A0723975

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

FEB 01 2012

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ST. FRANCIS MEDICAL CENTER

The undersigned hereby certify that:

(1) They are the duly elected and acting Chairman of the Board and Secretary, respectively, of St. Francis Medical Center, a California nonprofit religious corporation (the "Corporation").

(2) The Articles of Incorporation of this Corporation shall be amended and restated to read in full as follows:

ARTICLE I

The name of this Corporation is: St. Francis Medical Center.

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 Daughters of Charity

Health System ("DCHS"), the Province or any of their respective 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 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 DCHS.

(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 DCHS, a California nonprofit religious corporation, and aid, assist and confer benefits upon DCHS and its affiliates.

(5) Cooperate with the Province sponsored health care institutions and membership institutions of DCHS 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 DCHS.

ARTICLE IV

The property and assets of this Corporation are irrevocably dedicated to religious, scientific, charitable and educational purposes meeting the requirements for exemption under § 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 DCHS, 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 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, (c) 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, (d) to a nonprofit fund, foundation, entity, or corporation approved by the Province that is organized and operated exclusively for religious, charitable and educational (within the meaning of § 214 of the R&TC), 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 (e) to such organization or organizations determined by the Board of Directors and organized and operated exclusively for religious, charitable and educational (within the meaning of § 214 of the R&TC), 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

These Articles shall be amended only upon approval by the Corporate Member.

(3) The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors of this Corporation.

(4) The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the sole Corporate Member of this Corporation.

[*Certificate Follows*]

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: 1/27, 2012

Sister Joyce Weller
Chairperson of the Board

Sr. Jo-Anne Lamalette, DC
Secretary

28769635_3

I hereby certify that the foregoing transcript of 6 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

FEB 02 2012

Date:

Debra Bowen

DEBRA BOWEN, Secretary of State

2358626

ARTICLES OF INCORPORATION
OF
ST. FRANCIS MEDICAL CENTER

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

SEP 1 1 2001

BILL JONES, Secretary of State

ARTICLE I

The name of this Corporation is: St. Francis Medical Center.

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 DCHS, the Province or any of their respective 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 DCHS.

(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 Daughters of Charity Health System ("DCHS"), a California nonprofit religious corporation, and aid, assist and confer benefits upon DCHS and its affiliates.

(5) Cooperate with the Province sponsored health care institutions and membership institutions of DCHS 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 DCHS.

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 DCHS, 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 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 (c) 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, (d) 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, (e) 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:

Gerald Kozai
St. Francis Medical Center
3630 E. Imperial Highway
Lynwood, CA 90262

ARTICLE VI

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

September 10, 2001

Sister Margaret Keaveney, D.C.

Sister Margaret Keaveney, D.C., Incorporator

OFFICE OF THE SECRETARY OF STATE

203014

A382362

FILED
In the office of the Secretary of State of the State of California

DEC 29 1989

MARCH FONG EU, Secretary of State

RESTATED
ARTICLES OF INCORPORATION
ST. FRANCIS MEDICAL CENTER

Sister Elizabeth Joseph Keaveney and Sister Kathleen O'Sullivan certify that:

1. They are the president and the secretary, respectively, of ST. FRANCIS MEDICAL CENTER, a California nonprofit public benefit corporation.

2. The articles of incorporation of this Corporation are amended and restated to read as follows:

ONE: The name of this Corporation is:

ST. FRANCIS MEDICAL CENTER.

TWO: This Corporation shall have only one member as the term "member" is defined in Section 5056 of the California Nonprofit Corporation Law ("Corporate Member"). The Corporate Member shall be the Daughters of Charity National Health System-West ("DCNHS-West"), a California nonprofit public benefit corporation.

THREE: 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), and, in furtherance of these purposes and consistent with the official teachings of the Roman Catholic Church, this Corporation may:

(1) Serve in the health ministry 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 of St. Vincent dePaul.

(3) Support and foster the corporate purposes of Daughters of Charity National Health System, a Missouri General Not For Profit Corporation ("DCNHS"), and aid, assist and confer benefits upon DCNHS and every member institution of DCNHS.

(4) Cooperate with Daughters of Charity of St. Vincent dePaul sponsored health care institutions and membership institutions of DCNHS in their respective efforts to promote quality service at reasonable rates.

(5) Promote cooperation and the exchange of knowledge and experience within the Daughters of Charity of St. Vincent dePaul apostolate.

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

(7) Otherwise operate exclusively for 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), in the course of which operation:

(i) 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.

(ii) 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 Internal Revenue Code.

(iii) Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

C. This Corporation is formed for the purpose of assuring the overall Daughters of Charity of St. Vincent dePaul mission of healing and service to the sick poor, 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 THREE is one of purpose and not of powers and nothing contained in this ARTICLE THREE shall be construed as limiting powers conferred upon this Corporation by the California Nonprofit Corporation Law.

FOUR: 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 a plan of liquidation approved by the Board of Directors (a) to DCNHS-West, if it is organized and operated exclusively for charitable purposes and has established its tax exempt status under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or if for any reason it is unable to take such assets for such purpose, (b) to the Daughters of Charity of Saint Vincent dePaul Province of the West, 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 Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or if for any reason it is unable to take such assets for such purpose, (c) 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 Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) and that is operated in the United States for the benefit of the Daughters of Charity of Saint Vincent dePaul 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, (d) 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 Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). 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 (a) by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). The purposes contained in this ARTICLE FOUR are limited to those meeting the requirements for a welfare exemption under § 214 of the Revenue and Taxation Code.

FIVE: 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 this Corporation's Board of Directors.

4. The foregoing amendment and restatement of articles of incorporation has been duly approved by this Corporation's sole Corporate Member.

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.

Dated: Nov 29, 1989

Sister Elizabeth Joseph Keaveney, OP
Sister Elizabeth Joseph Keaveney, Chief Executive Officer

Sister Kathleen O'Sullivan
Sister Kathleen O'Sullivan, Secretary

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FILED
In the office of the Secretary of State of the State of California
JUN 30 1989
March Fong Eu
MARCH FONG EU, Secretary of State

AGREEMENT OF MERGER

This Agreement of Merger (the "Agreement"), dated as of July 6, 1989, is between ST. FRANCIS MEDICAL CENTER, a California nonprofit public benefit corporation ("Survivor"), and DE PAUL HEALTH SERVICES, a California nonprofit public benefit corporation ("De Paul"), and ST. FRANCIS PATIENT SERVICES CORPORATION, a California nonprofit public benefit corporation ("St. Francis") (collectively referred to as "Disappearing Corporations"), who are the constituent corporations in this merger.

1. Recitals.

a. Survivor's sole corporate member, as that term is defined by California law, will, on the Effective Date, as defined in Paragraph 5(b) hereinbelow, be Daughters of Charity National Health System-West, a California nonprofit public benefit corporation ("DCNHS-West").

b. De Paul's sole corporate member, as that term is defined by California law, is DCNHS-West.

c. St. Francis' sole corporate member, as that term is defined by California law, is De Paul.

d. The parties intend by this Agreement to set forth the terms and conditions of a merger, subject to approvals as required by law and by the Articles and Bylaws of the parties respectively.

2. Statement of Merger.

a. It is agreed by the parties that on the Effective Date each Disappearing Corporation shall be merged into Survivor, the corporate existence of Survivor shall continue, and the separate corporate existence of each Disappearing Corporation shall cease. The corporate identity, existence, purposes, powers, rights, property and immunities of each Disappearing Corporation shall be merged into and vested in Survivor, and the corporate identity, existence, name, purposes, powers, rights, property and immunities of Survivor shall continue unaffected and unimpaired by the merger.

b. Survivor shall be subject to all of Disappearing Corporations' debts, liabilities, and trust obligations in the same manner as if Survivor had itself incurred them, and all rights of creditors and all liens and trusts upon or arising from the property of each of the constituent corporations shall be preserved unimpaired, provided that such liens and trust obligations, if any, on the property of each Disappearing Corporation shall be limited to the property affected thereby

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immediately prior to the Effective Date.

3. Articles and Bylaws.

a. Survivor's Articles of Incorporation as in effect immediately preceding the Effective Date shall be and remain its Articles of Incorporation until amended or repealed as provided by law.

b. Survivor's Bylaws as in effect immediately preceding the Effective Date shall be and remain its Bylaws until amended or repealed as provided by law.

4. Effect of Merger on Memberships.

a. Membership in Survivor outstanding on the Effective Date shall not be changed or converted as a result of the merger, but shall remain outstanding as membership in Survivor.

b. On the Effective Date each membership of each Disappearing Corporation shall cease.

5. Effective Date.

a. This merger is subject to receipt of the approval of any person or persons required by law or by the Articles or Bylaws of Survivor or Disappearing Corporations or needed to maintain Survivor's tax-exempt status. If such approval or approvals are not obtained, this Agreement is to be terminated as provided herein.

b. When all applicable laws have been complied with and all necessary authorizations, approvals, or consents have been received, a copy of this Agreement, together with an Officers' Certificate of each constituent corporation, shall be submitted by Survivor to the California Secretary of State for filing. The merger shall become effective on June 30, 1989. The date on which the merger becomes effective is referred to in this Agreement as the "Effective Date."

6. Board of Survivor.

The present Board of Directors of Survivor shall continue serve as the Board of Directors of Survivor until the next annual meeting or until such time as their successors have been elected and qualified.

7. Termination.

This Agreement may be terminated and the merger abandoned at any time prior to the Effective Date by the mutual consent of the respective Boards of Directors of Disappearing Corporations and Survivor.

8. Amendments to Agreement.

Amendments to this Agreement may be made by the Boards of Directors of the constituent corporations, except that any amendment that would change any of the principal terms of the Agreement must be approved by the Members in the same manner as the original Agreement.

9. Governing Law.

This Agreement shall be governed by the laws of the state of California.

10. Entire Agreement.

This Agreement constitutes the entire agreement of the parties, superseding any prior written or oral agreements between them on the same subject matter.

11. Counterparts.

This Agreement may be executed in any number of counterparts, and each such counterpart shall be deemed to be an original instrument, but all of them together shall constitute but one Agreement.

IN WITNESS WHEREOF, Disappearing Corporations and Survivor have caused this Agreement to be executed as of the day and year first above written.

ST. FRANCIS MEDICAL CENTER ("Survivor")

By: Sister Elizabeth Joseph Keaveney, OP
Sister Elizabeth Joseph Keaveney,
President

By: Sister Kathleen O'Sullivan
Sister Kathleen O'Sullivan, Secretary

DE PAUL HEALTH SERVICES

By: _____
Sister Elizabeth Joseph Keaveney,
President

By: _____
Sister Kathleen O'Sullivan, Secretary

ST. FRANCIS PATIENT SERVICES CORPORATION

By: _____
Sister Elizabeth Joseph Keaveney,
President

By: _____
Margaret D'Ambrosia, Secretary

17420-113

CERTIFICATE OF APPROVAL
OF AGREEMENT OF MERGER OF
ST. FRANCIS MEDICAL CENTER

Sister Elizabeth Joseph Keaveney and Sister Kathleen O'Sullivan certify that:

1. They are the president and the secretary, respectively, of ST. FRANCIS MEDICAL CENTER, a California nonprofit public benefit corporation.

2. The Agreement of Merger in the form attached has been duly approved by the board of directors of this corporation.

3. The principal terms of the Agreement of Merger in the form attached were duly approved by this corporation's sole member.

4. The Attorney General of California has been given prior written notice of this merger as required by law.

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.

Dated: June 7, 1989

Sister Elizabeth Joseph Keaveney
Sister Elizabeth Joseph Keaveney,
President

Sister Kathleen O'Sullivan
Sister Kathleen O'Sullivan,
Secretary

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CERTIFICATE OF APPROVAL
OF AGREEMENT OF MERGER OF
DE PAUL HEALTH SERVICES

Sister Elizabeth Joseph Keaveney and Sister Kathleen O'Sullivan certify that:

1. They are the president and the secretary, respectively, of DE PAUL HEALTH SERVICES, a California nonprofit public benefit corporation.

2. The Agreement of Merger in the form attached has been duly approved by the board of directors of this corporation.

3. The principal terms of the Agreement of Merger in the form attached were duly approved by this corporation's sole member.

4. The Attorney General of California has been given prior written notice of this merger as required by law.

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.

Dated: June 7, 1989

Sister Elizabeth Joseph Keaveney
Sister Elizabeth Joseph Keaveney,
President

Sister Kathleen O'Sullivan
Sister Kathleen O'Sullivan,
Secretary

17420-113

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CERTIFICATE OF APPROVAL
OF AGREEMENT OF MERGER OF
ST. FRANCIS PATIENT SERVICES CORPORATION

Sister Elizabeth Joseph Keaveney and Margaret D'Ambrosia certify that:

1. They are the president and the secretary, respectively, of ST. FRANCIS PATIENT SERVICES CORPORATION, a California nonprofit public benefit corporation.

2. The Agreement of Merger in the form attached has been duly approved by the board of directors of this corporation.

3. The principal terms of the Agreement of Merger in the form attached were duly approved by this corporation's sole member.

4. The Attorney General of California has been given prior written notice of this merger as required by law.

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.

Dated: June 6, 1989

Sister Elizabeth Joseph Keaveney
Sister Elizabeth Joseph Keaveney,
President

Margaret D'Ambrosia
Margaret D'Ambrosia, Secretary

17420-113

A371924

FILED
In the office of the Secretary of State of the State of California BH

JUN 26 1989

March Fong Eu
MARCH FONG EU, Secretary of State

203014

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ST. FRANCIS MEDICAL CENTER

Sister Elizabeth Joseph Keaveney and Sister Kathleen O'Sullivan certify that:

1. They are the President and the Secretary, respectively, of St. Francis Medical Center, a California nonprofit public benefit corporation.

2. Article III of the Articles of Incorporation of this corporation is amended in full to read as follows:

"ARTICLE III

The corporation shall have one member only as the term 'member' is defined in Section 5056 of the California Nonprofit Corporation Law. The sole member shall be Daughters of Charity National Health System-West."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by De Paul Health Services, this corporation's sole corporate member.

5. The effect of this amendment upon outstanding memberships is to substitute Daughters of Charity National Health System-West as this corporation's sole corporate member in place of De Paul Health Services.

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.

Dated: June 7, 1989

Sister Elizabeth Joseph Keaveney
Sister Elizabeth Joseph Keaveney
President

Sister Kathleen O'Sullivan
Sister Kathleen O'Sullivan
Secretary

17470-113

6450165#/2

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203014 A270277

FILED
In the office of the Secretary of State
of the State of California
SEP 2 1983
MARCH FONG EU, Secretary of State
By Kathleen P. Gutierrez
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ST. FRANCIS MEDICAL CENTER

Sister Marion Bill, D.C., and Sister Arthur Gordon, D.C., hereby certify that:

1. They are the Chairman of the Board and Secretary, respectively, of St. Francis Medical Center, a California non-profit public benefit corporation.

2. Article VII of the corporation's Articles of Incorporation is amended to read in full as follows:

"ARTICLE VII

The property and assets of the corporation are irrevocably dedicated to charitable purposes. Upon the winding up and dissolution of the corporation, its assets remaining after payment or adequate provision for payment of all debts and obligations of the corporation, shall be di tributed in accordance with a plan of liquidation (a) to the St. Francis Parent Corporation or if for any reason it is unable to take such assets for such purpose, then (b) to the Daughters of Charity of Saint Vincent de Paul, Province of the West, or if for any reason they are unable to take such assets for such purpose, then (c) to a non-profit fund, foundation or corporation approved by the members that is organized and operated exclusively for charitable purposes, exempt from federal income tax under section 501(c)(3) of the Code and operated in the United States for the benefit of the Daughters of Charity of Saint Vincent de Paul. 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code."

3. The amendment set forth above was approved by the corporation's board of directors and by the member of the corporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on this 4th day of August, 1983.

Sister Marion Bill D.C.
Sister Marion Bill, D.C., Chairman

Sister Arthur Gordon, D.C.
Sister Arthur Gordon, D.C., Secretary

The undersigned hereby declare under penalty of perjury that the statements set forth in the foregoing Certificate are true of their own knowledge. Executed at Lynwood, California, on August 4, 1983.

Sister Marion Bill D.C.
Sister Marion Bill, D.C.

Sister Arthur Gordon, D.C.
Sister Arthur Gordon, D.C.

203014 A267114

FILED
In the office of the Secretary of State of the State of California
JUL 1 1983
MARCH FONG LU, Secretary of State
By [signature]
Deputy

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
ST. FRANCIS MEDICAL CENTER

SISTER MARION BILL, D.C., and SISTER ARTHUR GORDON, D.C, certify that:

1. They are the Chairman of the Board and Secretary, respectively, of St. Francis Medical Center, a California nonprofit public benefit corporation.

2. The Articles of Incorporation of this corporation shall be amended and restated in full as follows:

* * * *

ARTICLE I

The name of the corporation is St. Francis Medical Center.

ARTICLE II

The corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes, including, for such purposes:

(a) to provide health care and conduct activities which further the health of the community;

(b) to administer (for charitable purposes), property donated to the corporation;

(c) to distribute property for such purposes in accordance with the terms of gifts, bequests or devises to the corporation not inconsistent with its purposes as set forth in these Articles of Incorporation or in accordance with a determination made by the Board of Directors pursuant to these Articles of Incorporation;

(d) to distribute property to qualified charitable organizations or for charitable purposes; and

(e) to modify any donor or grantor restrictions or condition on the use or distribution of funds or property if in the sole judgment of the Board of Directors such restriction or condition becomes unnecessary, incapable of fulfillment or inconsistent with the most effective utilization of health care resources.

The corporation shall at all times operate and conduct its affairs, and the affairs of any of its affiliated corporations, in the context of the teachings and doctrines of the Roman Catholic Church and in compliance with Canon Law and and in compliance with the objectives and philosophy of the Daughters of Charity of Saint Vincent de Paul, Province of the West.

ARTICLE III

The corporation shall have one member only as the term "member" is defined in Section 5056 of the California Nonprofit Corporation Law. The sole member shall be the St. Francis Parent Corporation.

ARTICLE IV

The corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law effective January 1, 1980, not otherwise applicable to it under Part 5 thereof.

ARTICLE V

The corporation has no capital stock, is not formed for profit and is a corporation that does not contemplate the distribution of accumulations, gains, profits or dividends to any person. The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 (the "Code"). No part of the net earnings of the corporation shall inure to the benefit of any person having a personal or private interest in the activities of the corporation, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable purposes set forth in Article II.

ARTICLE VI

The corporation shall not carry on propaganda or otherwise attempt to influence legislation, to such extent as would result in the loss of exemption under section 501(c)(3) of the Code, and the 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.

ARTICLE VII

The property and assets of the corporation are irrevocably dedicated to charitable purposes. Upon the winding up and dissolution of the corporation, its assets remaining after payment or adequate provision for payment of all debts and obligations of the corporation, shall be distributed in accordance with a plan of liquidation (a) to the St. Francis Parent Corporation

or if for any reason it is unable to take such assets for such purpose, (b) to the Daughters of Charity of Saint Vincent de Paul, Province of the West, or if for any reason they are unable to take such assets for such purpose, (c) to a nonprofit fund, foundation or corporation approved by the members that is organized and operated exclusively for charitable purposes, exempt from federal income tax under section 501(c)(3) of the Code and operated in the United States for the benefit of the Daughters of Charity of Saint Vincent de Paul, or if for any reason such assets cannot be so distributed, (d) to the Roman Catholic Archbishop of Los Angeles. 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE VIII

These Restated Articles of Incorporation, or any part hereof, may be amended or repealed, and new Articles of Incorporation may be adopted, only by the affirmative vote of a majority of the authorized number of directors of the corporation and by subsequent approval of the member.

ARTICLE IX

Any reference in these Restated and Amended Articles of Incorporation to a section of the Code shall be interpreted to include a reference to the corresponding provision of any applicable future United States internal revenue law.

* * *

3. The foregoing amendment and restatement has been approved by the Board of Directors of the Corporation.

4. The foregoing amendment and restatement has been approved by the unanimous consent of the members in accordance with Section 5516 of the Nonprofit Corporation Law of the State of California.

Sister Marion Bill, D.C.
Sister Marion Bill, D.C., Chairman

Sister Arthur Gordon, D.C.
Sister Arthur Gordon, D.C., Secretary

203014

A232493

FILED
In the office of the Secretary of State
of the State of California
MAY 1 1981
MARCH FONG EU, Secretary of State
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ST. FRANCIS MEDICAL CENTER

SISTER MARGARET BANNAN and SISTER MICHELE MANGAN certify that:

1. They are the President and Secretary, respectively, of ST. FRANCIS MEDICAL CENTER, a California corporation.

2. ARTICLE FOURTH of the Articles of Incorporation of said corporation shall be amended to read in full as follows:

"FOURTH: The members of this corporation shall consist of such persons as from time to time may hereafter become members in the manner provided by the Bylaws of this corporation. This provision shall have no effect on outstanding memberships."

3. ARTICLE SIXTH of the Articles of Incorporation of said corporation shall be amended to read in full as follows:

"SIXTH: The number of Trustees of this corporation shall be specified in the Bylaws of the Corporation."

4. ARTICLE EIGHTH of the Articles of Incorporation of said corporation shall be deleted in its entirety.

5. The foregoing amendment was approved by the Board of Trustees of said corporation.

6. The foregoing amendment was approved by the required vote of the members of said corporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment on April 30, 1981.

Sister Margaret Bannan
Sister Margaret Bannan,
President

Sister Michele Mangan
Sister Michele Mangan,
Secretary

41

We declare under penalty of perjury that the foregoing is true and correct.

Executed on April 30, 1981 at Lynwood, California.

Sister Margaret Bannan

Sister Michele Mangan

203014

NA CHANGED TO: ST. FRANCIS MEDICAL CENTER

CERTIFICATE OF AMENDMENT OF ARTICLES

OF INCORPORATION

OF

ST. FRANCIS HOSPITAL OF LYNWOOD

FILED
in the office of the Secretary of State of the State of California
JAN 11 1978
MARCH FONG EU, Secretary of State
Deputy

The undersigned certify that they now are and at all times hereinmentioned constitute all the members and a majority of the Board of Directors of St. Francis Hospital of Lynwood, a California Corporation, and that:

1. At a joint meeting of the members and the Board of Directors of the Corporation duly held at Lynwood, California, at 1:00 p.m. on December 1, 1977, the following resolution was adopted:

RESOLVED, that Article FIRST of the Articles of Incorporation of the Corporation be amended to read as follows:

FIRST: The name of the Corporation is St. Francis Medical Center.

2. The Corporation has issued no shares and will not issue any shares.

3. Four (4) members and Four (4) of the Board of Directors voted in favor of said resolution. Three (3) members and Three (3) members of the Board of Directors constitutes a quorum.

We declare under penalty of Perjury, that the foregoing is true and correct.

Executed on December 1, 1977 at Lynwood, California.

MARGARET O'CONNELL

Known in Religion as: SISTER M. CHRISTINE O'CONNELL

Kathryn Rasmussen Known in Sister Marianne Rasmussen
KATHRYN RASMUSSEN Religion as: SISTER MARIANNE RASMUSSEN

Helen Bannan Known in Sister Margaret Bannan
HELEN BANNAN Religion as: SISTER MARGARET BANNAN

Mary Alice Fahlstrom Known in Sister Pius Fahlstrom
MARY ALICE FAHLSTROM Religion as: SISTER PIUS FAHLSTROM

& JACOBS
PROFESSIONAL
PORATION
NEYS AT LAW
LORENCE AVE.
T, CA 90241
862-1647

CHAS. J. McCOLGAN
COMMISSIONER

STATE OF CALIFORNIA
OFFICE OF
Franchise Tax Commissioner
SACRAMENTO 14

May 6, 1946

St. Francis Hospital of Lynwood
3650 Imperial Highway
Lynwood, California

#203014

Dear Sir

RE: St. Francis Hospital of Lynwood

The claim of the above named organization for exemption from California franchise tax is hereby approved. Said organization need not file annual franchise tax returns unless its character, purposes, method of operation, sources of income, or the method of distribution of income, be changed. Any change in the mentioned particulars should be promptly reported to this office.

Very truly yours

CHAS. J. McCOLGAN
Franchise Tax Commissioner

By Milton A. Hoot
Milton A. Hoot
~~Associate~~ Tax Counsel
~~Assistant~~

cc - Sec. of State
cc - P. Russell

2

(For filing with the Secretary of State of the State of California pursuant to Section 3101 or Section 9003, Corporations Code)

ST. FRANCIS HOSPITAL OF LYNWOOD

a corporation, makes the following statements:

1. That it is a corporation organized under the laws of the State of California
2. The address and location of its principal office (California) are as follows:

(a) _____ (Post Office or mail address)

(b) 3630 Imperial Highway, Lynwood, California (Street address or location)

3. The names of the following officers are:

(a) President, Mother K. Noella

(b) Secretary, Sister M. Macaria

(c) Treasurer, " " "

(d) Other officers desired to be named are,

(No officers other than the president, or other head, the secretary, the treasurer, if any, need be named)

FILED
in the office of the Secretary of State of the State of California
MAY 1 3 1950
FRANK M. JORDAN, Secretary of State
By _____ Deputy

4. _____, whose address is
(Name of individual)

_____
(Give address in California at which agent can be personally contacted)

is designated as Agent for the purpose of service of process.

ST. FRANCIS HOSPITAL OF LYNWOOD

By Mother M. Noella
President

NOTES: (A) Items 1 (identity), 2 (address and location of principal office) and 3 (names of officers) must be filled in in all cases. Item 4 (designation of agent) is optional and should not be filled in unless it is desired to designate a person to act as agent for the purpose of receiving process against the corporation. Item 4 should not be filled in at all by a foreign corporation.

(B) All domestic (California) corporations, profit and nonprofit, are required to file this statement with the Secretary of State (Section 3101, Corporations Code). After the original filing, unless required by Section 9003, Corporations Code, new statements need be filed only in the case of a change of address or location of principal office. New statements may be filed at any time desired for the purpose of designating an agent, or new agent, for purpose of service of process.

(C) Every domestic and qualified foreign nonprofit corporation expressly exempted from taxation by the provisions of the Bank and Corporation Franchise Tax Act of the State of California must file this statement (items 1, 2, and 3) with the Secretary of State sometime during each and every calendar year beginning with the year 1950. Failure to file creates a presumption of abandonment making the corporation name available for use by another corporation. Such presumption of abandonment may be removed at any time by the filing of this statement, subject to the adoption of a new name if the corporation's name has been appropriated by another corporation during the period of presumed abandonment (Section 9003, Corporations Code). The statement may also be filed at any time for the purpose of changing address or location of principal office of a domestic corporation or for the purpose of designating an agent or new agent, except that it may not be filed by a foreign corporation for other purpose.

(D) There is no fee for filing this statement if only items 1, 2, and 3 be filled in. If item 4 is filled in, however, for the purpose of designating an agent for the service of process, a filing fee of $5 will be charged.

(For items ... pursuant to Section 3301 or Section 9001, Corporations Code)

ST. FRANCIS HOSPITAL OF LYNWOOD

a corporation, makes the following statements:

1. That it is a corporation organized under the laws of the State of California
2. The address and location of its principal office (California) are as follows:

(a) 3630 Imperial Highway, Lynwood, California
(Post Office or mail address)

(b) 3630 Imperial Highway, Lynwood, California
(Street address or location)

FILED
in the office of the Secretary of State
of the State of California
APR 25 1950
FRANK M. JORDAN, Secretary of State
By ... Deputy

3. The names of the following officers are:
(a) President, Mother M. Noella, R.N.
(b) Secretary, Sister M. Macaria
(c) Treasurer,
(d) Other officers desired to be named are,

Mother Marita, Vice-President, 240 Wilson Ave., Sierra Madre, California
(No officers other than the president or other head, the secretary, the treasurer, if any, need be named)

4. _____ (Name of individual), whose address is _____ (Give address in California at which agent can be personally contacted)

is designated as Agent for the purpose of service of process.

ST. FRANCIS HOSPITAL OF LYNWOOD

By Mother M. Noella
President

NOTES: (A) Items 1 (voluntary), 2 (address and location of principal office) and 3 (names of officers) must be filled in in all cases. Item 4 (designation of agent) is optional and should not be filled in unless it is desired to designate a person to act as agent for the purpose of receiving process against the corporation. Item 4 should not be filled in at all by a foreign corporation.

(B) All domestic (California) corporations, profit and nonprofit, are required to file the statement with the Secretary of State (Section 1101, Corporations Code). After the original filing, unless required by Section 9001, Corporations Code, new statements need be filed only in the case of a change of address or location of principal office. New statements may be filed at any time desired for the purpose of designating an agent, or new agent, for purpose of service of process.

(C) Every domestic and qualified foreign nonprofit corporation expressly exempted from taxation by the provisions of the Bank and Corporation Franchise Tax Act of the State of California must file this statement (Items 1, 2, and 3) with the Secretary of State annually during each and every calendar year beginning with the year 1950. Failure to file creates a presumption of abandonment making the corporation name available for use by another corporation. Such presumption of abandonment may be removed at any time by the filing of this statement, subject to the adoption of a new name if the corporation's name has been appropriated by another corporation during the period of presumed abandonment (Section 9001, Corporations Code). The statement may also be filed at any time for the purpose of changing address or location of principal office of a domestic corporation or for the purpose of designating an agent or new agent, except that it may not be filed by a foreign corporation for other purpose.

(D) There is no fee for filing the statement if only items 1, 2, and 3 be filled in. If item 4 is filled in, however, for the purpose of designating an agent for the service of process, a filing fee of $5 will be charged.

2

FILED
In the office of the Secretary of State
of the State of California
2 6 1940
FRANK M. JORDAN, Secretary of State
By _____ Assistant Secretary of State

Secretary of State
Corporation Number
203014

ARTICLES OF INCORPORATION
OF
ST. FRANCIS HOSPITAL OF LYNWOOD

We, the undersigned, all of whom are residents of the State of California, have voluntarily associated ourselves together for religious and charitable purposes, and not for pecuniary profit, for the purpose of forming a non-profit corporation under the provisions of Division I, Part 4, Title XII, Article I of the Civil Code of the State of California, and we hereby certify:

Restriction of right to amend articles: Yes (No)

FIRST: That the name of said corporation shall be ST. FRANCIS HOSPITAL OF LYNWOOD.

SECOND: That the purposes for which said corporation is formed are generally to promote the welfare and interests of the Roman Catholic Church and in particular:

(a) To own, build, maintain, equip, operate, manage and conduct hospitals, sanitariums and clinics, and to furnish medical and surgical attendance therein in any form in the care of the sick, afflicted, infirm or injured persons, and in general to do everything and anything necessary, expedient or incidental to the operation of hospitals, sanitariums and clinics in all of its phases.

(b) To take by purchase, gift, device, bequest, exchange, lease, grant or otherwise, real and personal property of every kind whatsoever, and to hold, sell and invest same and receive the income therefrom, and to devote all such principal and income to religious and charitable purposes.

(c) To hold and own, improve, develop, work, sell, lease, sublease, mortgage, convey, and otherwise dispose of any and all kinds of real and personal property and any right, title, interest or privileges therein, to enter into, make, perform, and carry out contracts of every kind for any lawful purpose with any firm, person, association, or corporation, in pursuance of the purposes herein set forth, as are now or may hereafter be permitted by the laws of the State of California.

(d) To do any and all things necessary, expedient, and proper for the carrying on of any and all of the foregoing purposes, and such purposes

as shall, at any time, appear conducive to or expedient for, the protection or benefit of the corporation.

THIRD: This corporation shall have no capital stock and is not formed for profit. This is a corporation which does not contemplate pecuniary gain, profit or dividends to the members thereof, and no part of its net earnings shall inure to the benefit of any member, individual or other corporation.

No part of the activities of this corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, in order to qualify for tax exemptions, or at all.

That the property of this corporation shall not be used or operated by the corporation, or any other person, so as to benefit any person through the distribution of profits, payments of excessive charges or compensations, or the more advantageous pursuit of such person's business or profession.

That the property of this corporation is irrevocably dedicated to religious, charitable or hospital purposes and upon the liquidation, dissolution or abandonment thereof will not inure to the benefit of any private person but shall be distributed to a fund, foundation or corporation organized and operated for religious, hospital or charitable purposes, as selected and designated by the then Board of Directors.

FOURTH: The membership of this corporation shall consist of the persons herein named as incorporators and such other persons as from time to time may hereafter become members in the manner provided by the by-laws of this corporation, which said by-laws shall provide, however, that no person shall be eligible for membership in this corporation, or shall remain a member thereof, unless she is a Sister in good standing of the Religious Society of the Order of the Roman Catholic Church known as "CONGREGATION OF SISTERS OF ST. FRANCIS OF PENANCE AND CHRISTIAN CHARITY," the Mother House of which Congregation is situated in Heijthuizen,

Holland.

FIFTH: The county in this state where the principal office for the transaction of the business of the said corporation is to be located is the County of Los Angeles.

SIXTH: The number of Directors of said corporation shall be five (5). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name:	Address:
ROSE DIERINGER, known in religion as Mother M. Noella,	3630 Imperial Highway, Lynwood, California,
ELIZABETH FINKLE, known in religion as Sister M. Clement,	3630 Imperial Highway, Lynwood, California,
MARIE BORSCH, known in religion as Sister M. Macaria,	3630 Imperial Highway, Lynwood, California,
MARY FOXEN, known in religion as Sister M. Hermina,	3630 Imperial Highway, Lynwood, California,
JUNE FITZGERALD, known in religion as Sister M. Patricia,	3630 Imperial Highway, Lynwood, California.

SEVENTH: This corporation shall continue to exist perpetually.

EIGHTH: One of the rules and regulations of the religious order known as Congregation of Sisters of St. Francis of Penance and Christian Charity, requires that each member thereof, after entering the community shall take and assume to be known by, a name in religion separate and distinct from the name by which the member is known in the world. The names in religion and in the world of each of the undersigned are given herein.

IN WITNESS WHEREOF we have hereunto set our hands this 20th day of February, 1946.

Rose Dieringer — known in religion as — Mother M. Noella
Rose Dieringer — Mother M. Noella

Elizabeth Finkle — known in religion as — Sister M. Clement
Elizabeth Finkle — Sister M. Clement

Marie Borsch known in religion as Sister M. Macaria

Mary Foxen known in religion as Sister M. Hermina

June Fitzgerald known in religion as Sister M. Patricia

STATE OF CALIFORNIA, }
COUNTY OF LOS ANGELES. } SS.

On this 20th day of February, 1946, before me, A. B. Luddy, a Notary Public in and for said County, personally appeared ROSE DIERINGER, known in religion as MOTHER M. NOELLA, ELIZABETH FINKLE, known in religion as SISTER M. CLEMENT, MARIE BORSCH, known in religion as SISTER M. MACARIA, MARY FOXEN, known in religion as SISTER M. HERMINA, and JUNE FITZGERALD, known in religion as SISTER M. PATRICIA, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same.

WITNESS my hand and official seal.

A. B. Luddy
Notary Public in and for the County of Los Angeles, State of California.

State of California
OFFICE OF THE SECRETARY OF STATE

ST. FRANCIS MEDICAL CENTER

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, 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

MARCH 11, 1991

March Fong Eu

Secretary of State

AMENDED AND RESTATED

BYLAWS OF

ST. FRANCIS MEDICAL CENTER

Adopted October 23, 2009

Amended August 2, 2013

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AMENDED AND RESTATED

BYLAWS OF

ST. FRANCIS MEDICAL CENTER

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 other 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 XIII of these Bylaws.

(a) Affiliate. The term "Affiliate" shall mean, individually, each organization that is controlled, directly or indirectly, by another organization. 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. The term "Corporate Member" shall mean Daughters of Charity Health System ("DCHS").

(c) Corporation. The term "Corporation" shall mean St. Francis Medical Center.

(d) Health System. The term "Health System" shall mean, collectively, DCHS, this Corporation and the Affiliates of DCHS and the Corporation.

(e) DOCMSC. The term "DOCMSC" shall mean Daughters of Charity Ministry Services Corporation, a California nonprofit religious corporation, which is the sole corporate member of DCHS.

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

(g) System Authority Matrix. The term "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.

Section 2. 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 as a local health ministry of the Health System sponsored by the Daughters of Charity.

ARTICLE IV

OFFICES AND SEAL

Section 1. Principal Office. The principal office of this Corporation shall be in the County of Los Angeles, State of California.

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 DCHS, acting through its Board of Directors or otherwise as provided in Article XIII, Section 2 of these Bylaws or the California Nonprofit Corporation Law.

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:

(a) Recommend that DOCMSC approve or change the mission, philosophy, role and purpose of this Corporation;

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

(c) Authorize the Board of Directors to amend the bylaws, articles of incorporation or other organizational documents of any Affiliate;

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

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

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

(g) Approve the acquisition, sale, lease, mortgage, transfer or other alienation of real or personal property of this Corporation other than in accordance with the System Authority Matrix;

(h) Approve the capital and operating budgets of this Corporation or of any Affiliate controlled by this Corporation;

(i) Approve the incurrence of debt or guaranties of this Corporation other than in accordance with the System Authority Matrix;

(j) Establish policy concerning quality of care and services for the Corporation and to approve any such policies of this Corporation that are inconsistent with the System Authority Matrix;

(k) Establish policy and procedures concerning finance and resources for the Corporation and to approve any such policies or procedures that are inconsistent with such policies or procedures;

(l) Establish criteria for the long-range financial and strategic plans of the Corporation and to approve any such plans;

(m) Establish an internal auditing program and approve any material element of the internal auditing program for this Corporation that is inconsistent with the internal auditing program established by the Corporate Member;

(n) Approve capital expenditures by this Corporation or for any Affiliate controlled by this Corporation other than in accordance with the System Authority Matrix;

(o) Approve the transfer of funds, by gift or loan, between this Corporation and one or more other Affiliates of DCHS and this Corporation or to any other person or entity other than in accordance with System Authority Matrix; and

(p) Approve any other action by this Corporation or for 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 may not vote by proxy.

Section 4. Appointment of Officer or Director or Others to Act on Behalf of Corporate Member. Subject to applicable law and the articles of incorporation and bylaws of the Corporate Member, 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.

Section 5. Annual Meeting. A meeting of the Corporate Member shall be held annually for the purpose of electing directors and to transact such other business as may be brought before such meeting. The annual meeting of the Corporate Member shall be held at such time and place as the board of directors of the Corporate Member determine from time to time.

Section 6. Action by Written Consent. Any action required or permitted to be taken at a meeting (whether annual, regular or special) by the Corporate Member under any provision of law, the Articles of Incorporation or these Bylaws may be taken without a meeting if the Corporate Member consents to such action in writing. Each such written consent shall be filed with the minutes of the proceedings of the Corporation. Such action by written consent shall have the same force and effect as a vote of the Corporate Member. Any certificate or other document filed on behalf of this Corporation relating to an action taken by the Corporate Member without a meeting shall state that the action was taken by written consent of the Corporate Member without a meeting and that the Bylaws of the Corporation authorize the Corporate Member to so act.

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, or committee however composed, provided that no delegation of authority by the Board of Directors to the Chief Executive Officer (as defined in Article VIII, Section 6 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 of these Bylaws. The Board of Directors shall retain the right to rescind any such delegation.

Section 2. Reserved Powers of DCHS as the Corporate Member and of DOCMSC as the Corporate Member of DCHS; Final Action. Certain actions of the Board of Directors are subject to the Reserved Powers of DCHS, 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) The Board of Directors shall consist of not less than three (3) nor more than seventeen (17) members, as follows:

(i) A minimum number of three (3) members in good standing of the Daughters of Charity of St. Vincent de Paul ("Daughters of Charity Directors");

(ii) the President and Chief Executive Officer of the Corporate Member, ex officio with vote; and

(iii) the remainder may consist of persons who are not members of the Daughters of Charity of St. Vincent de Paul ("At-large Directors").

(b) All 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.

(c) 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 provision of this Section shall not affect the validity or enforceability of any transaction entered into by this Corporation.

Section 4. Appointment. Appointed directors shall be appointed annually by the Corporate Member at the annual meeting of the Corporate Member or by action by written consent in lieu thereof, each such appointment to take effect at such time as the Corporate Member may determine.

Section 5. Term. Each Daughters of Charity Director shall hold office for a term set by the Corporate Member or until her successor is appointed and qualified or until she sooner dies, resigns, is removed or ceases to be a member of the Daughters of Charity of St. Vincent de Paul. Each person serving as an At-large Director shall hold office for a term of one (1) year or such other period set by the Corporate Member or until a successor is appointed and qualified or until such person sooner dies, resigns, is removed or becomes disqualified.

Section 6. Removal and Filling of Vacancies. Any Director 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 missed more than half of the meetings of the Board of Directors during any twelve-month period other than by reason of illness, 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 that a person shall be so removed as Director or such office is declared vacant, a new Director to fill the unexpired portion of the term of the Director who was removed or whose office was declared vacant may be appointed by the Corporate Member.

Section 7. Resignation. Any Director may resign at any time by delivering her or his resignation in writing to the Chairperson of the Board of Directors, the President or the Secretary or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 8. Expenses. The Directors may receive advances or reimbursement of reasonable expenses incurred in connection with their services 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 Corporate Member may fix by resolution from time to time.

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 Meetings. Notice of the time and place of regular and 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 (including e-mail), addressed to such Director at her or his 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 may be taken without a meeting if all of the Directors individually or collectively shall 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, as long as 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 her or his resignation or removal, other disqualification to serve or until her or his successor shall be elected and qualified.

Section 2. Appointed Officers.

(a) The appointed officers of this Corporation shall include a Chairperson of the Board and a President and Chief Executive Officer, who shall be appointed in accordance with the provisions of Sections 4 and 6 of this Article VIII, respectively. 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 additional officers from among the members of the Board of Directors (including, for example, one or more assistant Secretaries and Treasurers), as the business of this Corporation may require, each of whom shall serve for such period, have such authority and perform such duties 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 may be removed, with or without cause, only by the Corporate Member, and the President and Chief Executive Officer may be removed, with or without cause, only by the Corporate Member after consultation with the Board of Directors of this Corporation and the President and Chief Executive Officer of the Corporate Member. If 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 who is also a Director shall be automatically removed as such an officer upon her or his 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 each year at the annual meeting of 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. President and Chief Executive Officer. The President and the Chief Executive Officer shall be the chief executive officer of this Corporation, shall be an employee of DCHS and shall serve as a member of the DCHS executive team. The President and Chief Executive Officer shall report to and be accountable to this Corporation's Board of Directors and the President and Chief Executive Officer of the Corporate Member and shall have general supervision, direction and control of the business and employees 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. The President and Chief Executive Officer shall be appointed by the Corporate Member after consultation with this Corporation's Board of Directors and the President and Chief Executive Officer of the Corporate Member. The Chairperson of the Board of this Corporation and the President and Chief Executive Officer of the Corporate Member shall initiate and conduct periodic performance reviews of the President and Chief Executive Officer of this Corporation, taking into account the advice and comments of this Corporation's Board of Directors. 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 her or his subordinate officers. The President and Chief Executive Officer may be an ex-officio non-voting member of all Board committees, if so determined by the Board of Directors. The President and Chief Executive Officer 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 and the Province;

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

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

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

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

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

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

(h) to serve as an ex-officio member of all Medical Staff committees and on such Board committees as determined by the Board of Directors;

(i) to provide for an ongoing fund development and fund raising program;

(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 Vice Presidents and to evaluate their performance annually, to assure the proper selection, employment, control and discharge of employees and the development and maintenance of this Corporation's written personnel policies and practices for the Corporation;

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

(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;

(o) to assure full cooperation with the Medical Staff and with all those concerned so that high quality care and professional services may be rendered to patients in the best manner;

(p) to be accountable to the Board of Directors for maintaining licensure, accreditation and compliance of health care facilities of the Corporation with conditions of participation in federal and state health programs and for implementing the performance improvement and improvement objectives of the Corporation;

(q) to assure a good liaison with the Medical Staff and to attend appropriate Medical Staff meetings;

(r) to assure the Board of Directors of an adequate program of orientation of all new members of the Board of Directors, the Medical Staff management and other associates of the Corporation to the mission, philosophy and policies of the Corporation, the Health System and the Daughters of Charity of St. Vincent de Paul, Province of the West, and to the *Ethical and Religious Directives for Catholic Health Care Services*;

(s) to assure the Board of Directors of an adequate program of granting hospital privileges to and appointments and reappointments of physicians in accordance with Board-approved Medical Staff bylaws, rules and regulations;

(t) to exercise judgment to suspend clinical privileges of any medical Staff member in an emergency situation and/or in accordance with Board-approved Medical Staff bylaws, rules and regulations; and

(u) to provide for preparation and maintenance of adequate and accurate medical records.

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 Treasurer shall submit or cause to be submitted to the Board of Directors annual statements of receipts and expenditures.

Section 8. 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. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

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 and capital. 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. The Chief Financial Officer 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 Chief Financial Officer of 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 is not an officer of the Corporation for purposes of these Bylaws or the California Nonprofit Law. The Chief Financial Officer shall be appointed by and shall be subject to removal by the President and Chief Executive Officer of the Corporation as a corporate employee with the concurrence of the Board of Directors of the Corporation and the Chief Financial Officer of the Corporate Member, and shall report to and be accountable to the President and Chief Executive Officer of this Corporation and the Chief Financial Officer of the Corporate Member.

Section 10. 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 11. 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. 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 that shall have legal authority to act for this Corporation shall, to the extent provided in a resolution of the Board adopted by a majority of the Directors then in office, 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.

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 otherwise prescribed, committees shall conduct their affairs as nearly as may be in the same manner as is provided in these Bylaws for the directors. Each committee shall keep minutes of its proceedings and shall report the same to the Board 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. The chair of each committee shall be a Director.

Section 2. Committees of the Board. Each Committee of the Board shall consist of at least two or more Directors and such other persons as the Board may select. The chairperson and members of Committees of the Board shall be appointed by the Board of Directors by resolution adopted by a majority of the Directors then in office. 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, who shall be non-voting members of such committee.

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 (except for the chair of the committee, who shall be a Director), and may include non-voting members and alternate members. The membership of any Advisory Committee that deliberates issues affecting the discharge of Medical Staff responsibilities shall include one or more members of the Medical staff. 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. Finance Committee. The Finance 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 four 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 members of the Committee shall include the President and Chief Executive Officer of the Corporation, the Treasurer of the Corporation, the Chief Financial Officer of the Corporate Member, and at least one other person who is not an officer of the Corporation. The Committee shall have general surveillance over the finances of

the Corporation, shall approve the annual budget of and any financial statements prepared by the Corporation, and shall make regular reports and recommendations to the Board of Directors. If there is no separate Audit Committee, the Finance Committee shall be responsible for performing the functions of the Audit Committee as set forth in these Bylaws.

Section 5. Audit 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 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 approve the financial statements prepared by the Corporation, and shall make regular reports and recommendations to the Board of Directors.

Section 6. Quality and Patient Safety Committee. The Quality and Patient Safety 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. The Quality and Patient Safety Committee shall consist of not fewer than three members, all of whom shall be or shall be capable of becoming familiar with basic issues and requirements affecting the quality performance of acute-care hospitals. At least one member of the Committee shall be a Director, and at least one shall be the Chief Medical Officer of the Corporation or, if none exists, the Chief of Staff or other senior physician practicing in a facility affiliated with the Corporation, appointed by the Board of Directors, and the President and Chief Executive Officer of the Corporation and the Vice President of Quality of the Corporate Member shall be each a member *ex officio* with vote. The Quality and Patient Safety Committee shall meet a minimum of six times a year, shall present regular reports to the Board of Directors and shall oversee the establishment and implementation of an ongoing quality assurance program in accordance with its charter, including, for example and without limitation: review of reports from the administration and the medical staff of the Corporation addressing quality performance, assessment of the impact of the Committee's oversight on quality performance, review of information regarding patient experience; evaluation of the adequacy of resources allocated to quality improvement, and monitoring of participation in national quality improvement efforts.

Section 7. Term of Office. The chairperson and each member of a standing committee shall serve until the next appointment of Directors and until her or his successor is appointed or until such committee is sooner terminated or until she or he is removed, resigns or otherwise ceases to qualify as a member of the committee. Unless otherwise specified by the Board of Directors, the chairperson and each member of a special committee shall serve for the life of the committee unless such person is sooner removed, resigns or ceases to qualify as a member of such committee.

Section 8. 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 9. 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

MEDICAL STAFF

Section 1. Organization, Appointments and Hearings.

(a) The Corporation shall maintain an organized medical staff that is accountable to the Board of Directors. The Board of Directors shall have the ultimate authority and responsibility for the oversight and delivery of health care rendered by all licensed independent practitioners and other practitioners granted practice privileges at health facilities licensed in the name of this Corporation. The Board of Directors shall organize the physicians, dentists, podiatrists and such other categories as may be permitted by law and granted practice privileges at health facilities licensed in the name of this Corporation into one or more staffs ("Medical Staff") under Medical Staff bylaws approved by the Board of Directors. The Board of Directors shall also make provision for credentialing and privileging through the medical staff process of such categories of licensed independent practitioners and other practitioners as the Board of Directors may authorize under Medical Staff bylaws approved by the Board of Directors) the "Allied Health Professional Staff"). The Board of Directors shall consider recommendations of the Medical Staff and appoint to the Medical Staff and the Allied Health Professional Staff such practitioners as meet the qualifications for membership and privileges set forth in the Medical Staff bylaws. Only members of the Medical Staff may admit patients. Each member of the Medical Staff and the Allied Health Professional Staff shall have appropriate authority and responsibility for the care of her or his patients, subject to the limits of her or his licensure and privileges, as delineated by the Board of Directors, and subject to such limits as are contained in these Bylaws and in the Bylaws, Rules and Regulations of the Medical Staff.

(b) All applications for appointment to the Medical Staff and the Allied Health Professional Staff shall be in writing and addressed to the Medical Staff secretary. They shall contain full information concerning the applicant's education, licensure, practice, previous hospital experience and any history with regard to licensure and hospital privileges.

(c) All appointments to the Medical Staff and the Allied Health Professional Staff shall be for a maximum period of two (2) years, renewable by the Board of Directors upon re-application. When an appointment is denied or not renewed, or when privileges have been or are proposed to be denied, reduced, suspended or terminated, the affected practitioner shall be

afforded a fair hearing and review conducted in accordance with the hearing and appeal provisions of the Medical Staff bylaws.

(d) Liaison among the Board, Administration, the Medical Staff and the Allied Health Professional Staff shall be accomplished as determined by the Board of Directors from time to time.

Section 2. Medical Care and Evaluation.

(a) The Medical Staff shall be responsible to the Board of Directors for providing appropriate professional care to patients and for overseeing the quality of care, treatment and services delivered by the Medical Staff and the Allied Health Professional Staff, evaluating the competency of practitioners, delineating the privileges of members of the Medical Staff and the Allied Health Professional Staff, and providing leadership in performance improvement activities of the Corporation.

(b) The Board of Directors, in the exercise of its responsibility to establish, maintain and support an ongoing performance improvement program, shall delegate to the Medical Staff initial authority for assuring appropriate professional care by members of the Medical Staff to patients. The Medical Staff shall discharge this responsibility through a continuing review, analysis, and appraisal of the quality of care provided by members of the Medical Staff and the Allied Health Professional Staff and an appropriate response to findings. Such performance improvement activities shall be regularly reported, together with their results and recommended responses, to the Board of Directors.

(c) The Medical Staff and the Allied Health Professional Staff shall maintain adequate and accurate medical records for all patients.

(d) The Medical Staff shall make recommendations to the Board of Directors concerning:

(1) Appointments, re-appointments and alterations to Medical Staff and Allied Health Professional Staff status;

(2) Granting, revocation and alteration of privileges;

(3) Corrective and disciplinary actions;

(4) All matters relating to professional competency; and

(5) Such specific matters as may be referred to it by the Board of Directors.

Section 3. Medical Staff Bylaws.

(a) There shall be Bylaws, Rules and Regulations for the Medical Staff setting forth its organization and government. Proposed Medical Staff bylaws, rules and regulations

shall be recommended and approved by the Medical Staff and shall become effective only upon their approval by the Board of Directors, which approval shall not be unreasonably withheld.

(b) The Medical Staff Bylaws shall include procedures for:

(1) written, well-defined criteria for appointment, precluding the possibility of discrimination according to color, national origin, race, creed, sex or age;

(2) appointment, reappointment, delineation of privileges, curtailment and revocation of privileges;

(3) an appeals mechanism for review of decisions to deny, curtail or revoke privileges;

(4) a performance improvement program by which patient care is regularly evaluated and verification of this evaluation and of responsive actions taken is provided to the Board of Directors;

(5) attestation by signature of each practitioner that he or she will abide by the Medical Staff Bylaws, Rules and Regulations and the policies of the Corporation and Health System;

(6) communication between the Board of Directors and the Medical Staff through the Executive Committee of the Medical Staff;

(7) assurance of abiding by ethical principles set forth in the Ethical and Religious Directives for Catholic Health Care Services approved by the United States Conference of Catholic Bishops;

(8) requiring that only a licensed practitioner with clinical privileges shall be directly responsible for a patient's diagnosis and treatment within the area of such practitioner's privileges; each patient's general medical condition shall be the responsibility of a physician member of the Medical Staff; each patient admitted shall receive a baseline history and physical examination by a physician or other licensee who has the requisite privileges; a physician member of the Medical Staff shall be responsible for the care of any medical problems that may be present at the time of admission or that may arise during hospitalization;

(9) the selection and appointment of officers of the Medical Staff and of Medical Staff department chairpersons, all of whom shall be subject to approval of the Board of Directors;

(10) restricting membership in the Medical Staff to physicians, dentists, podiatrists and, when authorized, clinical psychologists , and membership in the Allied Health Professional Staff to licensed independent practitioners in categories approved for privileges who are competent in their respective fields, worthy in character and in professional ethics; and

(11) maintaining self-government by the Medical Staff with respect to

the professional work performed at the Corporation and periodic meetings of the Medical Staff to review and analyze clinical experience at regular intervals, with patient medical records as the basis for such review and analysis.

(c) The Medical Staff Bylaws shall provide that:

(1) there shall be no discrimination with respect to Medical Staff privileges or the provision of professional services against a licensed physician on the basis of whether that physician holds an M.D. or a D.O. degree; and

(2) whenever staffing requirements for a service mandate that the physician responsible for the service be certified or eligible for certification by an appropriate American Medical board, such position may be filled by an osteopathic physician who is certified or eligible for certification by the equivalent appropriate American osteopathic board.

Section 4. Medico-Administrative Personnel. Except as specified in written requirements for such positions, physicians and specified professional personnel engaged by this Corporation either full time or part time as employees or independent contractors in any medico-administrative positions, shall not be required to maintain membership on the Medical Staff. Members of the Medical Staff in medico-administrative positions may be terminated from their contractual relationship with this Corporation according to corporate policy or according to the terms of their contracts.

ARTICLE XI

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 or other voting securities held by it in any other corporation or other entity 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 the absence 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 such securities.

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, and subject to the System Authority Matrix, 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, 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 by 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 Corporation Law.

Section 6. 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 7. Review of Bylaws. At least once every two (2) years, the Board of Directors shall review these Bylaws and recommend revisions to the Corporate Member as necessary to assure their compliance with all relevant requirements for licensure and accreditation of the health care facilities of the Corporation by state agencies and The Joint Commission, respectively.

ARTICLE XII

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 other 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 other 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 other 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 attorney's 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 other 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 other 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 XIII

MAINTAINING A UNIFIED HEALTH SYSTEM

Section 1. Generally. In order to ensure the relationships between organizations in the Health System that 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 member or controlling organization contain the following:

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

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

(c) Provisions that require such entity to require that the governing document or documents of organizations it controls contain a provision that 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 term 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, operating agreements and any other document that creates or governs the organization or entity.

Section 2. Exercise of Reserved Powers. All action by this Corporation as the sole member or controlling person of an Affiliate shall be taken by this Corporation's Board of Directors. Subject to 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 member or controlling person of an Affiliate. So

long as such appointment remains in effect, all actions taken by such appointee shall be binding upon this Corporation.

ARTICLE XIV

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 XV

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.