

Michigan Department of Licensing and Regulatory Affairs

Filing Endorsement

This is to Certify that the RESTATED ARTICLES OF INCORPORATION - NONPROFIT

for

MARQUETTE GENERAL HOSPITAL, INC.

ID NUMBER: 851182

received by facsimile transmission on February 1, 2012 is hereby endorsed

Filed on February 1, 2012 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 1ST day of February, 2012.

A handwritten signature in black ink, appearing to read "A. Schaffer", is written over the text of the signature line.

Director

Bureau of Commercial Services

BCS/CO-511 (Rev. 04/11)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS 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 420 West Magnetic 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 returned to the registered office.

RESTATED 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 Restated Articles:

1. The present name of the corporation is: <u>Marquette General Hospital, Inc.</u>
2. The identification number assigned by the Bureau is: 851182
3. All former names of the corporation are: St. Luke's Hospital of Marquette, Michigan
4. The date of filing the original Articles of Incorporation was: <u>October 6, 1897</u>

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is: Marquette General Hospital, Inc.

ARTICLE II

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

ARTICLE II

The purposes for which the Corporation is organized are:

- A. To own, operate, maintain and manage health and medical care facilities on an in-patient and out-patient basis for the benefit of the health and medical care needs of the patient;
- B. To carry on educational activities relating to health and medical care;
- C. To promote and conduct scientific and other research related to medicine, health care, and the health care delivery system;
- D. To engage in activities that promote the delivery of health care;
- E. To engage in any lawful activity that furthers any of the foregoing purposes, with all the power conferred on nonprofit corporations under the laws of the State of Michigan;
- F. To operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation ("the Code"); and
- G. To receive, acquire, own, dispose of, deal with and administer real and personal property and interests therein; to apply gifts, grants, bequests, devises and the proceeds thereof in furtherance and perpetuation of the purposes of the Corporation; and to give funds and property from time to time to other organizations to be used (or held for use) directly in carrying out one or more such purposes, as the Board of Directors may determine.

ARTICLE III

- 1. The corporation is organized on a nonstock basis.
(stock or nonstock)
- 2. If organized on a stock basis, the aggregate 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:

- 3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")
Property and Equipment (Land \$7,494,807; Land improvements \$3,344,857; Buildings \$147,582,699; Equipment \$152,507,826; Construction in progress \$1,001,405; Accumulated depreciation -\$219,988,643) \$91,942,951

and the description and value of its personal property assets are: (if none, insert "none")
Current assets (cash and cash equivalents \$28,458,445; accounts receivable \$32,116,389; inventory \$8,118,566; other \$7,671,769) \$76,365,169
Investments limited as to use \$59,902,154
Other (investment in unconsolidated affiliates \$14,187,564; bond issue costs \$1,064,831; other noncurrent assets \$5,364,046) \$20,616,441

(The valuation of the above assets was as of June 30, 2011)
The corporation is to be financed under the following general plan:
Fees for services, contributions and investment income

The corporation is organized on a directorship basis.
(membership or directorship)

ARTICLE IV

- 1. The name of the resident agent is: A. Gary Muller
- 2. The address of the registered office is:
420 West Magnetic Marquette Michigan 49855
(Street Address) (City) (ZIP Code)
- 3. The mailing address of the registered office, if different than above:
_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

ARTICLE V

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, and no part of the activities of the Corporation shall be to participate in partisan elections or lobbying.
- B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers or to private shareholders or individuals within the meaning of Section 501(c)(3) of the Code. No compensation shall be paid to any trustee 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 trustees 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 Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code, and more particularly to such organization or organizations carrying on such operations as may be, as nearly as possible, consistent with the purposes of this Corporation, as the Board of Trustees of this Corporation shall determine. 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 V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETED SECTION (b).

a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this _____ day of _____,

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

b. These Restated Articles of Incorporation were duly adopted on the _____ day of _____ January 2012, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation, and: (Check one of the following)

- were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.
- were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.
- were duly adopted by the written consent of all the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis.
- were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation).

Signed this 23rd day of _____ January 2012

By A. Gary Muller
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

A. Gary Muller
(Type or Print Name)

President & Chief Exec. Officer
(Type or Print Title)