

(Non-Profit)

ARTICLES OF INCORPORATION

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a non-profit corporation under the provisions of Act No. 327 of the Public Acts of 1921, as amended, known as the Michigan General Corporation Act, as follows:

ARTICLE I.

The name of this corporation is Rehabilitation Institute of Metropolitan Detroit, Incorporated.

(Please type or print corporate name)

ARTICLE II.

The purpose or purposes of this corporation are as follows:

To promote, correlate and provide all services for the rehabilitation of physically handicapped persons; to provide opportunities and facilities for research and education which will contribute to the prevention of crippling conditions and to the improvement of services for physically handicapped persons; to do such things and perform such acts as the corporation may deem necessary to accomplish its purposes, and to receive, use, hold, and apply funds, gifts, bequests, endowments or the proceeds thereof to give effect to and carry forward the purposes of this corporation.

ARTICLE III.

Location of the registered office is:

51 West Warren Ave. Detroit 1 Wayne Michigan.
(No.) (Street) (City) (Zone) (County)

Postoffice address of registered office is:

51 West Warren Ave. Detroit 1 Michigan.
(No. and Street or P. O. Box) (City) (Zone)

pd

ARTICLE IV.

Said corporation is organized upon a Non-stock basis.
(Stock share or non-stock)

~~(If upon a stock share basis fill in the following)~~

~~The total number of shares of common stock which the corporation shall have authority to issue is _____
of the par value of \$ _____ per share.~~

~~The amount of paid-in capital with which this corporation will begin business is \$ _____
(This must not be less than \$1000)~~

~~(b)
(If upon a non-stock basis strike out paragraph (a) above and fill in the following)~~

The amount of assets which said corporation possesses is:

Real property: None

Personal property: \$250.00 Cash

Said corporation is to be financed under the following general plan: receipt of fees for services and receipt of gifts, devises, bequests, and grants of real and personal property, from individuals and private or public agencies, corporations, or other entities, income or principal of which, either or both may be devoted to or expended for the purposes of the corporation.

ARTICLE V.

The names and places of residence, or business, of each of the incorporators ~~and (if a corporation organized upon a stock share basis) the number of shares of common stock subscribed by each~~ are as follows:

(Please type or print following information if possible)

NAMES	RESIDENCE OR BUSINESS ADDRESS			NUMBER OF SHARES
	(No.)	(Street)	(City)	(State)
Carl F. Ingraham	940 Harmon,		Birmingham	Michigan
Percival Dodge	45 Dyar		Grosse Pointe	Michigan
Clarence H. Eisman, M.D.	1197 Longfellow		Detroit	Michigan
Alfred H. Whittaker, M.D.	17000 E. Jefferson		Grosse Pointe	Michigan
C. D. Selby, M.D.	15 E. Kirby		Detroit	Michigan
Richard F. Huegli	10 Radnor Circle		Grosse Pointe	Michigan
Harold Hayes	1200 Cadillac			
	Square Bldg.		Detroit	Michigan
Mrs. Elizabeth Jackson	514 Buhl Building		Detroit	Michigan
Mrs. David A. Wallace	100 Lewiston		Grosse Pointe	Michigan
Mrs. Norma G. Silver	51 West Warren		Detroit	Michigan
Joseph G. Molner, M.D.	334 Bates		Detroit	Michigan
John Lee	5167 Cass Avenue		Detroit	Michigan

ARTICLE VI.

The names and addresses of the first board of directors (or trustees) are as follows:
(At least three required)

NAME	ADDRESS		(State)
	(No.)	(City)	
Carl F. Ingraham	940 Harmon	Birmingham	Michigan
Percival Dodge	45 Dyar	Grosse Pointe	Michigan
Clarence H. Eisman, M.D.	1197 Longfellow	Detroit	Michigan
Alfred H. Whittaker, M.D.	17000 E. Jefferson	Grosse Pointe	Michigan
C. D. Selby, M.D.	15 E. Kirby	Detroit	Michigan
Richard F. Huegli	10 Radnor Circle	Grosse Pointe	Michigan
Harold Hayes	1200 Cadillac Sq. Bldg.	Detroit	Michigan
Mrs. Elizabeth Jackson	514 Buhl Building	Detroit	Michigan
Mrs. David A. Wallace	100 Lewiston	Grosse Pointe	Michigan
Mrs. Norma G. Silver	51 West Warren	Detroit	Michigan
Joseph G. Molner, M.D.	334 Bate	Detroit	Michigan
John Lee, 5167 Cass Avenue		Detroit	Michigan

ARTICLE VII.

The term of this corporation is ~~XXXX~~ perpetual. ~~XXXX~~

ARTICLE VIII.

(Here insert any desired additional provisions authorized by the Act)

No trustee shall receive compensation for his or her services as trustee.

IN WITNESS WHEREOF the incorporators have signed these Articles of Incorporation this

Carl F. Ingraham
C. D. Selby
Clarence H. Eisman

8th day of March, A. D. 1951. (All parties appearing under Article V are required to sign in this space)

for ourselves and for remainder of incorporators pursuant to resolution attached hereto.

STATE OF MICHIGAN
COUNTY OF Wayne

On this 8th day of March, A. D. 1951, before me a Notary Public in and for said County, personally appeared* Carl F. Ingraham, Clarence D. Selby, and Clarence H. Eisman

to me known to be the persons named in and who executed the foregoing instrument, and severally acknowledged that they executed the same freely and for the intents and purposes therein mentioned.

*One or more of the parties signing should acknowledge before the Notary.

Carelyn Dean
Signature of Notary

Notary Public for Wayne County, State of Michigan
My commission expires ~~1951~~ ~~1952~~ ~~1953~~ ~~1954~~ ~~1955~~ ~~1956~~ ~~1957~~ ~~1958~~ ~~1959~~ ~~1960~~ ~~1961~~ ~~1962~~ ~~1963~~ ~~1964~~ ~~1965~~ ~~1966~~ ~~1967~~ ~~1968~~ ~~1969~~ ~~1970~~ ~~1971~~ ~~1972~~ ~~1973~~ ~~1974~~ ~~1975~~ ~~1976~~ ~~1977~~ ~~1978~~ ~~1979~~ ~~1980~~ ~~1981~~ ~~1982~~ ~~1983~~ ~~1984~~ ~~1985~~ ~~1986~~ ~~1987~~ ~~1988~~ ~~1989~~ ~~1990~~ ~~1991~~ ~~1992~~ ~~1993~~ ~~1994~~ ~~1995~~ ~~1996~~ ~~1997~~ ~~1998~~ ~~1999~~ ~~2000~~ ~~2001~~ ~~2002~~ ~~2003~~ ~~2004~~ ~~2005~~ ~~2006~~ ~~2007~~ ~~2008~~ ~~2009~~ ~~2010~~ ~~2011~~ ~~2012~~ ~~2013~~ ~~2014~~ ~~2015~~ ~~2016~~ ~~2017~~ ~~2018~~ ~~2019~~ ~~2020~~ ~~2021~~ ~~2022~~ ~~2023~~ ~~2024~~ ~~2025~~ ~~2026~~ ~~2027~~ ~~2028~~ ~~2029~~ ~~2030~~

FRANCHISE FEE \$10.00
FILING FEE \$ 5.00

(Notarial seal required if acknowledged in another state)
Notary Public, Wayne County, Mich.
My Commission Expires Aug 21, 1954

ORIGINAL
(Non-Profit)

**MICHIGAN
ARTICLES OF INCORPORATION**

OF

**REHABILITATION INSTITUTE OF METRO-
POLITAN DETROIT, INCORPORATED**
(Please type or print corporate name)

Under Act 327, Public Acts of 1951, as amended

(This form prepared by Michigan Corporation and
Securities Commission.)

Philip A. ...
MICHIGAN CORPORATION AND
SECURITIES COMMISSION

FILED
MAR 22 1951

RECEIVED

MAR 12 1951

MICHIGAN CORPORATION AND
SECURITIES COMMISSION

RECEIVED

MAR 19 1951

MICHIGAN CORPORATION AND
SECURITIES COMMISSION

RECEIVED

MAR 22 1951

MICHIGAN CORPORATION AND
SECURITIES COMMISSION

MICHIGAN CORPORATION AND
SECURITIES COMMISSION

MAR 22 1951

BR
EJ
Compared by

MAIL BY TRIPLICATE. ALL ORIGINALS TO:

Michigan Corporation & Securities Commission
P. O. Box 868 Lansing 4, Michigan

Fee: \$16.00

FROM THE MINUTES OF THE MEETING OF THE ORGANIZING COMMITTEE
FOR THE REHABILITATION INSTITUTE OF METROPOLITAN

DETROIT, Incorporated

Meeting March 6, 1951 at 12:15 p m at the
Wayne County Medical Society
4421 Woodward Avenue
Detroit 1, Michigan

Resolution Authorizing Signatures to the
Articles of Incorporation

The first organizing meeting of Incorporators was held as indicated
above. Present were:

Mr Carl F. Ingraham
John Lee, Ph D
Mr Richard F Huegli
A H Whittaker, M D
Mr Percival Dodge
Joseph G Molner, M D
Mrs Elizabeth Jackson
Mr Harold T Hayes
Mrs Norma G Silver, Secretary

RESOLVED that this body shall designate the following incorporators
to sign and acknowledge these Articles of Incorporation on behalf of
members of the incorporating body:

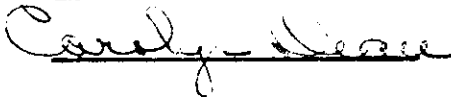
Mr Carl F. Ingraham
Clarence D Selby, M D
Clarence H Eisman, M D

I, Norma Silver, Secretary of the Organizing Committee for the
Rehabilitation Institute of Metropolitan Detroit, Incorporated,
do hereby certify that the above resolution is a true abstract
of the Minutes of the March 6, 1951 meeting of the above-named
body.

Signed


(NORMA G. SILVER)

In the Presence of:



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MAR 12 1961

MICHIGAN CURRICULUM AND
SPECIALISTS COMMISSION

1/28/53-80

AGREEMENT OF MERGER
BETWEEN
THE CURATIVE WORKSHOP AND
REHABILITATION INSTITUTE OF METROPOLITAN DETROIT, INCORPORATED

THIS AGREEMENT OF MERGER, made and entered into this 2nd day of February, 1953 by and between a majority of the TRUSTEES OF THE CURATIVE WORKSHOP, a Michigan corporation, for and in behalf of such corporation, and a majority of the TRUSTEES OF REHABILITATION INSTITUTE OF METROPOLITAN DETROIT, INCORPORATED, a Michigan corporation, for and in behalf of such corporation,

WITNESSETH, that WHEREAS:

(A) Rehabilitation Institute of Metropolitan Detroit, Incorporated, was duly incorporated as a non-stock, non-profit ~~trustee~~ corporation under the provisions of the Michigan General Corporation Act, Act 327 of the Public Acts of the State of Michigan of 1931, ^{as amended,} for the following purpose or purposes:

To promote, correlate and provide all services for the rehabilitation of physically handicapped persons; to provide opportunities and facilities for research and education which will contribute to the prevention of crippling conditions and to the improvement of services for physically handicapped persons; to do such things and perform such acts as the corporation may deem necessary to accomplish its purposes, and to receive, use, hold and apply funds, gifts, bequests, endowments or the proceeds thereof to give effect to and carry forward the purposes of this corporation;

and duly exists as such for a perpetual term.

(B) The Curative Workshop was duly incorporated as a non-stock, non-profit, ~~trustee~~ corporation under the provisions of the Michigan General Corporation Act, Act 327 of the Public Acts of the State of Michigan of 1931, ^{as amended,} for the following purpose or purposes:

To provide and operate an establishment for the administration of physical and occupational therapy and allied services, and to receive, hold and administer moneys, gifts and properties for such purposes;

and duly exists as such for a perpetual term.

(C) The parties desire to merge said two corporations into a single corporation, which shall be Rehabilitation Institute of Metropolitan Detroit, Incorporated, so that the separate existence of The Curative Workshop shall cease, and Rehabilitation Institute of Metropolitan Detroit, Incorporated, shall possess all the rights, privileges, powers, franchises, and properties of each of said two corporations, pursuant to the provisions of the Michigan General Corporation Act.

NOW, THEREFORE, the parties hereto, in consideration of their mutual undertakings and of the premises, terms, and conditions herein set forth, do hereby mutually agree (pursuant to Section 52 of Act 327 of the Public Acts of Michigan of 1931, as amended) to the following terms and conditions of merger and mode of carrying the same into effect so as to merge The Curative Workshop into Rehabilitation Institute of Metropolitan Detroit, Incorporated:

1. The Curative Workshop shall be, and upon the adoption of this agreement as hereinafter specified hereby is, merged into

Rehabilitation Institute of Metropolitan Detroit, Incorporated, so that all the rights, privileges, powers, franchises and properties of The Curative Workshop are merged into, transferred to, and vested in Rehabilitation Institute of Metropolitan Detroit, Incorporated, and so that the separate corporate existence of The Curative Workshop is terminated.

2. The following articles of the original Articles of Incorporation of Rehabilitation Institute of Metropolitan Detroit, Incorporated, are hereby amended: ARTICLES I and II.

ARTICLE I

The name of this corporation (into which The Curative Workshop is merged) is REHABILITATION INSTITUTE OF METROPOLITAN DETROIT, INCORPORATED.

ARTICLE II

The purpose or purposes of this corporation are as follows:

To promote, correlate and provide all services for the rehabilitation of physically handicapped persons including without limitation the operation of an establishment or establishments for the administration of physical and occupational therapy and allied services;

to provide opportunities and facilities for research and education which will contribute to the prevention of crippling conditions and to the improvement of services for physically handicapped persons;

to do such things and perform such acts as the corporation may deem necessary to accomplish its purposes, and to receive, use, hold and apply funds, properties, gifts, bequests and endowments, or the proceeds thereof, to give effect to and carry forward the purposes of this corporation.

3. This agreement of merger shall be submitted to the

of Metropolitan Detroit, Incorporated

members of The Curative Workshop and Rehabilitation Institute, at special meetings of such members separately called and held in accordance with the provisions of Section 52 of Act 327 of the Public Acts of Michigan of 1931, as amended, for the announced purpose of taking this agreement of merger into consideration. This agreement shall be considered at said special meetings and a vote by ballot, in person or by proxy, taken for the adoption or rejection of the same, each member being entitled to one vote. If the votes of the members of The Curative Workshop and Rehabilitation Institute of Metropolitan Detroit, Incorporated, respectively, representing two-thirds (2/3) of the total membership of each class of members of each of the said corporations shall be for the adoption of this agreement, that fact shall be certified on this agreement by the Secretary of each of said corporations under the seals thereof, and the agreement so adopted and certified shall be signed by the President or Vice President and the Secretary or an Assistant Secretary of each of said corporations under their corporate seals and acknowledged by the President or Vice President of each of said corporations before some officer duly authorized to take acknowledgments. This agreement so certified and acknowledged shall then be filed in the office of the Michigan Corporation and Securities Commission and shall thereafter be taken to be the agreement and act of merger of said corporations. This agreement shall not take effect, however, until March 1st, 1953, or as soon thereafter as the same may be filed with the Michigan Corporation and Securities Commission, hereinafter referred to as the "effective date" of this agreement.

4. Each and every member of The Curative Workshop shall automatically become a "community member" of Rehabilitation Institute of Metropolitan Detroit, Incorporated, entitled to all the rights and privileges and charged with all the responsibilities incident to such membership, on the effective date of this agreement.

5. The present officers and trustees of Rehabilitation Institute of Metropolitan Detroit, Incorporated, shall constitute the officers and trustees of the merged corporation.

6. Rehabilitation Institute of Metropolitan Detroit, Incorporated shall, and hereby does, assume all the debts, liabilities, responsibilities and obligations of The Curative Workshop as of the effective date of this agreement, including, without limiting the generality of the foregoing, the following:

(a) Outstanding bills and accounts payable, including rental payments to the City of Detroit under a lease of the premises now occupied by The Curative Workshop;

(b) the terms, covenants, conditions and obligations of the existing lease between The Curative Workshop and the City of Detroit;

(c) all salary and wage obligations of The Curative Workshop, including vacation accumulations, seniority rights, accrued retirement benefits, severance pay arrangements, and all other fringe benefits;

(d) any and all legal, equitable or moral obligations to use funds donated to and held by The Curative Workshop for a special purpose in a way consistent with such designated purpose.

7. Upon the effective date of this agreement all property (whether real, personal or mixed) and interests in property, as well as all rights, privileges, powers and franchises of each of the

merging corporations shall be vested in Rehabilitation Institute of Metropolitan Detroit, Incorporated, without the execution and delivery of any deeds, assignments or other documents whatsoever other than this agreement of merger. Nevertheless, the officers and/or trustees of either of the merging corporations shall execute and deliver any and all deeds, assignments and other documents requested by the trustees of Rehabilitation Institute of Metropolitan Detroit, Incorporated to further evidence such vesting.

8. Upon the effective date of this agreement, the separate existence of The Curative Workshop shall cease, and it shall be merged into Rehabilitation Institute of Metropolitan Detroit, Incorporated in accordance with Act 327 of the Public Acts of the State of Michigan of 1931, as amended. Any gift, bequest or devise to either The Curative Workshop or Rehabilitation Institute of Metropolitan Detroit, Incorporated shall be a valid gift, bequest or devise to the merged corporation.

9. In all respects not otherwise herein specifically provided for, the articles and by-laws of Rehabilitation Institute of Metropolitan Detroit, Incorporated shall continue in force as the articles and by-laws of the merged corporation.

10. IN WITNESS WHEREOF, a majority of the trustees of The Curative Workshop and of Rehabilitation Institute of Metropolitan Detroit, Incorporated, both Michigan corporations, have signed this agreement of merger and have caused the respective corporate seals

of all ... hereto ... and your first
above written

FOR THE REHABILITATION INSTITUTE OF
METROPOLITAN DETROIT, INCORPORATED,
being a majority of the Trustees
thereof:

FOR THE CURATIVE WORKSHOP, being
a majority of the Trustees
thereof

(Handwritten signatures and names on lined paper)

(Walter E. Otto)
(Elizabeth Davis Pingree)
(Robert F. Koss)
(Grover C. Fenbertay M.D.)
(Mary Louise Kenower)

(Handwritten signatures and names on lined paper)

(Mrs. Laura B. Higbie)
(Elizabeth Davis Pingree)
(Elizabeth H. Small)
(Adelbert H. Lindley)
(Elizabeth C. Bachmann)
(Josephine Lombard)
(James G. Goddard)
(Paul R. Triss, Jr.)
(Charlotte Brunst Decker)
(Robert F. Koss)
(Grover C. Fenbertay M.D.)

THE CURATIVE WORKSHOP
CERTIFICATION OF SECRETARY

Genevieve Lombard, Secretary of The Curative Workshop, a Michigan corporation, hereby certifies as such Secretary and under the seal of said corporation that in accordance with the provisions of Section 52, Part I of the Michigan General Corporation Act, being Act 327 of the Public Acts of the State of Michigan of 1931, as amended:

That the foregoing agreement of merger of The Curative Workshop and Rehabilitation Institute of Metropolitan Detroit, Incorporated, both Michigan corporations, the surviving corporation being Rehabilitation Institute of Metropolitan Detroit, Incorporated, after having been first duly signed by a majority of the Trustees of each of said corporations, was submitted to the members of said The Curative Workshop at a meeting thereof called separately for the purpose of taking the same into consideration and duly called and held in accordance with the provisions of said Section 52 of said Michigan General Corporation Act, and that at said meeting said agreement of merger was considered and a vote by ballot in person or by proxy was taken for the adoption or the rejection of the same, each member being entitled to one vote, and the votes of two-thirds of all of the members of said corporation were in favor of the adoption of said agreement of merger and the said agreement of merger was thereby at said meeting duly adopted as the act of the members of said The Curative Workshop.

IN WITNESS WHEREOF, I have hereunto signed by name and affixed the seal of said The Curative Workshop, this 25th day of February, 1953.

Genevieve Lombard
Secretary

REHABILITATION INSTITUTE OF METROPOLITAN DETROIT, INCORPORATED

CERTIFICATION OF SECRETARY

Madelyn Young, Secretary of Rehabilitation Institute of Metropolitan Detroit, Incorporated, a Michigan corporation, hereby certifies as such Secretary and under the seal of said corporation that in accordance with the provisions of Section 52, Part I of the Michigan General Corporation Act, being Act 327 of the Public Acts of the State of Michigan of 1951, as amended:

That the foregoing agreement of merger of Rehabilitation Institute of Metropolitan Detroit, Incorporated, and The Curative Workshop, both Michigan corporations, the surviving corporation being Rehabilitation Institute of Metropolitan Detroit, Incorporated, after having been first duly signed by a majority of the Trustees of each of said corporations, was submitted to the members of said Rehabilitation Institute of Metropolitan Detroit, Incorporated at a meeting thereof called separately for the purpose of taking the same into consideration and duly called and held in accordance with the provisions of said Section 52 of said Michigan General Corporation Act, and that at said meeting said agreement of merger was considered and a vote by ballot in person or by proxy was taken for the adoption or the rejection of the same, each member being entitled to one vote, and that two-thirds of all of the members of each class of membership voted in favor of adoption of said agreement of merger and that said agreement of merger was thereupon at said meeting duly adopted as the act of the members of said Rehabilitation Institute of Metropolitan Detroit, Incorporated.

IN WITNESS WHEREOF, I have hereunto signed by name and affixed the seal of Rehabilitation Institute of Metropolitan Detroit, Incorporated this 23 day of February, 1953.

Madelyn Young
Secretary

THE CURATIVE WORKSHOP
REHABILITATION INSTITUTE OF METROPOLITAN DETROIT, INCORPORATED
EXECUTION OF AGREEMENT OF MERGER

The above and foregoing agreement of merger having been executed by a majority of the Trustees of each of the corporations, parties to the said agreement, and having been adopted by the members of each of said corporation in accordance with the laws of the state of Michigan, being the state under which each corporation was incorporated, the President and Secretary of The Curative Workshop and the President and Secretary of Rehabilitation Institute of Metropolitan Detroit, Incorporated, the parties to the said agreement of merger, do now hereby execute this agreement of merger under the corporate seals of the respective corporations by authority of the Trustees and members thereof as the respective act, deed and agreement of each of said corporations, and each of said corporations has caused this agreement of merger to be signed in its name and on its behalf by its President and Secretary and its corporate seal to be hereto attached on this 25th day of February, 1953.

ATTEST:

Genevieve Lombard

ATTEST:

La Corda M. Kohn

STATE OF MICHIGAN
County of Wayne, ss.

THE CURATIVE WORKSHOP

By

REHABILITATION INSTITUTE OF
METROPOLITAN DETROIT, INCORPORATED

By

I hereby certify that on this 25th day of February, 1953

before me the subscriber, a notary public in and for said County, personally appeared Paul R. Trigg, Jr. to me personally known to be the person named in and who executed the foregoing instrument who, being by me duly sworn, did depose and say that he is the President of The Curative Workshop, a Michigan corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed by him as President and by James A. Lombard Secretary and sealed on behalf of said corporation by authority of the Trustees of said corporation and the members thereof in accordance with Section 52, Part I of the Michigan General Corporation Act, and the said Paul R. Trigg, Jr. acknowledged said instrument to be the free act, deed and agreement of The Curative Workshop and that he executed the same freely and for the intents and purposes therein mentioned.

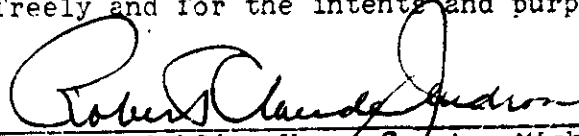
Margaret A. O'Meara
Notary Public, Wayne County, Michigan
My commission expires Jan. 3 1954

STATE OF MICHIGAN
County of Wayne, ss.

I hereby certify that on this 25th day of February, 1953 before me the subscriber, a notary public in and for said County, personally appeared Carl^E Schneider to me personally known to be the person named in and who executed the foregoing instrument who, being by me duly sworn, did depose and say that he is the President of Rehabilitation Institute of Metropolitan Detroit, Incorporated, a Michigan corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed by him as President and by

instrument

LaCorda M. Kohve as Secretary, and sealed on behalf of said corporation by authority of the Trustees of said corporation and the members thereof in accordance with Section 52, Part I of the Michigan General Corporation Act, and the said Carl Schneider acknowledged said instrument to be the free act, deed and agreement of Rehabilitation Institute of Metropolitan Detroit, Incorporated and that he executed the same freely and for the intents and purposes therein mentioned.



Notary Public, Wayne County, Michigan

~~My commission expires 19~~

(Notary Public, Wayne County, Michigan)
(My Commission Expires Jan. 25, 1954)

Relaxation of Securities
Registration Requirements
Incorporated

RECEIVED

MAR 12 1953

MICHIGAN CORPORATION AND
SECURITIES COMMISSION

RECEIVED

FILED

MAY 25 1953

John W. Williams
COMMISSIONER
Michigan Corporation & Securities Commission

MICHIGAN CORPORATION AND
SECURITIES COMMISSION

MAR 3 - 1953

M.S. Com. filed by *M.S.*

Signed on February 6, 1961

REHABILITATION INSTITUTE OF METROPOLITAN DETROIT, INCORPORATED
(Corporate Name)

(Corporate Seal if any)

BY

Sylvester F. Leahy
(President) ~~XXXXXXXXXXXX~~ Sylvester F. Leahy
Paul R. Trigg, Jr.
(Secretary) ~~XXXXXXXXXXXX~~ Paul R. Trigg, Jr.

STATE OF MICHIGAN }
COUNTY OF WAYNE } ss.

On this 6th day of February, 1961, before me appeared

Sylvester F. Leahy

(Name of President) ~~XXXXXXXXXXXX~~

to me personally known, who, being by me duly sworn, did say that he is the president ~~XXXXXXXXXXXX~~
vice president ~~XXXXXXXXXXXX~~

of REHABILITATION INSTITUTE OF METROPOLITAN DETROIT, INCORPORATED
(Corporate Name)

which executed the foregoing instrument, and that *{the seal affixed to said instrument is the corporate seal of said corporation, and that} said instrument was signed *{and sealed} in behalf of said corporation by authority of its board of directors, and said officer acknowledged said instrument to be the free act and deed of said corporation.

*If corporation has no seal strike out the words in brackets and add at end of acknowledgment the following: "and that said corporation has no corporate seal".

La Corda M. Kohne
(Signature of Notary)

Notary Public for Wayne County, State of Michigan.

My Commission expires March 25, 1963

(Notarial seal required if acknowledgment taken out of State)

RECEIVED

FEB 10 1961

MICHIGAN CORPORATION AND SECURITIES COMMISSION

MICHIGAN CORPORATION AND SECURITIES COMMISSION

FEB 10 1961

BR md

Compared by

Filing Fee \$5.00

FORM 16 5-16-60

ORIGINAL

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
REHABILITATION INSTITUTE OF
METROPOLITAN DETROIT, INCORPORATED
(Please type or print corporate name)

Under Act No. 327, Public Acts of 1931, as amended.
(This blank prepared by Michigan Corporation and Securities Commission.)

FILED

FEB 10 1961

La Corda M. Kohne
Michigan Corporation & Securities Commission

Mail Three Signed and Acknowledged Copies To:
Michigan Corporation and Securities Commission
P. O. Box 898
Lansing 4, Michigan

Filing Fee \$5.00

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b)

a. The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the board of directors or trustees.

Signed this _____ day of _____, 19____

(Signatures of all incorporators; type or print name under each signature)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 21st day of August, 1985. The amendment: (check one of the following)

was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.

was duly adopted by the written consent of all the directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.

was 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.)

was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

Signed this 27th day of August, 1985

By Leonard F. Bender
(Signature)

Leonard F. Bender, President

(Type or Print Name and Title)

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization
remitting fees:

Dykema, Gossett, Spencer,

Goodnow & Trigg

Preparer's name and business
telephone number:

Amy P. Hathaway

(313) 568-6926

Amy P. Hathaway
Dykema, Gossett, Spencer, Goodnow & Trigg
400 Renaissance Center
35th Floor
Detroit, Michigan 48243

INFORMATION AND INSTRUCTIONS

1. This form is issued under the authority of Act 284, P.A. of 1972, as amended, and Act 162, P.A. of 1982. The amendment cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.
Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of section 631 of the Act for the purpose of amending the articles of incorporation of a domestic profit or nonprofit corporation. A nonprofit corporation is one incorporated to carry out any lawful purpose or purposes not involving pecuniary profit or gain for its directors, officers, shareholders, or members. A nonprofit corporation organized on a nonstock directorship basis, as authorized by Section 302 of the Act, may or may not have members, but if it has members, the members are not entitled to vote.
4. Item 2— Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 4— The entire article being amended must be set forth in its entirety. However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included.
6. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
7. If the amendment is adopted before the first meeting of the board of directors, item 5(a) must be completed and signed in ink by all of the incorporators. If the amendment is otherwise adopted, item 5(b) must be completed and signed in ink by the president, vice-president, chairperson, or vice-chairperson of the corporation.
8. FEES: Filing fee (Make remittance payable to State of Michigan)..... \$10.00
Franchise fee for profit corporations (payable only if authorized capital stock has increased) —
1/2 mill (.0005) on each dollar of increase over highest previous authorized capital stock.
9. Mail form and fee to:
Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
Lansing, MI 48909
Telephone: (517) 373-0493

EXHIBIT A

AMENDMENT TO ARTICLES OF INCORPORATION
OF REHABILITATION INSTITUTE, INC.
(Detroit Medical Center Reorganization)

August, 1985

ARTICLE IX

DMC/WSU Health System, a Michigan nonprofit corporation, shall be the only member of the Corporation. The Bylaws of the Corporation may be amended only by vote of the member and, except as otherwise specified in the Bylaws, the sole member shall elect all members of the Board of Trustees. The Bylaws may provide that specified actions of the Board of Trustees shall be effective only with the approval of the sole member. The Bylaws may also provide for removal of the President of this Corporation by the sole member but only upon recommendation of the President of the sole member and a determination by the Board of Trustees of the sole member in its discretion that removal is in the best interests of this Corporation and that the President of this Corporation has failed to fulfill his or her duties and responsibilities in a manner consistent with the Bylaws of the Corporation and only by action approved by two-thirds (2/3) of the members of the Board of Trustees of the sole member present and voting at any regular or special meeting of its Board, provided such two-thirds (2/3) is at least a majority of the members of the Board of Trustees of the sole member then in office. The Chairperson and the President of the sole member shall consult with the Chairman of the Board of this Corporation prior to recommending removal of the President of this Corporation.

ARTICLE X

Upon dissolution of the Corporation, the property remaining after providing for debts and obligations of the Corporation shall be distributed to DMC/WSU Health System, a Michigan nonprofit corporation, of Detroit, Michigan, or its successor, provided that DMC/WSU Health System or its successor is exempt from tax under Section 501(c)(3) of the Internal

Revenue Code of 1954 (or comparable provisions of subsequent legislation). If upon dissolution, DMC/WSU Health System or its successor is not in existence or is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or comparable provisions of subsequent legislation), the property remaining after providing for debts and obligations of the Corporation shall be distributed to that organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or comparable provisions of subsequent legislation) as may be designated by the Board of Trustees.

MICHIGAN DEPARTMENT OF COMMERCE — COR 902BH6038 DR03 DRG&FI \$10.00

(FOR BUREAU USE ONLY)

FILED

AUG 2 1990

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Date Received
AUG 2 1990

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Corporations

(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: Rehabilitation Institute, Inc.

2. The corporation identification number (CID) assigned by the Bureau is:

8	2	4	-	0	2	6
---	---	---	---	---	---	---

3. The location of its registered office is:

261 Mack Boulevard
(Street Address)

Detroit
(City)

, Michigan 48201
(ZIP Code)

4. Articles II, IX, X, XI, and XII of the Articles of Incorporation ^{are} ~~is~~ hereby amended ^{added} to read as follows:

See attached supplemental pages 1 - 8.

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b)

a. The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the board of directors or trustees.

Signed this _____ day of _____, 19____

(Signatures of all incorporators; type or print name under each signature)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 19th day of June, 1990. The amendment: (check one of the following)

was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.

was duly adopted by the written consent of all the directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.

was 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.)

was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

Signed this 23 day of July, 19 90

By Bruce M. Gans, M.D.
(Signature)

Bruce M. Gans, M.D.

President

(Type or Print Name)

(Type or Print Title)

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization
remitting fees:

Honigman Miller Schwartz

and Cohn

Preparer's name and business
telephone number:

Linda S. Ross

(313) 256-7341

Linda S. Ross
Honigman Miller Schwartz and Cohn
2290 First National Building
Detroit, Michigan 48226

INFORMATION AND INSTRUCTIONS

1. The amendment cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.
Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of section 631 of the Act for the purpose of amending the articles of incorporation of a domestic profit or nonprofit corporation. Do not use this form for restated articles. A nonprofit corporation is one incorporated to carry out any lawful purpose or purposes not involving pecuniary profit or gain for its directors, officers, shareholders, or members. A nonprofit corporation organized on a nonstock directorship basis, as authorized by Section 302 of the Act, may or may not have members, but if it has members, the members are not entitled to vote.
4. Item 2 — Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 4 — The article being amended must be set forth in its entirety. However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included.
6. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
7. If the amendment is adopted before the first meeting of the board of directors, item 5(a) must be completed and signed in ink by all of the incorporators listed in Article V of the Articles of Incorporation. If the amendment is otherwise adopted, item 5(b) must be completed and signed in ink by the president, vice-president, chairperson, or vice-chairperson of the corporation.
8. FEES: Filing fee (Make remittance payable to State of Michigan) \$10.00
Franchise fee for profit corporations (payable only if authorized capital stock has increased) — ½ mill (.0005) on each dollar of increase over highest previous authorized capital stock.
9. Mail form and fee to:
Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
6546 Mercantile Way
Lansing, MI 48909
Telephone: (517) 334-6302

SUPPLEMENTAL PAGES TO
ARTICLES OF INCORPORATION OF
REHABILITATION INSTITUTE, INC.

ARTICLE II

The purpose or purposes of this Corporation are as follows:

To promote, correlate and provide all services for the rehabilitation of physically handicapped persons including without limitation the operation of an establishment or establishments for the administration of physical and occupational therapy and allied services;

To provide opportunities and facilities for research and education which will contribute to the prevention of crippling conditions and to the improvement of services for physically handicapped persons;

To strive to achieve the system-wide mission and objectives of The Detroit Medical Center ("The DMC"), a Michigan nonprofit corporation, by operating in a manner consistent with and complementary to the other Medical Center institutions and operations of The DMC and in accordance with those policies established by The DMC; and

To do such things and perform such acts as the Board of Trustees or The DMC, as sole member, may deem necessary to accomplish the purposes of the Corporation, and to receive, use, hold and apply funds, properties, gifts, bequests and endowments, or the proceeds thereof, to give effect to and carry forward the purposes of this Corporation.

In furtherance of the foregoing, but not by way of limitation, the Corporation is authorized to borrow or raise money for corporate purposes to

issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the Corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any corporation or other entity, whenever the same shall be in the best interests of the Corporation in furtherance of its purposes.

ARTICLE IX

The sole member of the Corporation shall be The DMC. Except as specified herein, provisions for the membership, qualifications, term of office, manner of election and removal, time and place of meetings and the powers and duties of the Board of Trustees of the Corporation shall be governed by the Bylaws of the Corporation. The DMC, as the sole member of the Corporation, hereby reserves to itself the following reserved powers, which The DMC may exercise, as the sole member of the Corporation, pursuant to the authorities of the Michigan Nonprofit Corporation Act (the "Act"), and specifically Sections 209, 303(1), and 602(j) thereof, and/or as a committee of the members, pursuant to the authorities described in Sections 527(3) and 528 of the Act:

(a) To approve, on behalf of the Corporation, the strategic capital and operating plans and budgets of the Corporation after consultation with and receipt of the advice of the Board of Trustees of the Corporation;

(b) To establish, on behalf of the Corporation, such policies as it deems necessary or appropriate with regard to the cash and asset management of the Corporation;

(c) To establish, on behalf of the Corporation, such other policies affecting the Corporation as The DMC deems necessary or appropriate to facilitate the attainment of the system-wide mission and objectives of The DMC;

(d) To select, nominate, evaluate, promote and terminate if necessary the President of the Corporation, except that the appointment of such individual must be approved by the Board of Trustees of the Corporation; and

(e) To take such other actions as it deems necessary and appropriate on behalf of the Corporation.

In furtherance of the foregoing but without limitation, The DMC shall have the authority to:

- i) cause the Corporation to guarantee the debts and obligations of other corporations;
- ii) incur liabilities on behalf of the Corporation;
- iii) determine if, when and in what amounts any income or other cash of the Corporation should be distributed to The DMC, as sole member;
- iv) establish policies regarding cash transfers of the Corporation to support new institutional or system-wide programs or operations or to fund existing programs or operations requiring subsidization;

- v) cause the services of the institution to be reconfigured, in conjunction with the other institutions and operations of The DMC, in a manner determined by The DMC to best ensure that the missions of its institutions will be preserved;
- vi) establish such management reporting relationships as shall ensure that all personnel working on behalf of the Corporation shall contribute to a cohesive, unified and functionally-integrated DMC system;
- vii) fill any vacancies in the position of the President of the Corporation on an interim basis until an individual nominated by the President and Chief Executive Officer of The DMC and approved by the Board of Trustees of the Corporation has been appointed;
- viii) place the President of the Corporation on the payroll of The DMC and establish such standards of accountability with regard to his or her performance as it deems appropriate;
- ix) establish limits beyond which the approval of The DMC will be required for (i) capital expenditures, (ii) short-term, long-term and alternative indebtedness and obligations (including guarantees and lines of credit) and (iii) acquisitions, leases, encumbrances and dispositions of land, buildings and equipment by the Corporation;

- x) review, evaluate and take such actions as may be necessary in response to the operating, financial and other performance of the Corporation;
- xi) establish policies requiring approval by The DMC of any affiliations, joint ventures and other business relationships of the Corporation (either with another DMC hospital or any other entity);
- xii) adopt all changes in these Articles of Incorporation or the Bylaws of the Corporation; and
- xiii) act on all other matters requiring approval by The DMC as the sole member of the Corporation under the Articles of Incorporation, the Bylaws of the Corporation or applicable law;

To the extent any actions taken by The DMC pursuant to the foregoing authorities are beyond the scope of the powers permitted by Section 528 of the Michigan Nonprofit Corporation Act, such actions may be taken by The DMC pursuant to other authorities described in the Act. Notwithstanding the foregoing, only the Board of Trustees of the Corporation shall have the authority to adopt an agreement of merger or consolidation or to recommend the sale, lease, or exchange of all or substantially all of the Corporation's property and assets.

ARTICLE X

Upon dissolution of the Corporation, the property remaining after providing for debts and obligations of the Corporation shall be distributed to The DMC or its successor, provided that The DMC of its successor is exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or comparable provisions of subsequent legislation). If upon dissolution, The DMC or its successor is not in existence or is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or comparable provisions of subsequent legislation), the property remaining after providing for debts and obligations of the Corporation shall be distributed to that organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or comparable provisions of subsequent legislation) as may be designated by the Board of Trustees.

ARTICLE XI

The Corporation is authorized to confer benefits, including dividends or distributions of income or profits, upon The DMC, as the Corporation's sole member, in conformity with the purposes of the Corporation and consistent with Section 301 of the Michigan Nonprofit Corporation Act.

ARTICLE XII

A volunteer Trustee (as defined in Section 106 and 110 of the Michigan Nonprofit Corporation Act) of the Corporation shall not be personally liable

to the Corporation or its member for monetary damages for a breach of the Trustee's fiduciary duty arising under applicable law. However, this Article shall not eliminate or limit the liability of a Trustee for any of the following:

- (1) a breach of the Trustee's duty of loyalty to the Corporation or its member,
- (2) acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law,
- (3) a violation of Section 551(1) of the Michigan Nonprofit Corporation Act,
- (4) a transaction from which the Trustee derived an improper personal benefit,
- (5) an act or omission occurring before the Effective Date of this Article XII (as hereinafter defined), or
- (6) an act or omission that is grossly negligent.

The Corporation assumes all liability to any person, other than the Corporation or its member, for all acts or omissions of a volunteer Trustee (as defined in Section 106 and 110 of the Michigan Nonprofit Corporation Act) occurring on or after the Effective Date of this Article XII (as hereinafter defined) incurred in the good faith performance of the volunteer Trustee's duties as such.

As used herein, the term "Effective Date" shall mean January 1, 1988 if under applicable law this Article XII is valid with respect to an act or omission of a volunteer Trustee occurring before the date on which the Corporation files with the Michigan Department of Commerce a Certificate of

Amendment to the Articles of Incorporation of the Corporation which adds this Article XII thereto (the "Filing Date"), but if under applicable law this Article XII is invalid with respect to an act or omission of a volunteer Trustee occurring before the filing Date, then the term "Effective Date" shall mean the Filing Date.

Any repeal or modification of this Article XII by the member of the Corporation shall not adversely affect any right or protection of any Trustee of the Corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

D8018j

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU		
Date Received		(FOR BUREAU USE ONLY)
DEC 22 1992		See Release 93-1-C
JAN 27 1993		FILED
Name Janette Williams % Dykema Gosselt		FEB 03 1993
Address 400 Renaissance Center 35th Fl.		Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau
City Detroit	State MI	ZIP Code 48243
		EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Corporations
(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

- The present name of the corporation is: Rehabilitation Institute, Inc.
- The corporation identification number (CID) assigned by the Bureau is:

8	2	4	—	0	2	6
---	---	---	---	---	---	---
- The location of its registered office is:

261 Mack Boulevard	Detroit	Michigan	48201
(Street Address)	(City)		(ZIP Code)

4. Article II of the Articles of Incorporation is hereby amended to read as follows:

SEE ATTACHMENT A

12-50 096816 AR Ch

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b)

a. The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the board of directors or trustees.

Signed this _____ day of _____, 19____.

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 17th day of November, 1992. The amendment: (check one of the following)

- was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- was duly adopted by the written consent of all the directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- was 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 if a nonprofit corporation, and Section 407 (1) of the Act if a profit corporation. Written notice to shareholders or member 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.)
- was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407 (3) of the Act if a non-profit corporation, and Section 407 (2) of the Act if a profit corporation.

Signed this 17th day of November, 1992

By David J. Campbell
(Only signature of: President, Vice President, Chairperson and Vice-Chairperson)

David J. Campbell, President/Chief Executive Officer
(Type or Print Name) (Type or Print Title)

ARTICLE II

The purposes of this Corporation are as follows:

To promote, correlate and provide all services for the rehabilitation of physically handicapped persons, including without limitation the operation and management of inpatient rehabilitation hospital facilities and one or more establishments for the administration of physical and occupational therapy and allied services;

To provide opportunities and facilities for research and education which will contribute to the prevention of crippling conditions and to the improvements of services for physically handicapped persons;

To strive to achieve the system-wide mission and objectives of the Detroit Medical Center ("The DMC"), a Michigan nonprofit corporation, by operating in a manner consistent with and complementary to the other institutions and operations of The DMC; and

To do such things and perform such acts as the Board of Trustees or The DMC, as sole member, may deem necessary to accomplish the purposes of the Corporation, and to receive, use, hold, and apply funds, gifts, bequests, and endowments or the proceeds thereof, to give effect to and carry forward the purposes of this Corporation. In furtherance of the foregoing, but not by way of limitation, the Corporation is authorized to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the Corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any corporation or other entity, whenever the same shall be in the best interests of the Corporation and in furtherance of its purposes. (Amendment to Articles of Incorporation also required.)

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received		(FOR BUREAU USE ONLY)
DEC 21 1995		

FILED

DEC 21 1995

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Name Cynthia Wisner, General Counsel		
Address 4th Floor, Mac Hall, 3990 John R.		
City Detroit	State MI	Zip Code 48201

EFFECTIVE DATE: January 1, 1996

Document will be returned to the name and address you enter above

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

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: Rehabilitation Institute, Inc.

2. The identification number assigned by the Bureau is:

8	2	4	-	0	2	6
---	---	---	---	---	---	---

3. The location of the registered office is:

261 Mack Blvd. Detroit, Michigan 48201
(Street Address) (City) (ZIP Code)

4. Article XIII of the Articles of Incorporation is hereby added to read as follows:

See Attachment

R
12-50 am c 20677

Rehab

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a. The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19_____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, 19_____.

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 19th day of December, 1995. The amendment: (check one of the following)

- was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- was duly adopted by the written consent of all directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- was 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 if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders 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.)
- was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 19th day of December, 1995

By Bruce M. Gans
(Only Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Bruce M. Gans, M.D. President
(Type or Print Name) (Type or Print Title)

Supplemental Article

Article is hereby added to the Articles of Incorporation to read in its entirety, as follows:

Article XIII

Effective at 12:01 am on January 1, 1996 (the "Effective Date"), the Board of Directors/Trustees of the Corporation shall consist of those persons who on the Effective Date are serving on the Executive Committee of the Board of Trustees of The Detroit Medical Center, a Michigan nonprofit corporation and the sole member of the Corporation ("The DMC"). The members of the Executive Committee of the Board of Trustees of The DMC shall succeed those persons who were serving on the Board of Directors/Trustees of the Corporation immediately prior to the Effective Date. On the Effective Date the committees of the Board of the Corporation shall disband and the duties, responsibilities and obligations of such committees shall be fulfilled by the Board of the Corporation or designees of the Board. The chairperson of the Corporation shall be chosen by The DMC, and the President of the Corporation shall be chosen by the President and CEO of The DMC.

This Article shall supersede and replace any conflicting provision of the Articles of Incorporation or Bylaws of the Corporation and shall control from and after the Effective Date.