility for strategic planning, financial planning, physical facilities, site development and program planning to meet the health needs of the community;

(g) to report to the Board of Directors, DCHS executives, the Corporate Member on the performance of this Corporation as well as on appropriate federal, state and local developments that affect health care therein;

(h) to attend all meetings of the Board of Directors and committees thereof, except as otherwise determined by the Board of Directors;

(i) to serve on such Board committees as determined by the Board of Directors;

(j) to assure proper day-to-day administration of this Corporation;

(k) to prepare an annual budget and periodically report to the Board of Directors, to DCHS executives, and to the Corporate Member on this Corporation's financial affairs and condition;

(l) in consultation with the Board of Directors, to appoint each Vice President of the Corporation, to set the terms and conditions of employment of the Vice Presidents and to evaluate their performance periodically, to assure the proper selection, employment, control and discharge of employees of the Corporation and the development and maintenance of this Corporation's written personnel policies and practices;

(m) to assure proper maintenance and to keep the physical properties of this Corporation in a good state of repair; and

(n) to assure proper business management of this Corporation so that funds are collected and expended in keeping with sound business practice and with charity.

Section 9. Chief Financial Officer. The Chief Financial Officer shall, in coordination with the Treasurer, and according to the direction of the Board of Directors and the President and Chief Executive Officer, keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and fund balance. The books of account shall at all reasonable times be open to inspection by any Director. The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Chief Executive Officer, the Directors or the Corporate Member, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The Chief Financial Officer shall be appointed by and shall be subject to removal by the Board of Directors of the Corporation with the concurrence of the President and Chief Executive Officer of the Corporation. He or she shall report to and be accountable to the Board of Directors of this Corporation and the President and Chief Executive Officer.

Section 10. Reporting Relationship of Certain Corporate Officers to the Board of Directors. Persons serving from time to time in the positions of Corporate Responsibility Officer and Vice President and General Counsel shall report to and be accountable to the Board of Directors and the President and Chief Executive Officer and each of them shall be entitled to confidential access to the Chairperson and other members of the Board of Directors as necessary or advisable to carry out such person's duties in such position.

Section 11. Resignation. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 12. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

ARTICLE IX

COMMITTEES

Section 1. Generally.

(a) The Board of Directors may by resolution establish (1) Committees of the Board which shall have legal authority to act for this Corporation, and (2) Advisory Committees. Committees may be either standing or special. Members of all committees shall serve at the pleasure of the Board. Any Committee of the Board which shall have legal authority to act for this Corporation, to the extent provided in a resolution of the Board, shall have all authority of the Board, except with respect to:

(1) The approval of any action for which the California Nonprofit Religious Corporation Law or these Bylaws also require approval of the Corporate Member, or a majority of this Corporation's Board of Directors;

(2) The filling of vacancies on the Board of Directors or on any committee that has the authority of the Board;

(3) The amendment or repeal of any resolution of the Board of Directors that by its express terms is not so amendable or repealable;

(4) The appointment of other committees or members thereof; or

(5) The approval of any self-dealing transaction, except as provided in Section 9243 of the California Nonprofit Religious Corporation Law.

(b) The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless these Bylaws, the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provisions of Article VII of these Bylaws. Each committee shall keep minutes of its proceedings and shall report the same to the Board from time to time, as the Board of Directors may require. The Board of Directors shall review the charter of each committee governed by a charter at least once every two years.

Section 2. Committees of the Board. Only Directors may be appointed as voting members of Committees of the Board. Each Committee of the Board shall consist of two or more Directors. The Chairperson and members of Committees of the Board shall be appointed

by the Board of Directors. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. The Board may appoint one or more persons other than Directors to such committees, which persons shall be non-voting members of such committees.

Section 3. Advisory Committees. Advisory Committees may consist of two or more persons and may consist of Directors only, Directors and non-Directors, or non-Directors only, and may include non-voting members and alternate members. The Chairperson and members of Advisory Committees shall be appointed by the Chairperson of the Board or the Board of Directors. Advisory Committees shall have no legal authority to act for this Corporation.

Section 4. Executive Committee.

(a) There may be an Executive Committee which, if established, shall consist of the elected or appointed officers of this Corporation and such other members of the Board of Directors as the Board may designate. The Chairperson of the Executive Committee shall be the person then serving as Chairperson of the Board. The Executive Committee shall have authority to act for this Corporation, subject to the provisions of Section 1 of this Article.

(b) The establishment of an Executive Committee and the delegation of authority to it shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on it or him or her by law, by the Articles of Incorporation of this Corporation or these Bylaws.

(c) The Executive Committee shall meet at such times as it deems necessary, provided that reasonable notice of all meetings of the Executive Committee shall be given to its members and no act of the Executive Committee shall be valid unless approved by the vote of a majority, or by the unanimous written consent, of its members.

Section 5. Audit, Risk and Compliance Committee. The Audit Committee shall be an advisory committee and shall operate in accordance with a charter adopted by the Board of Directors as in effect from time to time. It shall consist of not fewer than three members, all of whom shall be or shall be capable of becoming familiar with basic financial statements and accounting principles, and all of whom shall be deemed by the Board of Directors to be free of any relationship that would interfere with independent judgment. The Committee shall meet at least quarterly, and shall meet at least annually with the outside auditor or auditors of the Corporation in the absence of all members who are employees of the Corporation or any Affiliate controlled by the Corporation. The Committee shall have general surveillance over the auditing of the financial records of the Corporation, shall recommend the acceptance of the financial statements prepared by the Corporation, and shall make regular reports and recommendations to the Board of Directors.

Section 6. Term of Office. The Chairperson and each member of a standing committee shall serve until the next election of Directors and until his or her successor is appointed or until such committee is sooner terminated or until he or she is removed, resigns or otherwise ceases to qualify as a member of the committee. The Chairperson and each member of

a special committee shall serve for the life of the committee unless they are sooner removed, resign or cease to qualify as members of such committee.

Section 7. Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

Section 8. Quorum. At all committee meetings, a majority of committee members then serving, but not less than two (2), whichever is greater, shall be necessary and sufficient to constitute a quorum for the transaction of business, except that a majority of committee members present, whether or not a quorum, may adjourn any committee meeting to another time and place. The act of a majority of the committee members present at a meeting at which there is a quorum shall be the act of the committee. Notwithstanding previous provisions of this Section, the committee members present at a meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of committee members, so long as any action taken is approved by at least a majority of the required quorum for such meeting.

ARTICLE X

GENERAL PROVISIONS

Section 1. Voting Interests. Subject to the limitations of Article VI, Section 2, of these Bylaws, the Corporation may vote any and all shares held by it in any other corporation and may exercise any and all membership rights held by it in any other corporation. Such action shall be undertaken or evidenced on behalf of this Corporation by such officer, agent or proxy as the Board of Directors may appoint or, in default of any such appointment, by the Chairperson of the Board or by an officer who is also a Director and, in such case, such person may likewise appoint a proxy to vote shares.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to this Corporation and any and all securities owned or held by this Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

Section 3. Execution of Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of this Corporation and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or by the System Authority Matrix, no officer, agent or employee shall have any power or authority to bind this Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 4. Inspection of Corporate Records. The accounting books and records of this Corporation, the minutes of proceedings of this Corporation's Board of Directors and Committees, and the minutes of proceedings of the Corporate Member acting in its capacity as member of this Corporation shall be open to inspection upon the written request of the Corporate Member, or any Director at any reasonable time and for any purpose reasonably related to the

interests of the Corporate Member, or the Director, as applicable. Such inspection may be made in person or by an agent or attorney.

Section 5. Annual Report. The Board of Directors shall cause an annual report to be sent to each Director of this Corporation and to the Corporate Member, no later than one hundred twenty (120) days after the close of this Corporation's fiscal or calendar year. Such annual report shall be prepared in conformity with requirements of the California Nonprofit Religious Corporation Law.

Section 6. Dissolution. The property and assets of this Corporation are irrevocably dedicated to charitable, educational and scientific purposes. Upon the winding up and dissolution of this Corporation, its assets remaining, after payment or adequate provision for payment of all debts and obligations of this Corporation, shall be distributed in accordance with the dissolution provisions set forth in this Corporation's Articles of Incorporation.

Section 7. Fiscal Year. The fiscal year of this Corporation shall begin on the first day of July each year and end on June 30th of the following year.

Section 8. Review of Bylaws. At least once every two (2) years, the Board of Directors shall review these Bylaws and recommend changes to the Corporate Member.

ARTICLE XI

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. To the full extent permitted by law and in the manner provided by law, this Corporation may, and if the law requires it shall, indemnify against liability and hold harmless any person who was or is a party to or is threatened to be a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, officer, employee or agent of this Corporation when serving in an official capacity on behalf of this Corporation, or is or was serving at the request of this Corporation as a member, director, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust or other enterprise. The foregoing rights of indemnification shall not be deemed to be exclusive of any other rights to which such person may be entitled under applicable law, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent of this Corporation and shall inure to the benefit of the estate, executors, administrators, heirs, legatees or devisees of any such person to the extent such action, suit or proceeding survives the death of such person.

Section 2. Payment of Expenses. This Corporation may pay expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in this Article in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case and as permitted by law.

Section 3. Insurance. This Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of this Corporation when serving in an official capacity on behalf of this Corporation, or is or was serving at the

request of this Corporation as a member, director, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust or other enterprise, against any claim or liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, whether or not this Corporation would be required or would have the power to indemnify such person against such liability under this Article or otherwise.

ARTICLE XII

MAINTAINING A UNIFIED HEALTH SYSTEM

Section 1. Generally. In order to establish the relationships between organizations in the Health System which are necessary to maintain a unified system, this Corporation, in accordance with policies established by the Corporate Member, shall require that the governing document or documents of any entity of which this Corporation is the sole corporate member or controlling organization contain the following:

(a) Provisions which reserve to this Corporation the powers over such entity, as may be required by applicable Health System policies;

(b) Provisions which reserve to such entity powers over organizations it controls, as may be required by applicable Health System policies; and

(c) Provisions which require such entity to require that the governing document or documents of organizations it controls contain a provision which reserves to this Corporation, to the Corporate Member of this Corporation or to such entity, as the case may be, the powers set forth in these Bylaws, the governing document or documents of such entity or applicable Health System policies. The term "governing document or documents," is used in this Article as a generic form to describe the organizational documents by which an entity is legally formed in a particular state and includes, but is not limited to, articles of incorporation, bylaws, governing resolutions, articles of partnership, joint venture agreements, and any other document which creates or governs the organization or entity.

Section 2. Exercise of Reserved Powers. All action by this Corporation as the corporate member or controlling entity of an Affiliate shall be by this Corporation's Board of Directors. Subject to the applicable law, this Corporation's Articles of Incorporation and Bylaws, and approval by the Corporate Member, this Corporation's Board of Directors may, by resolution, appoint one or more of this Corporation's officers or directors, or one or more other persons to act on its behalf in the capacity of corporate member or controlling entity of an Affiliate. So long as such appointment remains in effect, all actions taken by such appointee shall be binding upon this Corporation.

ARTICLE XIII

GENDER AND NUMBER

Words used herein regardless of the number and gender specifically used, shall be deemed and construed to include any other number, singular or plural, and any other gender, masculine, feminine or neuter, as the context requires.

ARTICLE XIV

AMENDMENTS

These Bylaws or any part thereof may be amended or repealed or new Bylaws may be adopted by the affirmative vote of the Corporate Member.