

Michigan Department of Consumer and Industry Services

Filing Endorsement

*This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT
for
MARQUETTE GENERAL FOUNDATION*

ID NUMBER: 790686

*received by facsimile transmission on October 13, 2004 is hereby endorsed filed on
October 14, 2004 by the Administrator. The document is effective on the date filed,
unless a subsequent effective date within 90 days after received date is stated in the
document.*



*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 14th day
of October, 2004.*

A handwritten signature in black ink, appearing to read "Andrew S. Mitchell".

, Director

Bureau of Commercial Services

BCS/CD-502 (Rev. 12/03)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name Tami M. Seavoy	
Address 128 West Spring Street	
City Marquette	State MI
	Zip Code 49855
EFFECTIVE DATE:	

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.



ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is: **Marquette General Foundation**

ARTICLE II

The purpose or purposes for which the corporation is organized are:
See attached

ARTICLE III

1. The corporation is organized upon a nonstock basis.
(Stock or Nonstock)

2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is _____ . If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

ARTICLE II

The purpose or purposes for which the corporation is organized are:

The Corporation is organized exclusively for the purpose of receiving and administering funds for charitable purposes that promote and support the healthcare mission of Marquette General Hospital, Inc., and more specifically:

2.1 To receive and administer funds in order to promote and support the health care mission and philosophy of Marquette General Hospital, Inc., a Michigan nonprofit corporation exempt from tax within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or comparable subsequent legislation.

2.2 To provide financial resources through volunteer services and fund-raising activities to support and benefit the health care mission of Marquette General Hospital, Inc.

2.4 In furtherance of its purposes, but not by way of limitation, to:

- (a) Acquire, purchase, own, loan, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease, and rent all real and personal property of every kind and nature, all in support of or in furtherance of the health care mission of Marquette General Hospital, Inc.; and
- (b) Accept, receive, and hold, in trust or otherwise, contributions, legacies, grants, donations, gifts, bequests, devises, and benefactions which may be left, made, or given to the Corporation in support of or in furtherance of the health care mission of Marquette General Hospital, Inc.

2.5 To take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of the Bylaws, these Articles of Incorporation, and applicable law.

- (a) Receive and administer funds and property donated to the Corporation to benefit the healthcare mission of Marquette General Hospital, Inc.;
- (b) Assist donors in fulfilling their philanthropic and charitable responsibilities and interests;
- (c) Serve as a resource and catalyst for charitable activities;
- (d) Provide responsible financial stewardship;
- (e) Conduct activities and make distributions in accordance with the terms and conditions of contributions made to the Corporation and not inconsistent with its corporate purposes;

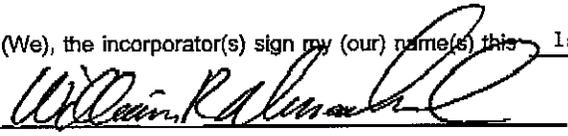
Marquette General Foundation
Article II
Page 2

- (f) Modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board of Governors, the restriction or condition becomes unnecessary, incapable of fulfillment or inconsistent with the charitable needs of the community served; and
- (g) Perform and engage in any and all lawful activities that may be incidental to or reasonably necessary for any of the foregoing purposes and have and exercise all other powers and authority now or hereafter conferred upon nonprofit corporations by the laws of the State of Michigan.

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

See attached

I, (We), the incorporator(s) sign my (our) name(s) this 1st day of October, 2004



ARTICLE VI

TAX EXEMPT STATUS

A. The Corporation will not be operated for other than one (1) or more exempt purposes specified under Section 501(c)(3) of the Code.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its governors, officers or to private persons or individuals within the meaning of Section 501(c)(3) of the Code. No compensation shall be paid to any governor or officer of the Corporation, or to a substantial contributor to it, except as reasonable compensation for services actually rendered to or for the Corporation. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to or governors of the Corporation, or persons controlled directly or indirectly by such private interest.

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. Upon dissolution of the Corporation, the Board of Governors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all remaining assets of the corporation to Marquette General Hospital, Inc., or its successor, so long as that entity continues to be a corporation described by Section 501(c)(3) of the Code. In the event that no such entity exists at the time of dissolution, the Board of Governors of this Corporation shall dispose of all of the remaining assets of the Corporation exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the circuit court for the county in which the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which this Corporation was organized.

ARTICLE VII

INDEMNIFICATION AND LIMITATION OF LIABILITY

Except as otherwise provided by law, a volunteer Governor or volunteer officer of the Corporation is not personally liable to the Corporation for monetary damages for a breach of the Governor's or officer's fiduciary duty.

The Corporation assumes all liability to any person other than the Corporation for all acts or omissions of a volunteer Governor incurred in the good faith performance of his or her duties as a Governor other than liability for excise taxes imposed under Chapter 42 of the Code and liability resulting from claims arising under state law for mismanagement of the Corporation's assets.

The Corporation assumes the liability for all acts or omissions of a volunteer officer, other than liability for excise taxes imposed under Chapter 42 of the Code, provided that:

- a. the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- b. the volunteer was acting in good faith;
- c. the volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
- d. the volunteer's conduct was not an intentional tort; and
- e. the volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Act.

ARTICLE VIII

These articles may be amended or repealed by a majority vote of the Board of Governors then in office at any regular or special meeting of the Board of Governors, subject to the prior written approval of the Trustees of Marquette General Hospital, Inc.