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**ARTICLES OF INCORPORATION
OF
ST. VINCENT MEDICAL CENTER**

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

SEP 11 2001

BILL JONES, Secretary of State

ARTICLE I

The name of this Corporation is: St. Vincent 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

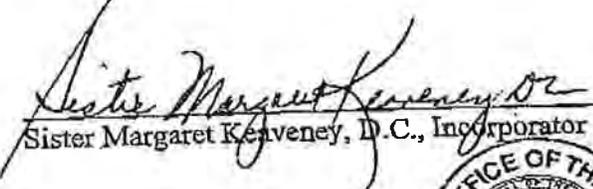
The name and address in the State of California of this corporation's initial agent for service of process is:

William Parente, President & CEO
St. Vincent Medical Center
2131 West Third Street
Los Angeles, CA 90051

ARTICLE VI

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

September 10, 2001

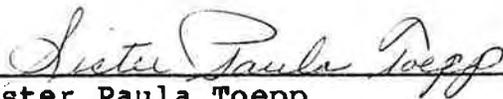

Sister Margaret Keaveney, D.C., Incorporator



CERTIFIED ARTICLES OF INCORPORATION
OF
ST. VINCENT MEDICAL CENTER, INCORPORATED

The undersigned hereby certifies that she is the duly elected, qualified and acting Secretary of St. Vincent Medical Center, Incorporated, a nonprofit public benefit corporation, organized and existing under the laws of the State of California, that she has custody of the corporate seal and corporate records of said corporation, that attached hereto is a true and correct copy of the Articles of Incorporation, and all amendments thereto, of St. Vincent Medical Center, Incorporated and that said Articles of Incorporation in the form attached hereto, are presently in full force and effect and have been in full force and effect on and at all times subsequent to 11/4, 1985.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed her signature and affixed the corporate seal of said corporation this 12th day of December, 1985.



Sister Paula Toepp
Secretary, as aforesaid

(SEAL)

1141140

A293269

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
VINCENTIAN HEALTH SERVICES

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

JAN 23 1985

STATE OF CALIFORNIA, Secretary of State

James E. Harris
Deputy

1. They are the Chairman of the Board and Secretary, respectively, of Vincentian Health Services, a California non-profit public benefit corporation.

2. Article IV of the Articles of Incorporation of the Corporation shall be amended in full as follows:

The sole member of the corporation shall be Daughters of Charity Health System-West, a California nonprofit public benefit corporation (the "Member"), as the term "member" is defined in Section 5056 of the California Nonprofit Corporation Law.

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

4. The foregoing amendment has been duly approved by the required vote of the members.

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: January 10, 1985

Sister Elizabeth Parham
Sister Elizabeth Parham, Chairman

Sister William Eileen Dunn
Sister William Eileen Dunn, Secretary

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A281740

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
VINCENTIAN HEALTH SERVICES

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

MAY 7 1984

MORCH FONG EA, Secretary of State

Deputy

Vincent F. Guinan and Sister Paula Toepp, certify that:

1. They are the president and secretary, respectively,
of Vincentian Health Services, a California corporation.

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

"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. The corporation is organized and shall be operated exclusively for charitable purposes by conducting or supporting activities for the benefit of, or performing the functions of, qualified organizations. An organization is a qualified organization only if it is described in section 501(c)(3) and section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1954. In furtherance of such purposes the corporation may

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

(b) 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;

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

(d) 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 its 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 in compliance with the objectives and philosophy of the Daughters of Charity of Saint Vincent de Paul, Province of the West."

3. The foregoing amendment of articles of incorporation has been duly approved by the Board of Directors of the corporation.

4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of members.

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: May 2, 1984

Vincent F. Guinan
Vincent F. Guinan, President

Sister Paula Toepp
Sister Paula Toepp, Secretary

NAME CHG. TO: VINCENTIAN HEALTH SERVICES

A274595

1141140

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
ST. VINCENT PARENT CORPORATION

FILED
In the office of the Secretary of State
of the State of California
DEC 8 1983
MARCH FONG ELI, Secretary of State
By B. D. [Signature]
Deputy

VINCENT F. GUINAN and SISTER PAULA TOEPP
certify that:

1. They are the President and Secretary, respectively, of St. Vincent Parent Corporation, a California nonprofit public benefit corporation.

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

"ARTICLE I

The name of the corporation is Vincentian Health Services."

3. Article VII of the Corporation's Articles of Incorporation is amended in full to read 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 distributed in accordance with a plan of liquidation (a) 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, (b) 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. 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."

4. The foregoing amendments have been approved by the Board of Directors of the Corporation.

5. The foregoing amendments have been approved by the unanimous consent of the members in accordance with Section 5516 of the Nonprofit Corporation Law of the State of California.

Vincent J. Turner
Sister Paula Tapp, D.C.

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Los Angeles, California on November 2, 1983.

Vincent J. Turner
Sister Paula Tapp, D.C.

13794

A266417

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. VINCENT MEDICAL CENTER, INCORPORATED

FILED
in the office of the Secretary of State
of the State of California
JUN 9 1983
MARCH FUNG EU, Secretary of State
By Beid Hoeks
Deputy

Sister Elizabeth Parham and Sister Helen Carmody, certify that:

1. They are the Chairman and VICE Chairman, respectively, of St. Vincent Medical Center, Incorporated, 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. Vincent Medical Center, Incorporated.

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 administer (for charitable purposes), property donated to the corporation;
- (b) 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;
- (c) to distribute property to qualified charitable organizations or for charitable purposes; and
- (d) 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 in compliance with the objectives and philosophy of the Daughters of Charity of Saint Vincent de Paul, Province of the West. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

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. Vincent Parent Corporation.

ARTICLE IV

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 V

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 VI

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 of 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. Vincent 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 propoganda 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 VII

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 VIII

Any reference in these Restated 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 Elizabeth Parkman
Sister Helen Carrigan

The undersigned declare that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Los Angeles, California on May 24, 1983,
1983.

Sister Elizabeth Parkman
Sister Helen Carrigan

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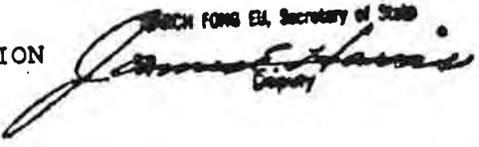
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FILED
in the office of the Secretary of State
of the State of California

MAY 10 1983

JOHN FONG EL, Secretary of State



ARTICLES OF INCORPORATION
OF
ST. VINCENT PARENT CORPORATION

ARTICLE I

The name of the corporation is St Vincent Parent Corporation.

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 administer (for charitable purposes), property donated to the corporation;
- (b) 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;
- (c) to distribute property to qualified charitable organizations or for charitable purposes; and
- (d) 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 its 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 in compliance with the objectives and philosophy of the Daughters of Charity of Saint Vincent de Paul, Province of the West.

ARTICLE III

The name and address in the State of California of the corporation's initial agent for the service of process is VINCENT F. GUINAN, PRESIDENT, 2131 West Third Street, Los Angeles, California 90057.

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ARTICLE IV

Those persons who serve from time to time as (i) the Chairman of the members (the person who shall be serving as the Visitatrix), (ii) the members of the Provincial Council and (iii) the Provincial Treasurer, of the Daughters of Charity of Saint Vincent de Paul, Province of the West, shall be the members of the corporation, as the term "member" is defined in Section 5056 of the California Nonprofit Corporation Law.

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 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, (b) 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, or if for any reason such assets cannot be so distributed, (c) 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 Articles of Incorporation, or any part thereof, 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 members.

ARTICLE IX

Any reference in these 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.

Dated: May 1 1983.
Vincent Furnan

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Vincent Furnan

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NO. CHGD. TO: ST. VINCENT MEDICAL CENTER, INCORPORATED

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

APR 2 1974

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ST. VINCENT'S HOSPITAL

EDWARD G. BROWN, Jr. Secretary of State
by *James Haines* Deputy

The undersigned, SISTER ANDREA HICKEY and SISTER MARY ELIZABETH REED, do hereby certify that they now are and during all times mentioned herein have been the President and Secretary of ST. VINCENT'S HOSPITAL, a California nonprofit corporation, and, further, they do hereby certify as follows:

1. That at a meeting of the Board of Directors of said corporation held on the 21st day of January, 1974, at 9:30 a.m. at 2131 West Third Street, Los Angeles, California, the said Board of Directors duly adopted the Resolution amending the Articles of Incorporation attached hereto and incorporated herein by this reference.

2. That at a special meeting of the members of the corporation held on the 28th day of January, 1974, at 6:30 a.m. at 2131 West Third Street in the City of Los Angeles, State of California, the foregoing Resolution amending the Articles of Incorporation was duly adopted and approved by the members.

3. That the vote of the members in favor of the Resolution was unanimous; with a total corporation membership of seventeen (17), fifteen (15) members were present and voting.

IN WITNESS WHEREOF, the undersigned have executed this
Certificate of Amendment this 24 day of February
1974.

Sister Andrea Hickey
SISTER ANDREA HICKEY

Sister Mary Elizabeth Reed
SISTER MARY ELIZABETH REED

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

Sister Andrea Hickey and Sister Mary Elizabeth Reed, being first duly sworn, each for herself deposes and says:

That Sister Andrea Hickey is and was at all times mentioned in the foregoing Certificate of Amendment the President of St. Vincent's Hospital, the California corporation therein mentioned;

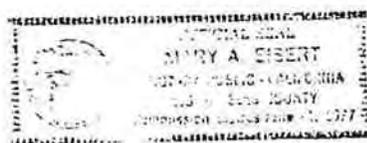
That Sister Mary Elizabeth Reed is and was at all times mentioned in the foregoing Certificate of Amendment the Secretary of said corporation;

That each has read said Certificate of Amendment and each of the statements therein made, and it is true of her knowledge, and the signatures purporting to be the signatures of said President and Secretary thereof are the genuine signatures of said President and Secretary respectively.

Sister Andrea Hickey
SISTER ANDREA HICKEY

Sister Mary Elizabeth Reed
SISTER MARY ELIZABETH REED

Subscribed and sworn to before me this 25th day of May
1974.



M. A. Chert
Notary Public

RESOLUTION

WHEREAS, it is deemed by the Board of Directors and members of this corporation to be in its best interest and in the best interest of its members that the ARTICLES OF INCORPORATION be amended;

NOW, THEREFORE, BE IT RESOLVED that the ARTICLES OF INCORPORATION of this corporation be amended to read as follows:

ARTICLE ONE

The name of this corporation shall be ST. VINCENT MEDICAL CENTER, INCORPORATED.

ARTICLE TWO

A. The primary purposes for which this corporation is organized is for charitable purposes to engage in health care delivery, research and education, corporate planning, acquisition and management of property and financial development, all in furtherance of such charitable purposes.

B. Incidental to the primary charitable purposes set forth in Paragraph "A" of this ARTICLE TWO this corporation shall have the following general purposes and powers:

1. To establish, build, acquire, own, equip,

maintain, conduct, manage and operate an institution or institutions within or without the State of California with permanent facilities designed to nurse and care for the sick and afflicted without regard to age, sex, creed, race, politics or financial capability.

2. To provide physical facilities, personnel, equipment and such other necessities as in the opinion of the Board of Trustees are required to organize, promote and carry on research and educational activities related to the care of the sick, diseased and injured or to the promotion of the health of the individual and/or the general population.

3. To retain legal counsel and such other professional and/or voluntary counsel as is deemed necessary to engage in comprehensive planning designed to fulfill the primary purposes of this corporation.

4. To acquire, receive and hold real and personal property of every kind and character whatsoever by gift, endowment, devise, legacy or bequest and to perform any and all lawful acts necessary to realize said gifts, endowments, devises, legacies and bequests and to make the same available to the corporation.

5. To act as trustee under any trust incidental to the principal objects of the corporation, and in connection therewith, to receive, hold, administer and

which the corporation may deem necessary or expedient for the administration of the affairs or the attainment of the corporation; and to have, enjoy and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon nonprofit corporations by the laws of California, including the right to enter into partnerships, and to do any and all of the things hereinbefore set forth, as principal and as agent, to the same extent as natural persons might or could do, in any part of the world.

The matters expressed in each clause of this Paragraph "B" of this ARTICLE TWO shall, except as otherwise expressly provided, not be limited by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes, objects and powers, and the enumeration of specific purposes, objects and powers shall not be construed to limit or restrict in any manner the meaning of the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed; provided, however, that notwithstanding any of the powers set forth herein, this corporation may not engage in activities which in themselves are not in furtherance of its primary charitable purposes.

ARTICLE THREE

The principal office for the transaction of business of this corporation is located in the County of Los Angeles, State of California.

ARTICLE FOUR

This corporation is organized pursuant to the general nonprofit corporation law of the State of California and does not contemplate pecuniary gain or profit to the members or trustees thereof and is organized for nonprofit purposes.

ARTICLE FIVE

A. The members of this corporation shall consist of the Visitatrix and those members of the Daughters of Charity of St. Vincent de Paul who constitute the Council of the Province of the West and the Provincial Treasurer.

B. The voting and other rights, privileges and obligations of members shall be set forth in the bylaws of this corporation.

ARTICLE SIX

A. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees appointed by the corporate members. The number of trustees of this corporation shall be a

minimum of five.

B. The following are the persons who were named as the first trustees of the corporation in the original Articles of Incorporation and are the names by which the first trustees of the corporation shall thereafter forever be called and known:

Sister Mary Scholastica Lowson
Sister Frances Xavier Schaner
Sister Anne Gillen
Sister M. Eugenia Macennis
Sister Mary Corsina McKay
Sister Teresa McDonald
Sister Mary Ellen Downey
Sister Mary Angela Woyland
Sister Rosanna Smith

C. The following are the persons who are named as current trustees of the corporation and will serve in such capacity until relieved by appointing authority, incapacitated or until appointment of successors:

Sister Andrea Hickey
Sister Anne Robb
Sister Mary Elizabeth Reed
Sister Eleanor Larson
Sister Catherine Mueller
Sister Teresa Piro

ARTICLE SEVEN

the property and assets of this corporation of every kind whatsoever are irrevocably dedicated to charitable purposes and upon the liquidation, dissolution, winding up or abandonment of this corporation, none of its property or assets shall inure to the benefit of any private person or

persons but shall, after payment or provision for payment of all of the debts and obligations of the corporation, be distributed to (a) the Daughters of Charity of St. Vicent de Paul Province of the West exclusively for charitable purposes, or if for any reason they are unable to take such assets for such purpose, (b) to the Roman Catholic Archbishop of Los Angeles. If for any reason none of the above specifically named distributees are able to take such assets, then the property of the corporation shall be distributed to a fund, foundation or corporation selected and designated by the Board of Trustees of this corporation, which fund, foundation or corporation is organized and operated exclusively for charitable purposes, and which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 and Sections 214 and 23701(d) of the Revenue and Taxation Code of the State of California as such sections, respectively, now exist or may subsequently be amended.

ARTICLE EIGHT

No part of the net income or earnings of this corporation shall inure to the benefit of any member, trustee or individual, and no part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including the publication or distribution of statements) on

behalf of any candidate for public office.

ARTICLE NINE

These Articles may, except as otherwise provided by law imposing more stringent requirements, be amended by resolution of the Board of Trustees subject to ratification by the members given either before or after adoption of the resolution by the Board of Trustees.

Statement by Nonprofit Corporation of Address of Principal Office
and Names of Officers

(For filing with the Secretary of State of the State of California
pursuant to Section 7003, Corporations Code)

13
ST. VINCENT'S HOSPITAL

a corporation, makes the following statements:

1. That it is a nonprofit corporation organized under the laws of the State of California
2. The address and location of its principal office (California) are as follows:
 - (a) 2131 West Third Street, Los Angeles 5, California
(Post Office or mail address)
 - (b) Same
(Street address or location)
3. The names of the following officers are:
 - (a) President, Sister M. Raymond
 - (b) Secretary, Sister M. Fidelis
 - (c) Other officers desired to be named are, Assistant Secretary, J. Howard Sizman, Esq.

(No officers other than the president or other officer, and the Secretary, need be named.)

FILED

In the office of the Secretary
of the State of California

MAR 3 - 1952

FRANK M. JORDAN, Secretary of State

By [Signature]
Deputy

ST. VINCENT'S HOSPITAL
Name of Corporation

By [Signature]
(Title) Assistant Secretary

NOTES: (A) Every domestic and qualified foreign nonprofit corporation exempt from taxation by the provisions of the Bank and Corporation Franchise Tax Act of the State of California must file this statement with the Secretary of State commencing 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 (see Item 9001, Corporations Code).

(B) There is no fee for filing this statement.

ROBERT C. KIRKWOOD, CHAIRMAN
STATE CONTROLLER

JOHN M. PAIRCE, VICE-CHAIRMAN
DIRECTOR OF FINANCE

GEORGE R. REILLY
CHAIRMAN ADHOC BY APPOINTATION



JOHN J. CAMPBELL
EXECUTIVE OFFICER

107 15 1953

STATE OF CALIFORNIA
OFFICE OF
Franchise Tax Board

SACRAMENTO 14

April 15, 1953

St. Vincent's Hospital
c/o Melick, Dealer, J. Barrett
621 South Home Street
Los Angeles 17, California

113794

Gentlemen:

RE: Exemption From Franchise Tax

It is the opinion of this office, based upon the evidence presented, that you are exempt from State Franchise tax under the provisions of Section 13700 of the Revenue and Taxation Code, as it is shown that you are organized and operated exclusively as a charitable organization.

Accordingly, you will not be required to file franchise tax returns unless you change the character of your organization, the purposes for which you were organized, or your manner of operation. Any such changes should be reported immediately to this office in order that their effect upon your exempt status may be determined.

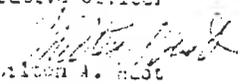
You will be required, however, to file annually, beginning with your current accounting period, an information return on Form 109 by the 15th day of the 15th month following the close of your fiscal year with this office as long as this exemption remains in effect. However, if you have income that is taxable under the provisions of Section 23771 of the Revenue and Taxation Code, a return on Form 100 must be filed by the 15th day of the third month following the close of your fiscal year. These forms may be obtained from this office or any of its branches.

Contributions made to you are deductible by the donors in arriving at their taxable net income in the manner and to the extent provided by Sections 1715, 17316, 17317, and 2131K of the Revenue and Taxation Code.

If the organization is not yet incorporated or has not yet qualified to do business in California, this approval will expire within thirty days unless incorporation or qualification is completed within such period.

Very truly yours

FRANCHISE TAX BOARD
John J. Campbell
Executive Officer

By 
William A. West
Associate Tax Counsel

William A. West
Secretary of State

1 That no part of its activity shall be devoted to carrying
2 on propaganda for or against, or otherwise influencing leg-
3 islation.

4 (4) To lease or purchase any real estate, or to
5 lease, construct or purchase any or all buildings or fur-
6 nishings, or equipment, which may be necessary, proper or
7 useful in carrying out the purposes or for the benefit of the
8 hospital, or as may be deemed to be conducive to the welfare
9 of this corporation;

10 (5) To have, own, make, receive and hold by gift,
11 devise, bequest or endowment, such real or personal property
12 as may be necessary, useful or advantageous in the carrying
13 out of the general purposes or for the benefit of the hospi-
14 tal or as may be deemed to be conducive to the welfare of
15 this corporation;

16 (6) To acquire or purchase, and to hold or im-
17 prove, develop, sell, lease, mortgage, encumber, convey or
18 otherwise dispose of and deal in any and all kinds of real
19 estate, franchises, licenses, titles or interests,
20 hereditaments, tenements, or privileges whatsoever,
21 and water rights, and stock and bonds, securities, or other
22 commercial paper of corporations, firms, or individuals, in so
23 far as the same may be necessary, convenient or advantageous
24 to the carrying out of the general purposes, or for the
25 benefit of the hospital, or as may be deemed to be conducive
26 to the welfare of this corporation;

27 (7) To create bonded indebtedness, and to borrow
28 or loan money upon any and all kinds of property, securities,
29 collections, or indebtednesses, and to execute and to issue
30 corporate notes, bonds or other evidences of indebtednesses
31 therefor; to execute mortgages, and deeds of trust or other
32 evidences of security upon the corporate or its property,

1 either real or personal, as security for notes or bonds, or
2 other evidences of indebtedness of other persons, firms,
3 or corporations.

4 (9) To retain legal counsel and generally to do
5 all acts and things which may be necessary, proper, useful
6 or advantageous to the full carrying out of the purposes of
7 this corporation, as herein set out, and all objects, pur-
8 poses and powers specified in each of the clauses and para-
9 graphs herein shall be regarded but not abridged by any of
10 the objects, powers and purposes herein set forth.

11 THREE: The County in the State of California where the
12 principal office for the transaction of business of this corporation
13 is to be located is San Joaquin County.

14 FOUR: The term of existence of this corporation shall be
15 unlimited, and the corporation shall have perpetual existence.

16 FIVE: The number of directors of this corporation shall
17 be seven (7) and the term for which such directors shall hold office
18 shall be one year, or until their successors shall be duly elected
19 and qualified. The number of directors may be changed at any

20 time by a majority of the entire board of directors of this corporation
21 and the same shall be subject to the approval of the Board of Directors
22 of the County of San Joaquin.

23 SIX: The following are the persons who were named in the
24 original Articles of Incorporation of this corporation, and are the
25 names by which the first trustees of this corporation shall
26 thereafter for ever be called and known:

27 Sister Mary Theresia Leonard

28 Sister Mary Theresia Lavinia Graner

29 Sister Anna Gillen

30 Sister M. Eugenia Magennis

31 Sister Mary Theresia Lavinia

32 Sister Theresia McDonald

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Sister Mary Ellen Downey
Sister Mary Angela Noyland
Sister Rosanna Smith

ART: The property of the corporation is irrevocably dedicated to religious, charitable, or hospital purposes, and upon the liquidation, dissolution or abandonment of the owner will not inure to the benefit of any private person, but shall be distributed to any one of the following corporations in the order named, providing that at the time of said distribution said distributees shall be organized and operated for religious, hospital or charitable purposes and shall be exempt from taxation under the Welfare Exemption or College Exemption laws of the State of California and under the Internal Revenue laws of the United States of America:

TO THE LOS ANGELES ORPHAN ASYLUM, a California corporation, and if it is unable to qualify or for any reason is unable or fails to accept or take said distribution, then

LOS ANGELES, a California corporation sole.

And if none of the above specifically named distributees are qualified to accept said distribution, then the property of the corporation shall be distributed to a fund, foundation or corporation organized and operated for religious, hospital or charitable purposes, or to the United States of America or to the State of California, or to any political subdivision of either thereof.

Statement by Corporation of Address of Principal Office, Names of Officers and Designation of Agent for the Service of Process

(For filing with the Secretary of State of the State of California pursuant to Section 1301 or Section 2003, Corporations Code)

ST. VINCENT'S HOSPITAL

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) 2131 West Third Street, Los Angeles 5, California
(Post Office or mail address)

(b) Same
(Street address or location)

FILED

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

3. The names of the following officers are:

(a) President, Sister Roberts

(b) Secretary, Sister Fidelis

(c) Treasurer, Sister Fidelis

(d) Other officers desired to be named are, Vice-President, Sister Irene; and Assistant Secretary, J. Howard Kierann, Esq.

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

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

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

ST. VINCENT'S HOSPITAL

By J. Howard Kierann
Assistant Secretary

NOTES: (A) Items 1 (identity), 2 (address and location of principal office) and 3 (names of officers) must be filed in all cases. Item 4 (designation of agent) is optional and should not be filed in cases in which 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 filed in cases by a foreign corporation.

(B) All domestic (California) corporations, partnerships, trusts and partnerships, are required to file this statement with the Secretary of State, Section 1301, Corporations Code. After the original filing, amendments required by Section 2003, Corporations Code, are statements which are filed only in the case of a change of address or location of principal office. Such statements may be filed at any time desired for the purpose of designating an agent or new agent, for the purpose of service of process.

(C) Every domestic and qualified foreign nonprofit corporation organized under the provisions of the Stock and Corporation Franchise Tax Act of the State of California must file this statement (Items 1, 2, and 3) with the Secretary of State beginning on and every calendar year beginning with the year 1973. Failure to file a statement is presumed to be abandonment of the corporation name available for use by another corporation. Such presumption of abandonment may be removed at any time by the filing of the 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 2003, 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 either purpose.

(D) There is no fee for filing this statement if items 1, 2, and 3 are filed in full. If item 4 is added in, however, for the purpose of designating an agent for the service of process, a filing fee of \$10 will be charged.

Statement by Nonprofit Corporation of Address of Principal Office
and Names of Officers

(For filing with the Secretary of State of the State of California
pursuant to Section 9061, Corporations Code)

ST. VINCENT'S HOSPITAL

a corporation, makes the following statements:

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

(a) 2131 West Third Street, Los Angeles 5, California
(Post Office or rural address)

SAME

(b) _____
(Street address or location)

3. The names of the following officers are:

(a) President, Sister M. Raymond

(b) Secretary, Sister K. Fidelis

(c) Other officers desired to be named are, Assistant Secretary, J. Howard Ziegler, M.D.

(No officers other than the president or other head, and the Secretary, need be named)

FILED

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

1961 10 25

FRANK H. JORDAN, Secretary of State

By Robert Jordan
(Assistant Secretary of State)

ST. VINCENT'S HOSPITAL

Name of Corporation

By J. Howard Ziegler
(Assistant Secretary)

NOTES: (A) Every domestic and qualified foreign nonprofit corporation exempted from taxation by the provisions of the State and Corporation Franchise Tax Act of the State of California must file this statement with the Secretary of State annually during each and every taxable year beginning with the year 1970. Failure to file creates a presumption of fraud inasmuch as the corporation has failed to file for use by and as a corporation. Such a presumption of fraud may be removed at any time by the filing of this statement. It is the duty of the Secretary of State to file this statement if the same has been appropriated by another corporation during the period of presumed abandonment. (Section 9061, Corporations Code.)

(D) There is no fee for filing this statement.

Amendment to provide for disposition of assets on dissolution.

FILED

File office of the Secretary of State
State of California

JAN 26 1944

W. M. JORDAN, Secretary of State
W. M. Jordan

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ST. VINCENT'S HOSPITAL

Secretary of State
Corporate Number
13794

The undersigned, SISTER ALPHONSIE CASBY and SISTER PAULIS
ELLEN, do hereby certify that they are at all times herein mentioned and
have been respectively the duly elected and acting President and Secre-
tary of ST. VINCENT'S HOSPITAL, a California Corporation, and further that,

At a special meeting of the Board of Directors of the
said corporation, duly held at its principal office for the transaction
of business at Los Angeles, California, at four (4) o'clock P.M. on the
20th day of January, 1944, at which meeting there was an all times pre-
sent and acting a quorum of the members of the said board, the follow-
ing resolutions were duly adopted:

WHEREAS at a meeting regularly and duly held on the 21st day
of June, 1938, this corporation was duly organized pursuant to the pro-
visions of Subchapter VIII of Chapter 123 of the Statutes of the State
of California under the corporate name of ST. VINCENT'S HOSPITAL
and a certified copy of said articles of incorporation
and a certificate of the appointment of trustees were filed
by said Statutes of 1930 and said corporation has since that time
has continuously acted and done business at Los Angeles, California.

WHEREAS on the 4th day of January 1943 the name of this cor-
poration was duly and regularly changed to ST. VINCENT'S HOSPITAL

WHEREAS on the first day of June, 1943, the articles of incor-
poration of this corporation were amended and

WHEREAS it is deemed by the Board of Directors of this cor-
poration to be in the best interests, and to the best advantage of
members that its articles of incorporation be amended to include a
new and sixth paragraph:

That, hereafter, in all instances when the articles of incor-
poration of this corporation be amended, it shall be in the following

ARTICLES OF INCORPORATION
OF
ST. VINCENT'S HOSPITAL

SIXTH: When, as and if this corporation is dissolved, then and upon said dissolution all of the assets, real and personal of said corporation, are to be distributed, subject to all of the debts, liabilities and trust obligations of said corporation, and upon the express provision that said assets, if any, shall be used exclusively for charitable, religious or educational purposes, and not for the profit or gain of any individual, to one of the following, in the order named, to wit:

TO LOS ANGELES ORPHAN ASYLUM, a California corporation, or if it is unable to qualify or for any reason is unable or fails to accept or take said distribution, then

TO ST. VINCENT'S SCHOOL, a California corporation, located at SANTA BARBARA, CALIFORNIA, or if it is unable to qualify or for any reason is unable or fails to accept or take said distribution, then

TO WARREN SEMINARY, a Missouri corporation, located at Normandy, Missouri, or if it is unable to qualify or for any reason is unable or fails to accept or take said distribution, then

TO THE RYAN CATHOLIC INSTITUTION FOR THE DEAF, a corporation sole,

BE IT FURTHER RESOLVED that the President and Secretary of this corporation be and they hereby are authorized and directed to procure the adoption of the foregoing amendment by the written consent of the members of this corporation, holding a majority of the voting power, and thereafter to file the same with their clerk.

1 and to file a certificate in the form and manner required by
2 Section 362(b) of the California Civil Code, and in general to do
3 any and all things necessary to effect said amendment in accordance
4 with said Section 362(b) of the California Civil Code.
5

6 TWO: All of the Directors present and acting at said
7 meeting, to wit, seven (7), constituting the vote of the majority of
8 the voting power of this corporation, voted in favor of said resolu-
9 tion.
10

11 THREE: The resolution appearing in Paragraph ONE of this
12 Certificate of Amendment of Articles of Incorporation of St. Vin-
13 cent's Hospital was consented to by thirteen (13) members of said
14 corporation in writing, said thirteen (13) members holding a majority
15 of the voting power of said corporation, the entire membership being
16 thirteen (13) in number; the following is a true copy of the
17 written consent executed by said members:
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WRITTEN CONSENT OF MEMBER'S
TO
AMENDMENT OF ARTICLES OF INCORPORATION
OF
ST. VINCENT'S HOSPITAL

WHEREAS, at a special meeting of the Board of Directors of ST. VINCENT'S HOSPITAL, a California corporation, duly held at the principal office for the transaction of the business of said corporation at Los Angeles on the 10th day of January, 1944, at which meeting a quorum of the members of said Board were at all times present and acting, and an amendment to the ARTICLES OF INCORPORATION of said corporation was accepted and approved by resolution of said Board amending said Articles of Incorporation known to and undersigned by each of the undersigned;

NOW, THEREFORE, each of the undersigned members of said corporation, being all of the members of said corporation, does hereby adopt and approve said amendment of said Articles of Incorporation and does hereby consent that said Articles of Incorporation shall be amended as provided by said resolution aforesaid accepted by the Board of Directors, to wit, by reading thereof the following:

ARTICLES OF INCORPORATION

OF

ST. VINCENT'S HOSPITAL.

SIXTH: When, as and if this corporation is dissolved, then and upon said dissolution all of the assets, real and personal of said corporation, are to be distributed, subject to all of the debts, liabilities and trust obligations of said corporation, and upon the express provision that said assets, if any, shall be used exclusively for charitable, religious or educational purposes, and not for the profit or gain of any individual, to one of the following, in the order named, to wit:

TO LOS ANGELES ORPHAN ASYLUM, a California corporation, or if it is unable to qualify or for any reason is unable or fails to accept or take said distribution, then

TO ST. VINCENT'S SCHOOL, a California corporation, located at SANTA BARBARA, CALIFORNIA, or if it is unable to qualify or for any reason is unable or fails to accept or take said distribution, then

TO MARILLAS SEMINARY, a Missouri corporation, located at Moberly, Missouri, or if it is unable to qualify or for any reason is unable or fails to accept or take said distribution, then

TO THE HOLY CATHOLIC ASSEMBLY OF LOS ANGELES, a corporation sole.

BE IT FURTHER RESOLVED that the President and Secretary of this corporation be and they hereby are authorized and directed to procure the adoption of the foregoing amendments by the written consent of the members of this corporation, holding a majority of the voting power, and thereafter to sign and verify by their oath.

1 and to file a certificate in the form and manner required by
2 Section 342(b) of the California Civil Code, and in general to do
3 any and all things necessary to effect said amendment in accordance
4 with said Section 342(b) of the California Civil Code.

5
6 RESOLVED: All of the Directors present and acting at said
7 meeting, to wit, seven (7), constituting the vote of the majority of
8 the voting power of this corporation, voted in favor of said resolu-
9 tion.

10
11 WHEREAS: The resolution appearing in Paragraph 023 of this
12 Certificate of Amendment of Articles of Incorporation of St. Vin-
13 cent's Hospital was consented to by thirteen (13) members of said
14 corporation in writing, said thirteen (13) members holding a majority
15 of the voting power of said corporation, the entire membership being
16 thirteen (13) in number; the following is a true copy of the
17 written consent executed by said members:

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IN WITNESS WHEREOF, each of the undersigned has hereunto signed her name and following her name the date of signing and the number of votes entitled to be voted by her on said date upon amendment of said Articles of Incorporation on the character of the foregoing amendment.

	<u>NAME</u>	<u>DATE</u>	<u>NO. VOTES</u>
1.	<u>GIUSEPPE ALFONSO GALEY</u>	January 10, 1944	1
2.	<u>GIUSEPPE AGOSTA GALEY</u>	January 10, 1944	1
3.	<u>GIUSEPPE ANTONIO GALEY</u>	January 10, 1944	1
4.	<u>GIUSEPPE ANTONIO GALEY</u>	January 10, 1944	1
5.	<u>GIUSEPPE ANTONIO GALEY</u>	January 10, 1944	1
6.	<u>GIUSEPPE ANTONIO GALEY</u>	January 10, 1944	1
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8.	<u>GIUSEPPE ANTONIO GALEY</u>	January 10, 1944	1
9.	<u>GIUSEPPE ANTONIO GALEY</u>	January 10, 1944	1
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11.	<u>GIUSEPPE ANTONIO GALEY</u>	January 10, 1944	1
12.	<u>GIUSEPPE ANTONIO GALEY</u>	January 10, 1944	1
13.	<u>GIUSEPPE ANTONIO GALEY</u>	January 10, 1944	1

NOTE The total number of members in said corporation entitled to vote on or consent to adoption of such amendment is thirteen (13).

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 21st day of January, 1944.

Giuseppe Alfonso Galey, President

(Corporate Seal)

Giuseppe Antonio Galey, Secretary

1
2 STATE OF CALIFORNIA)
3 COUNTY OF LOS ANGELES) SS

4
5 SISTER ALPHONSINE CASEY and SISTER FIDELIS REBIN,
6 being first duly sworn, each for herself, deposes and says:

7 That SISTER ALPHONSINE CASEY is and was at all times
8 mentioned in the foregoing Certificate of Amendment the President
9 of ST. VINCENT'S HOSPITAL, the California corporation therein
10 mentioned; that SISTER FIDELIS REBIN is and was at all times
11 mentioned in the foregoing Certificate of Amendment the Secretary
12 of said corporation; that each has read said Certificate of
13 Amendment and each of the statements therein made, and it is true
14 of her knowledge and the signatures purporting to be the signa-
15 tures of the said President and Secretary thereof are the genuine
16 signatures of said President and Secretary respectively.

17
18
19 *[Signature]*
20 Sister Alphonsine Casey

21
22 *[Signature]*
23 Sister Fidelis Rebin

24
25 Subscribed and sworn to before me
this 27th day of January, 1944

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27 *[Signature]*
28 Notary Public in and for the said
County and State

Property dedicated to religious, charitable and hospital purposes.
CERTIFICATE OF AMENDMENT



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FILED

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

ARTICLES OF INCORPORATION

FEB 13 1946

FRED M. JORDAN, Secretary of State
[Signature]

OF
ST. VINCENT'S HOSPITAL

The undersigned, SISTER ALPHEONSE CASEY and SISTER WIDELIA KLEIN, do hereby certify that they are at all times herein mentioned and have been respectively the duly elected and acting President and Secretary of ST. VINCENT'S HOSPITAL, and further state:

ONE: That at a special meeting of the Board of Directors of said corporation, duly held at its principal office for the transaction of business, at 2131 West Third Street, Los Angeles, California, at 4 o'clock P.M., on the 23rd day of February, 1946, at which meeting there was an all time present and voting a quorum of all of the members of said Board, the following resolution was adopted, to-wit: WHEREAS, it is deemed in the best interest of the welfare of this corporation to amend its articles of incorporation and in the best interest of the public:

TWO and SIXTH of the ARTICLES OF INCORPORATION be amended; NOW, THEREFORE, BE IT RESOLVED that the ARTICLES TWO and Article SIXTH of the ARTICLES OF INCORPORATION of said corporation be amended as read as follows:

1 TWO: The purposes for which this corporation
2 is formed are:

3 (1) To establish, build, acquire, own, equip,
4 maintain, conduct, manage and operate a hospital in the
5 City of Los Angeles, State of California, to furnish, supply
6 and administer hospital care, attention and service, and
7 medical and surgical treatment of every kind and character,
8 and to receive, treat and care for patients, invalids, the
9 aged and infirm, and generally to conduct and carry on, and
10 to do all things necessary or advisable in conducting and
11 carrying on a hospital;

12 (2) To perform and to foster and support acts of
13 Christian charity particularly among the sick and ailing;
14 to practice, foster and encourage religious beliefs and
15 activities; to house and care for unprotected and indigent
16 sick, aged and infirm persons regardless of race, creed,
17 sex or age;

18 (3) That it is a corporation which shall not
19 have any capital stock and which is not formed for pecuniary
20 gain and does not contemplate any pecuniary gain for its
21 members or officers thereof; that no part of the assets
22 of the said corporation shall inure to the benefit of any
23 member or officer of the corporation or to any individual,
24 and any revenue received or derived from the operation of the
25 corporation shall be used in the maintenance, operation,
26 enlargement, and improvement of the hospital, or hospitals,
27 operated by the corporation, and in enlarging the field and
28 scope of its charitable and religious activities. That no
29 part of its activity shall be devoted to carrying on propa-
30 ganda for or against, or otherwise influencing legislative.

31 (4) To lease or purchase any real estate, or to
32 lease, construct or purchase any or all buildings or fur-

1 nishings, or equipment, which may be necessary, proper or
2 useful in carrying out the purposes or for the benefit of
3 the hospital, or as may be deemed to be conducive to the
4 welfare of this corporation;

5 (5) To have, own, take, receive and hold by
6 gift, devise, bequest or endowment, such real or personal
7 property as may be necessary, useful or advantageous in the
8 carrying out of the general purposes or for the benefit of
9 the hospital or as may be deemed to be conducive to the
10 welfare of this corporation;

11 (6) To acquire by purchase, and to hold or im-
12 prove, develop, sell, lease, mortgage, encumber, convey or
13 otherwise dispose of and deal in any and all kinds of
14 real and personal property, or any right, title or in-
15 terest, hereditament, tenement, or privilege therein, in-
16 cluding water and water rights, and stock and bonds, securi-
17 ties, notes or commercial paper of corporations, firms, or
18 individuals, insofar as the same may be necessary, con-
19 venient or advantageous to the carrying out of the general
20 purposes, or for the benefit of the hospital, or as may be
21 deemed to be conducive to the welfare of this corporation;

22 (7) To create bonded indebtedness, and to borrow
23 or loan money upon any and all kinds of property, securi-
24 ties, obligations or indebtednesses, and to execute and
25 to issue corporate notes, bonds or other evidences of in-
26 debtednesses therefor; to execute mortgages, and deeds of
27 trust or other evidences of security upon the corporation's
28 property, either real or personal, as security for notes or
29 bonds, or other evidences of indebtednesses of other per-
30 sons, firms, or corporations.

31 (8) To retain legal counsel and generally to
32 do all acts and things which may be necessary, proper,

1 useful or advantageous to the full carrying out of the
2 purposes of this corporation, as herein set out, and all
3 objects, purposes and powers specified in each of the
4 clauses and paragraphs herein shall be regarded but not
5 abridged by any of the objects, powers and purposes herein
6 set forth.

7 **SEK:** The property of the corporation is ir-
8 revocably dedicated to religious, charitable, or hospital pur-
9 poses, and upon the liquidation, dissolution or abandonment
10 of the owner will not inure to the benefit of any private
11 person, but shall be distributed to any one of the following
12 corporations in the order named, providing that at the time
13 of said distribution said distributee shall be organized and
14 operated for religious, hospital or charitable purposes and
15 shall be exempt from taxation under the Welfare Exemption or
16 Religious Exemption Laws of the State of California and under
17 the Internal Revenue Laws of the United States of America:

18 TO THE LOS ANGELES CURETUM SOCIETY, a
19 California corporation, or if it is unable to
20 qualify or for any reason is unable or declines to
21 accept or take said distribution, then

22 TO THE ROMAN CATHOLIC ARCHBISHOP OF
23 LOS ANGELES, a California corporation sole.

24 And if none of the above specifically named distributees are
25 qualified to accept said distribution, then the property of
26 the corporation shall be distributed to a fund, foundation or
27 corporation organized and operated for religious, hospital or
28 charitable purposes, or to the United States of America or to
29 the State of California, or to any political subdivision of
30 either thereof.

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BE IT FURTHER RESOLVED that the President and Secretary of this corporation he and they hereby are authorized and directed to procure the adoption of the foregoing amendment by the written consent of the members of this corporation, holding a majority of the voting power, and thereafter sign and verify by their oath and file a certificate in the form and manner required by Section 362b of the California Civil Code, and in general to do any and all things necessary to effect said amendment in accordance with said Section 362b of the California Civil Code.

WFO: All of the Directors present and acting at said meeting of the Board of Directors of said corporation, to wit, seven (7), constituting the vote of two-thirds (2/3) majority and of all of the voting power of the Board of Directors of this corporation, voted in favor of said resolution.

WFO: The resolution appearing in Paragraph 1 of this Certificate of Amendment of Articles of Incorporation of ST. VINCENT'S HOSPITAL, a California corporation, was consented to by Thirteen (13) members of said corporation in writing, said Thirteen (13) members holding a majority and all of the voting power of said corporation, the entire membership being Thirteen (13); the following is a true copy of the written Consent of the members of said corporation, executed by said members:

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WRITTEN CONSENT OF MEMBERS

TO

AMENDED ARTICLES OF INCORPORATION

OF

ST. VINCENT'S HOSPITAL

WHEREAS, at the special meeting of the Board of Directors of ST. VINCENT'S HOSPITAL, a California corporation, duly held at the principal office for the transaction of business, at 3151 West Third Street, Los Angeles, California, at 4 o'clock p.m., on the 5th day of February, 1946, at which meeting a quorum of the members of said Board was at all times present and acting, an amendment to the ARTICLES OF INCORPORATION of said corporation was approved and adopted by a resolution of said Board amending said ARTICLES OF INCORPORATION, known to and understood by each of the undersigned;

NOW, THEREFORE, each of the undersigned members of said Board of Directors of said corporation, being all of the members of the corporation, does hereby approve and adopt said amendment of said ARTICLES OF INCORPORATION, and does hereby consent that said ARTICLES OF INCORPORATION shall be amended as provided by said resolution heretofore adopted and approved by the Board of Directors, to wit: by amending Article VII and Article VIII of the ARTICLES OF INCORPORATION of this corporation, to read as follows;

1 THE PURPOSES FOR WHICH THIS CORPORATION
2 IS FORMED ARE:

3 (1) To establish, build, acquire, own, equip,
4 maintain, conduct, manage and operate a hospital in the
5 City of Los Angeles, State of California, to furnish, supply
6 and administer hospital care, attention and services, and
7 medical and surgical treatment of every kind and character,
8 and to receive, treat and care for patients, invalids, old
9 aged and infirm, and generally to conduct and carry on, and
10 to do all things necessary or advisable in conducting and
11 carrying on a hospital;

12 (2) To perform and to foster and support acts of
13 Christian charity particularly among the sick and ailing;
14 to practice, foster and encourage religious beliefs and
15 activities; to house and care for unprocurated and indigent
16 sick, aged and infirm persons regardless of race, creed,
17 sex or age;

18 (3) That it is a corporation which shall not
19 give any capital stock and which is not formed for pecuniary
20 gain and does not contemplate any pecuniary gain to the
21 members or officers thereof; that no part of the net earnings
22 of the said corporation shall inure to the benefit of any
23 member or officer of the corporation or to any individual,
24 and any revenue received or derived from the operation of the
25 corporation shall be used in the maintenance, operation,
26 enlargement, and improvement of the hospital, or hospitals,
27 operated by the corporation, and in enlarging the field and
28 scope of its charitable and religious activities. That no
29 part of its activity shall be devoted to carrying on propa-
30 ganda for or against, or otherwise influencing legislation.

31 (4) To lease or purchase any real estate, or to
32 lease, construct or purchase any or all buildings or fur-

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ings, or equipment, which may be necessary, proper or
useful in carrying out the purpose or for the benefit of
the hospital, or as may be deemed to be conducive to the
welfare of this corporation;

(3) To have, own, take, receive and hold by
gift, devise, bequest or endowment, such real or personal
property as may be necessary, useful or advantageous in the
carrying out of the general purposes or for the benefit of
the hospital or as may be deemed to be conducive to the
welfare of this corporation;

(4) To acquire by purchase, and to hold or in-
crease, develop, sell, lease, mortgage, purchase, convey or
otherwise dispose of and deal in any and all kinds of
real and personal property, or any right, title or in-
terest, hereditament, tenement, or privilege therein, in-
cluding water and water rights, and stock and bonds, securi-
ties, notes or commercial paper of corporations, firms, or
individuals, insofar as the same may be necessary, con-
venient or advantageous to the carrying out of the general
purposes, or for the benefit of the hospital, or as may be
deemed to be conducive to the welfare of this corporation;

(5) To create bonded indebtedness, and to borrow
or loan money upon any and all kinds of property, securi-
ties, obligations or indebtednesses, and to execute and
to issue corporate notes, bonds or other evidences of in-
debtedness hereafter; to execute mortgages, and deeds of
trust or other evidences of security upon the corporation's
property, either real or personal, as security for notes or
bonds, or other evidences of indebtednesses of other cor-
porations, firms, or corporations.

(6) To retain legal counsel and generally to
do all acts and things which may be necessary, proper,

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ings, or equipment, which may be necessary, proper or
useful in carrying out the purposes or for the benefit of
the hospital, or as may be deemed to be conducive to the
welfare of this corporation;

(3) To have, own, take, receive and hold by
gift, devise, bequest or assignment, such real or personal
property as may be necessary, useful or advantageous in the
carrying out of the general purposes or for the benefit of
the hospital or as may be deemed to be conducive to the
welfare of this corporation;

(5) To acquire by purchase, and to hold or im-
prove, develop, sell, lease, mortgage, encumber, convey or
otherwise dispose of and deal in any and all kinds of
real and personal property, or any rights, title or in-
terests, hereditament, tenement, or privilege therein, in-
cluding water and water rights, and stock and bonds, securi-
ties, notes or commercial paper of corporations, firms, or
individuals, insofar as the same may be necessary, con-
venient or advantageous to the carrying out of the general
purposes, or for the benefit of the hospital, or as may be
deemed to be conducive to the welfare of this corporation;

(7) To create bonded indebtedness, and to borrow
or loan money upon any and all kinds of property, securi-
ties, obligations or indebtednesses, and to execute and
to issue corporate notes, bonds or other evidences of in-
debtedness therefor; to execute mortgages, and deeds of
trust or other evidences of security upon the corporation's
property, either real or personal, as security for notes or
bonds, or other evidences of indebtednesses of other per-
sons, firms, or corporations.

(8) To retain legal counsel and generally to
do all acts and things which may be necessary, proper,

1 useful or advantageous to the full carrying out of the
2 purposes of this corporation, as herein set out, and all
3 objects, purposes and powers specified in each of the
4 clauses and paragraphs herein shall be regarded but not
5 abridged by any of the objects, powers and purposes herein
6 set forth.

7 III: The property of the corporation is ir-
8 revocably dedicated to religious, charitable, or hospital pur-
9 poses, and upon the liquidation, dissolution or withdrawal
10 of the owner will not inure to the benefit of any private
11 person, but shall be distributed to any one of the following
12 corporations in the order named, providing that at the time
13 of said distribution said distributee shall be organized and
14 operated for religious, hospital or charitable purposes and
15 shall be exempt from taxation under the holders exemption or
16 College Exemption laws of the State of California and under
17 the Internal Revenue laws of the United States of America:

18 TO THE LOS ANGELES BYZANTINE ATHLETIC, a
19 California corporation, or if it is unable to
20 qualify or for any reason is unable or fails to
21 accept or take said distribution, then

22 TO THE ROMAN CATHOLIC ARCHDIOCESE OF
23 LOS ANGELES, a California corporation sole.

24 And if none of the above specifically named distributees are
25 qualified to receive said distribution, then the property of
26 the corporation shall be distributed to a fund, foundation or
27 corporation organized and operated for religious, hospital or
28 charitable purposes, or to the United States of America or to
29 the State of California, or to any political subdivision of
30 either thereof.
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IN WITNESS WHEREOF, each of the undersigned has hereunto signed her name and following her name the date of signing and number of votes entitled to be voted by her on said ~~Articles~~ amendment of said Articles of Incorporation of the character of the foregoing amendment.

NAME:	DATE:	VOICES:
SISTER ALMAONSINE CASEY	February 5, 1946,	1
SISTER MARY BERNARD HEINZ	February 5, 1946,	1
SISTER MARY MANNING	February 5, 1946,	1
SISTER TERESA WHITE PLANNING	February 5, 1946,	1
SISTER GREGORY BRAPP	February 5, 1946,	1
SISTER DR. PAUL BERNAN	February 5, 1946,	1
SISTER ALICE BUCH	February 5, 1946,	1
SISTER ANN ELIZABETH WELLS	February 5, 1946,	1
SISTER HELEN LAMSON	February 5, 1946,	1
SISTER EMMETT MOSELEY	February 5, 1946,	1
SISTER WASHINGTON MERRILL	February 5, 1946,	1
SISTER MARY ALICE BRANNON	February 5, 1946,	1
SISTER CHARLES WELLS	February 5, 1946,	1

FOUR: The total number of members in said corporation entitled to vote on or consent to adoption of such amendment is thirteen (13).

Attached herewith and made a part hereof by reference is a true and correct copy of the Amended ARTICLES OF INCORPORATION OF ST. VINCENT'S HOSPITAL, as the same have been previously amended and amended to the within amendments of said Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have executed the Certificate of Amendment on this 5th day of February, 1946.

Sister Almaonsine Casey, President

Sister Charles Wells, Secretary

(Corporate Seal)

1 STATE OF CALIFORNIA)
2 COUNTY OF LOS ANGELES)

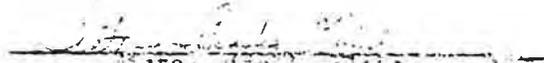
3
4 SISTER ALPHONSINE CASEY and SISTER FIDELIS EILEIN,
5 being first duly sworn, each for herself deposes and says:

6 That SISTER ALPHONSINE CASEY is and was at all times
7 mentioned in the foregoing Certificate of Amendment the President of
8 ST. VINCENT'S HOSPITAL, the California corporation therein mentioned;

9 That SISTER FIDELIS EILEIN is and was at all times
10 mentioned in the foregoing Certificate of Amendment the Secretary of
11 said corporation;

12 That each has read said Certificate of Amendment
13 and each of the statements therein made, and it is true of her know-
14 ledge, and the signatures purporting to be the signatures of the said
15 President and Secretary thereof are the genuine signatures of said
16 President and Secretary respectively.

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19 Sister Alphonsine Casey

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22 Sister Fidelis Eilein

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25 Subscribed and sworn to before me this 6th day of
26 February, 1946.

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28 
29 Notary Public in and for the
30 said County and State

1 CERTIFICATE OF AMENDMENT
2 OF
3 ARTICLES OF INCORPORATION
4 OF
5 ST. VINCENT'S HOSPITAL

6 The undersigned, Sister Alphonsine Casey and Sister Fidelia
7 Klein, do hereby certify that they are at all times herein mentioned and
8 have been respectively the duly elected and acting President and Secre-
9 tary of ST. VINCENT'S HOSPITAL, a California corporation, and further that

10 ONE: At a special meeting of the Board of Directors of the said
11 corporation, duly held at its principal office for the transaction of
12 business at Los Angeles, California, at four, (4), o'clock P.M. on the
13 26th day of March, 1943, at which meeting there was at all times present
14 and acting a quorum of the Members of the said Board, the following
15 resolutions were duly adopted:

16 WHEREAS, at a meeting regularly and duly held on the 21st day
17 of June, 1869, this corporation was duly organized pursuant to the pro-
18 visions of sub-Chapter VIII of Chapter 128 of the Statutes of 1860 of
19 the State of California under the corporate name of "THE LOS ANGELES
20 INFIRMARY" and a certified copy of said articles of incorporation and
21 certificate of the appointment of trustees were duly filed as required
22 by said Statutes of 1860, and said corporation has been in existence
23 and has continuously acted and done business as such ever since and

24 WHEREAS, on the 4th day of January, 1913, the name of the corpo-
25 ration was duly and regularly changed to "ST. VINCENT'S HOSPITAL"; and

26 WHEREAS, it is deemed by the Board of Directors of said corpo-
27 ration to be to its best interests, and to the best interests of its
28 Members that its ARTICLES OF INCORPORATION be amended;

29 NOW WHEREFORE IT IS RESOLVED: that the Articles of Incorporation
30 of this corporation be amended as follows:

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

JUN 1 - 1943

FRANK M. JACOBSON, Secretary of State

2, *[Signature]*
Assistant Secretary of State

ARTICLES OF INCORPORATION

OF

ST. VINCENT'S HOSPITAL

ONE: The name of this corporation is :

"ST. VINCENT'S HOSPITAL"

TWO: The purposes for which this corporation is formed are:

(1) To establish, build, acquire, own, equip, maintain, conduct, manage and operate a hospital in the City of Los Angeles, State of California, to furnish, supply and administer hospital care, attention and service, and medical and surgical treatment of every kind and character, and to receive, treat and care for patients, invalids, the aged and infirm, and generally to conduct and carry on, and to do all things necessary or advisable in conducting and carrying on a hospital;

(2) To perform and to foster and support acts of Christian charity particularly among the sick and ailing; to practice, foster and encourage religious beliefs and activities; to house and care for unprotected and indigent sick, aged and infirm persons regardless of race, creed, sex or age;

(3) To educate, teach and train and to assist financially and otherwise in the educating, teaching and training of nurses and medical students, and to provide facilities for the same;

(4) That it is a corporation which shall not have any capital stock and which is not formed for pecuniary gain and does not contemplate any pecuniary gain to the members or officers thereof; that no part of the net earnings of

1 the said corporation shall inure to the benefit of any
2 member or officer of the corporation or to any individ-
3 dual, and any revenue received or derived from the o-
4 peration of the corporation shall be used in the main-
5 tenance, operation, enlargement, and improvement of the
6 hospital, or hospitals, operated by the corporation, and
7 in enlarging the field and scope of its charitable and
8 religious activities.

9 (5) To lease or purchase any real estate, or to
10 lease, construct or purchase any or all buildings or
11 furnishings, or equipment, which may be necessary, prop-
12 per or useful in carrying out the purposes or for the
13 benefit of the hospital, or as may be deemed to be con-
14 ductive to the welfare of this corporation;

15 (6) To have, own, take, receive and hold by gift,
16 devise, request or assignment, such real or personal
17 property as may be necessary, useful or advantageous
18 in the carrying out of the general purposes or for the
19 benefit of the hospital or as may be deemed to be con-
20 ductive to the welfare of this corporation;

21 (7) To acquire by purchase, and to hold or improve,
22 develop, sell, lease, mortgage, encumber, convey or
23 otherwise dispose of and deal in any and all kinds of
24 real and personal property, or any right, title or in-
25 terest, hereditament, tenement, or privilege therein,
26 including water and water rights, and stocks and bonds,
27 securities, notes or commercial paper of corporations,
28 firms, or individuals, insofar as the same may be ne-
29 cessary, convenient or advantageous to the carrying out
30 of the general purposes, or for the benefit of the hos-
31 pital, or as may be deemed to be conducive to the wel-
32 fare of this corporation;

1 (8) To create bonded indebtedness, and to borrow or loan
2 money upon any and all kinds of property, securities, ob-
3 ligations or indebtednesses, and to execute and to issue
4 corporate notes, bonds or other evidences of indebtednesses
5 therefor; to execute mortgages, and deeds of trust or other
6 evidences of security upon the corporation's property, either
7 real or personal, as security for notes or bonds, or other
8 evidences of indebtednesses of other persons, firms, or
9 corporations.

10 (9) To retain legal counsel and generally to do all acts
11 and things which may be necessary, proper, useful or ad-
12 vantageous to the full carrying out of the purposes of
13 this corporation, as herein set out, and all objects, pur-
14 poses and powers specified in each of the clauses and
15 paragraphs herein shall be regarded but not abridged by
16 any of the objects, powers and purposes herein set forth.

17 THREE: The County in the State of California where the
18 principal office for the transaction of business of this corpora-
19 tion is to be located is Los Angeles County.

20 FOUR: The term of existence of this corporation shall
21 be unlimited, and the corporation shall have perpetual existence.

22 FIVE: The number of directors of this corporation shall
23 be seven (7) and the term for which such directors shall hold
24 office shall be one (1) year, or until their successors shall be
25 duly named and qualified. The number of directors may be increased
26 by a By-law, or by an amendment to a By-Law, providing that
27 of said directors must be duly qualified and acting members of the
28 Roman Catholic religious Order of the Daughters of Charity of
29 St. Vincent de Paul.

30 The following are the persons who were named as the
31 first trustees of the corporation in the original articles of in-
32 corporation of June 11, 1889, and are the names by which the first

1 trustees of the corporation shall thereafter for ever be
2 called and known:

3 Sister Mary Scholastica Ingsdan

4 Sister Frances Xavier Schaner

5 Sister Anne Gillen

6 Sister M. Eugenia Magennis

7 Sister Mary Corsina McKay

8 Sister Teresa McDonald

9 Sister Mary Ellen Downey

10 Sister Mary Angela Noyland

11 Sister Rosanna Smith

12
13 BE IT FURTHER RESOLVED that the President and the
14 Secretary of this corporation be and they hereby are authorized and
15 directed to procure the adoption and approval of the foregoing
16 amendment by the written consent of the members of this corporation
17 holding at least a majority of the voting power and thereafter to
18 sign and verify by their oaths and to file a certificate in the form
19 and manner required by Section 352(b) of the California Civil Code
20 and in general to do any and all things necessary to effect said
21 amendment in accordance with said Section 352(b).
22

23
24 TWO: All of the Directors present and acting at said meeting,
25 to wit, Six (6), constituting the vote of the majority of the
26 Directors of this corporation, voted in favor of said resolution.

27 THREE: The resolution appearing in Paragraph ONE (1) of this
28 Certificate of Amendment of Articles of Incorporation of St. Vincent's
29 Hospital was consented to by thirteen (13) members of said corpora-
30 tion in writing, said thirteen (13) members being all of the members
31 of said corporation, and the following is the copy of the written
32 consent executed by said members:

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WRITTEN CONSENT OF MEMBERS TO
AMENDMENT OF ARTICLES OF INCORPORATION
OF
ST. VINCENT'S HOSPITAL

WHEREAS, at a special meeting of the Board of Directors of St. Vincent's Hospital, a California corporation, duly held at the principal office for the transaction of the business of said corporation at Los Angeles on the 26th day of March, 1943, at which meeting a quorum of the members of said Board were at all times present and acting, and amendment of the Articles of Incorporation of said corporation was adopted and approved by resolution of said Board amending said Articles of Incorporation known to and understood by each of the undersigned;

NOW THEREFORE, each of the undersigned members of said corporation, being all of the members of said corporation, does hereby adopt and approve said amendment of said Articles of Incorporation and does hereby consent that said Articles of Incorporation shall be amended as provided by said resolution aforesaid adopted by the Board of Directors, to wit, as follows:

33

ARTICLES OF INCORPORATION

OF
ST. VINCENT'S HOSPITAL

ARTICLE I The name of this corporation is:

"ST. VINCENT'S HOSPITAL"

ARTICLE II The purposes for which this corporation is formed are:

(1) To establish, build, acquire, own, equip, maintain, conduct, manage and operate a hospital in the City of Los Angeles, State of California, to furnish, supply and administer hospital care, attention and service, and medical and surgical treatment of every kind and character, and to receive, treat and care for patients, invalids, the aged and infirm, and generally to conduct and carry on, and to do all things necessary or advisable in conducting and carrying on a hospital;

(2) To perform and to foster and support acts of Christian charity particularly among the sick and ailing; to practice, foster and encourage religious beliefs and activities; to house and care for unprotected and indigent sick, aged and infirm persons regardless of race, color, sex or age;

(3) To educate, teach and train and to assist financially and otherwise in the educating, teaching and training of nurses and medical students, and to provide facilities for the same;

(4) That it is a corporation which shall not have any capital stock and which is not formed for pecuniary gain and does not contemplate any pecuniary gain to the members or officers thereof; that no part of the net earnings of

1 the said corporation shall inure to the benefit of any
2 member or officer of the corporation or to any indivi-
3 dual, and any revenues received or derived from the co-
4 operation of the corporation shall be used in the main-
5 tenance, operation, enlargement, and improvement of the
6 hospital, or hospitals, operated by the corporation, and
7 in enlarging the field and scope of its charitable and
8 religious activities.

9 (5) To lease or purchase any real estate, or to
10 lease, construct or purchase any or all buildings or
11 furnishings, or equipment, which may be necessary, pro-
12 per or useful in carrying out the purposes or for the
13 benefit of the hospital, or as may be deemed to be con-
14 ductive to the welfare of this corporation;

15 (6) To have, own, take, receive and hold by gift,
16 lease, bequest or endowment, such real or personal
17 property as may be necessary, useful or advantageous
18 in the carrying out of the general purposes or for the
19 benefit of the hospital, or as may be deemed to be con-
20 ductive to the welfare of this corporation;

21 (7) To acquire by purchase, and to hold or im-
22 prove, develop, sell, lease, mortgage, encumber, or otherwise
23 dispose of and deal in any and all kinds of
24 real and personal property, or any right, title or in-
25 terest, hereditament, tenement, or privilege therein,
26 including water and water rights, and stock and bonds,
27 securities, notes or commercial paper of corporations,
28 firms, or limited liability companies, or as may be nec-
29 cessary, convenient or advantageous to the carrying out
30 of the general purposes, or for the benefit of the hos-
31 pital, or as may be deemed to be conducive to the wel-
32 fare of this corporation;

1 (3) To create bonded indebtedness, and to borrow or
2 loan money upon any and all kinds of property, securities, ob-
3 ligations or indebtednesses, and to execute and to issue
4 corporate notes, bonds or other evidences of indebtednesses
5 therefor; to execute mortgages, and deeds of trust or other
6 evidences of security upon the corporation's property,
7 either real or personal, as security for notes or bonds,
8 or other evidences of indebtednesses of other persons,
9 firms, or corporations.

10 (5) To retain legal counsel and generally to do all
11 acts and things which may be necessary, proper, useful
12 or advantageous to the full carrying out of the purposes
13 of this corporation, as herein set out, and all objects,
14 purposes and powers specified in each of the clauses and
15 paragraphs herein shall be regarded but not abridged by
16 any of the objects, powers and purposes herein set forth.

17 THREE: The County in the State of California where the
18 principal office for the transaction of business of this corpora-
19 tion is to be located is Los Angeles County.

20 FOUR: The term of existence of this corporation shall
21 be unlimited, and the corporation shall have perpetual existence.

22 FIVE: The number of directors of this corporation
23 shall be seven (7) and the term for which such directors shall
24 hold office shall be one (1) year, or until their successors shall
25 be duly named and qualified. The number of directors may be
26 changed by a By-Law, or by an amendment to a By-Law, providing that
27 all of said directors must be duly qualified and active members
28 of the Roman Catholic religious Order of the Daughters of Charity
29 of St. Vincent de Paul.

30 The following are the persons who were named as the
31 first trustees of the corporation in the original articles of in-
32 corporation of June 27, 1909, and are the names by which the first

1 trustees of the corporation shall thereafter for ever be
2 called and known:

3 Sister Mary Scholastica Logsdan
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5 Sister Frances Xavier Schaner
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7 Sister Anne Gillen
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9 Sister M. Eugenia Hagemma
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11 Sister Mary Cordina McKay
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13 Sister Teresa McDonali
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15 Sister Mary Ellen Downey
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17 Sister Mary Eugenia Moyland
18

19 Sister Rosanna Smith
20

21 BE IT FURTHER RESOLVED that the President and the
22 Secretary of this corporation be and they hereby are author-
23 ized and directed to procure the adoption and approval of the
24 foregoing amendment by the written consent of the members of
25 this corporation holding at least a majority of the votes there-
26 of and thereafter to sign and verify by their oaths and to
27 file a certificate in the form and manner required by Sec-
28 tion 362(b) of the California Civil Code and in general to do
29 any and all things necessary to effect said amendment in ac-
30 cordance with said Section 362(b).
31
32

1 IN WITNESS WHEREOF, each of the undersigned has
 2 hereunto signed her name and following her name the date
 3 of signing and the number of votes entitled to be voted
 4 by her on said date upon amendment of said Articles of
 5 Incorporation on the character of the foregoing amend-
 6 ment.

	<u>NAME</u>	<u>DATE</u>	<u>NO. VOTES</u>
7			
8	(1) <u>SISTER ALPHONSINE CASEY</u>	March 25, 1943	<u>1</u>
9	(2) <u>SISTER ADAMIA WALSH</u>	March 26, 1943	<u>1</u>
10	(3) <u>SISTER MARY MANNING</u>	March 26, 1943	<u>1</u>
11	(4) <u>SISTER CHERIEA IRVINE</u>	March 26, 1943	<u>1</u>
12	(5) <u>SISTER GREGORY BRAPP</u>	March 26, 1943	<u>1</u>
13	(6) <u>SISTER ST. PAUL DEHAN</u>	March 26, 1943	<u>1</u>
14	(7) <u>SISTER BARBARA BROWN</u>	March 26, 1943	<u>1</u>
15	(8) <u>SISTER ANN ELIZABETH MILLER</u>	March 26, 1943	<u>1</u>
16	(9) <u>SISTER EILEEN DONAGHY</u>	March 26, 1943	<u>1</u>
17	(10) <u>SISTER BERNARDINE MOHRELLS</u>	March 26, 1943	<u>1</u>
18	(11) <u>SISTER MARGARET MONAGHAN</u>	March 26, 1943	<u>1</u>
19	(12) <u>SISTER ANTHONY DONNELLY</u>	March 26, 1943	<u>1</u>
20	(13) <u>SISTER PATRICIA KUSH</u>	March 26, 1943	<u>1</u>
21			

22 TOTAL: The total number of members in said corporation en-
 23 titled to vote on or consent to adoption of such amendment is
 24 thirteen, (13).

25
 26 IN WITNESS WHEREOF, the undersigned have executed the last
 27 parts of Amendment this 26th day of May, 1943.

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 President of St. Vincent's
 Hospital

 Secretary of St. Vincent's
 Hospital

(Cont)

1 STATE OF CALIFORNIA }
2 COUNTY OF LOS ANGELES } SS

3
4 SISTER ALPHONSINE CASEY and SISTER FIDELIS KLEIN,
5 being first duly sworn each for herself deposes and says:

6 That Sister Alphonsine Casey is and was at all
7 times mentioned in the foregoing Certificate of Amendment the
8 President of St. Vincent's Hospital, the California corporation
9 therein mentioned; that Sister Fidelis Klein is and was at all
10 times mentioned in the foregoing Certificate of Amendment the
11 Secretary of said corporation; that each has read said Certifi-
12 cate of Amendment and each of the statements therein made, and
13 it is true to her knowledge and the signatures purporting to
14 be the signatures of the said President and Secretary thereof
15 are the genuine signatures of said President and Secretary res-
16 pectively;

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24 Subscribed and sworn to before me
25 This 30th day of May, 1943.

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29 County and State.

RESOLVED FURTHER: That after such assent and approval of said members to said amendment of the Articles of Incorporation, as herein set forth, has been secured, the officers of this corporation shall be, and hereby are, authorized and directed to certify under the seal of this corporation a verified certificate in the form and manner provided by Section 362-b of the aforesaid Civil Code of California, showing compliance with said Code section, which said certificate when so executed, shall be filed as provided in said Code section, and the officers of this corporation are further authorized and directed in the name and on behalf of this corporation to execute and file all further instruments, and to do all acts and things necessary to render effectual the amendment of the articles of incorporation, as authorized herein."

4. That the aforesaid resolution was adopted by affirmative vote of all of the directors present at said meeting, said directors constituting all of the members of said Board.

5. That thereafter there was filed with the Secretary of said corporation written assents and approval of said resolution of the Board of Directors, signed by members of said St. Vincent's Hospital, a corporation, holding more than a majority of the voting power thereof.

6. That the written assents of the members filed with the Secretary contained a true copy of the aforesaid Resolution, and expressed the approval of said members of said Resolution, and their consent to the Amendment of the Articles of Incorporation to provide for the perpetual existence of said St. Vincent's Hospital, a corporation.

7. That St. Vincent's Hospital, a corporation, was incorporated, and now exists, for charitable purposes only, and does not now, and at no time in the past has not, any issued or outstanding shares of capital stock; that the original Articles of Incorporation, adopted in 1909, provided for a capital stock of twenty-five thousand dollars, not divided, however, into any distributive number of shares, but owned and held in common by all the members of the corporation, all of whom were then, and now are, members of the Sisters of Charity of St. Vincent de Paul, a religious, charitable organization; that at the time of the aforesaid written assents of members to amendment of the Articles of Incorporation, there were, and now are, 17 members of said St. Vincent's Hospital, a corporation, all of whom assented to said amendment.

Dated: Los Angeles, California, this 24th day
of August, 1932.

Sister Mary Ann Keenan
President of St. Vincent's Hospital,
a corporation.

Sister M. M. ...
Secretary of St. Vincent's Hospital,
a corporation.

(CORPORATE SEAL)

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

SISTER MARY ANN KEATING and SISTER ALBERTA SAVAGE,
being first duly sworn, upon oath severally depose and say:

That Sister Mary Ann Keating is President, and
Sister Alberta Savage is Secretary of St. Vincent's Hospital,
a corporation; that as said officers they have subscribed
their names to the foregoing Certificate of Amendment of
the Articles of Incorporation of said corporation; that they
have read the foregoing Certificate and know the contents
thereof, and that all matters set forth in said Certificate
are true of their own knowledge.

[Faint handwritten signatures]

Subscribed and sworn to before
me this 24 day of August, 1932.

Martha S. Gorbun

Notary Public in and for said
County and State.

(Certified copy)

No. 21,023

Superior Court

OF THE
STATE OF CALIFORNIA
In and for the County of Los Angeles

Is the application of the
Los Angeles Infirmary, a
corporation, for change of
name.

Plaintiff

Defendant

FILED
In the office of the Secretary of State
OF THE STATE OF CALIFORNIA
JAN 28 1918

FRANK C. JORDAN
SECRETARY OF STATE

Received copy of the petition

this 28th day of January 1918

Attorney for

VINCENT B. VAUGHAN
ATTORNEY AT LAW

1326 WASHINGTON BUILDING LOS ANGELES, CAL.

PHONE 4-0178
Main 771

Attorney for petitioner

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ORDERED, by the Court that said petition be and
the same is hereby granted and the petitioner herein, The
Los Angeles Infirmary be and it is hereby authorized to assume
another corporate name, to-wit, the name of St. Vincent's Hospital,
on and after the 4th. day of January, 1918.

Dated this 4 day of January, 1918.

Clavin V. Craig
Judge of the Superior Court.

LESLIE CHICKMAN
and
WILLIAM J. WOODS
Attorneys at Law

ORDERED, by the Court that said petition be and
the name is hereby granted and the petitioner herein, the
Los Angeles Infirmary be and it is hereby authorized to assume
another corporate name, to-wit, the name of St. Vincent's Hospital,
on and after the 4th day of January 1918.

STATE OF CALIFORNIA, } ss.
COUNTY OF LOS ANGELES

No. 051633

I, H. J. LELANDE, County Clerk and ex-officio Clerk of the Superior Court, do hereby certify the foregoing to be a full, true and correct copy of the original

Order Change of Name
of
Los Angeles Infirmary, a Corp.

on file in my office, and that I have carefully compared the same with the original.

In Witness Whereof, I have hereunto set my hand and affixed the
seal of the Superior Court this *7th* day
of *January*, 1918.

H. J. LELANDE, County Clerk.
By *C. C. Chippen*
Deputy Clerk.

(Clerk - Certified Copy)

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To all to whom these presents may
come greeting

Know that we the undersigned
do hereby certify that the
said company is a corporation
organized for the purpose of
conducting business and
dealing and disposing of land
and

Know that the laws concerning
incorporation in the State
of the State of California
do not require that the
name of the corporation be
in the

The corporate name of our company is
The [unclear] Company

The capital stock of the corporation
is only Twenty Five Thousand Dollars
and there is no cash or any other
property of the corporation
at the present time

It is the intention of the
said company to acquire
and hold land in the State
of California and to sell
the same and to conduct
business in the State
of California and to do
all such things as may be
lawful to do



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to manage the concerns of said Society for
the period of one year.

And that the City of New Angeles be the
site of performance, & where the principal
place of business of the Society shall be
held.

Witness my hand and seal at New Angeles this
day of June in the year of our Lord 1846
Alonso and Lepton King

Victor James Calderon Lopez

(Signature)

Victor James Calderon Scherer

(Signature)

Victor Calderon Gallen

(Signature)

Victor Calderon Lopez

(Signature)

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Meeting List
and Seventy-eight
Theological Institute

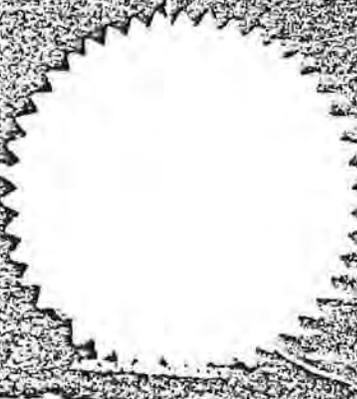
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Monetary Report
John H. ...
...



IN WITNESS WHEREOF, I have hereunto set my hand and official seal of said Court in this County the day and year in this Certificate first above written.

J. F. Moroney
By J. H. Miller

STATE OF CALIFORNIA, }
County of Los Angeles } ss.

No. C 42

I, J. F. MORONEY, County Clerk and ex-officio Clerk of the Superior Court within and for the county and state aforesaid, do hereby certify the foregoing to be a correct copy of the

ARTICLES OF INCORPORATION

of

THE LOS ANGELES INFIRMARY

on file and/or of record in my office, and that I have carefully compared the same with the original

IN WITNESS WHEREOF, I have hereunto set my hand and official

seal of the Superior Court this 12th day of May, 1933

J. F. MORONEY, County Clerk.

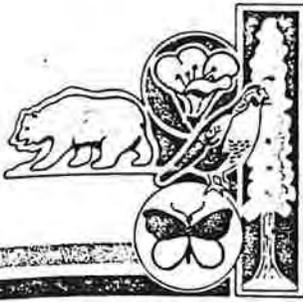
By *J. H. Miller*
Deputy.

In the Matter of Los Angeles Infirmary;
a corporation duly organized under
the laws of the State of California in
force in the year 1869, the date of
the Certificate of said Corporation
as appears on file in the Clerk's office
of the County of Los Angeles, State of
California, the County in which
said Corporation was and is now
situate

The undersigned, constituting the full
and actual Board of Directors of said
Corporation hereby certify and declare
that they elect to continue their existence
as a corporation under the provisions
of the Civil Code of the State of California
applicable to such corporations

They further certify and declare that
they made such election by the unani-
mous vote of all its Directors, at
a meeting of such Directors, called and
held for such especial purpose, at
their usual place of meeting in
the City of Los Angeles, State of
California, on the 1st of September
A D 1882.

They further certify and declare that
Madeline McCarson, is the duly elected



State
of
California

OFFICE OF THE SECRETARY OF STATE

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

DEC 4 1985



March Fong Eu

Secretary of State

AMENDED AND RESTATED
BYLAWS OF
ST. VINCENT MEDICAL CENTER

Adopted October 23, 2009

Amended August 2, 2013

Table Of Contents

	<u>Page(s)</u>
ARTICLE I NAME.....	1
ARTICLE II DEFINITIONS.....	1
ARTICLE III PHILOSOPHY, PURPOSES AND MISSION.....	2
ARTICLE IV OFFICES AND SEAL.....	2
ARTICLE V CORPORATE MEMBERSHIP.....	2
ARTICLE VI BOARD OF DIRECTORS.....	4
ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS.....	6
ARTICLE VIII CORPORATE OFFICERS.....	8
ARTICLE IX COMMITTEES.....	12
ARTICLE X MEDICAL STAFF.....	15
ARTICLE XI GENERAL PROVISIONS.....	18
ARTICLE XII INDEMNIFICATION AND INSURANCE.....	19
ARTICLE XIII MAINTAINING A UNIFIED HEALTH SYSTEM.....	20
ARTICLE XIV GENDER AND NUMBER.....	21
ARTICLE XV AMENDMENTS.....	21

AMENDED AND RESTATED
BYLAWS OF
ST. VINCENT 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. Vincent 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 or 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 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.