

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

Date Received

DEC 20 2017

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FILED

DEC 20 2017

ADMINISTRATOR
CORPORATIONS DIVISION

Name

Gregory J. Shope - Shumaker, Loop & Kendrick, LLP

Address

1000 Jackson Street

City

State

ZIP Code

Toledo, Ohio 43604

EFFECTIVE DATE: 1/1/2018

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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:

Community Health Center of Branch County

ARTICLE II

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

see attached Article II.

ARTICLE III

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

2. If formed on a stock basis, the total number of shares the corporation has authority to issue is

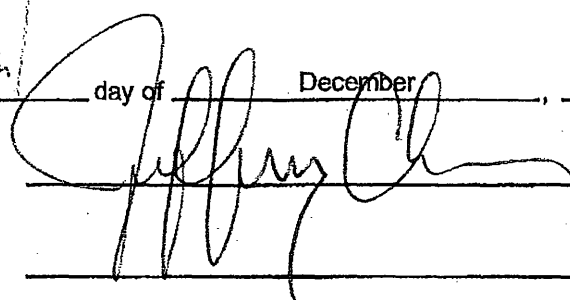
_____ If the shares are or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:

\$520.00 celndk 1811866

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 Articles II, VI, VII, VIII, IX and X.

I, (We), the incorporator(s) sign my (our) name(s) this 20th day of December, 2017

A handwritten signature in black ink, appearing to read "Jeffrey Chen", is written over the signature line of the document. The signature is cursive and spans across the line.

Attachment to Articles of Incorporation
For
Community Health Center of Branch County

Article II
Purpose

The Corporation is organized for the purpose of owning, establishing, maintaining and conducting a hospital for the medical and surgical treatment of the sick and injured; owning, establishing, maintaining, and operating, either directly or indirectly, one or more nursing homes, homes for the aged, clinics, outpatient surgery facilities, training and research facilities, educational programs and facilities, pharmacies, laboratories, and other facilities and programs of a similar nature or incidental thereto; promoting, sponsoring, developing and operating, either directly or indirectly, programs and activities for the care and treatment of sick and injured persons, the promotion of the overall health of the public, and the care and treatment of the elderly; promoting, sponsoring, developing and operating, either directly or indirectly, health care programs and services for the general health and welfare of the public; and purposes and activities necessary or incident to the foregoing. In addition, the Corporation shall support and further the charitable mission of its member ("Member"). The Corporation is organized exclusively for charitable, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth in Article II hereof, and except that distributions may be made to the Member, so long as the Member continues to be tax exempt under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry 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 Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Article VI
Dissolution

Upon the 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 assets of the Corporation exclusively for the purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), in such manner as the Board of Trustees shall determine. In the event that the Member qualifies as a distributee pursuant to the foregoing sentence, all of the assets of the Corporation remaining after the payment of the liabilities of the Corporation, shall be distributed to the Member. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article VII
Limitation of Liability and Indemnification

A. Trustee and Officer Liability. No trustee and no volunteer officer shall be personally liable to the Corporation or its Member for monetary damages for any action taken or any failure to take any action as a trustee or a volunteer officer except for any of the following:

1. The amount of a financial benefit received by a trustee or a volunteer officer to which he or she is not entitled.
2. Intentional infliction of harm on the Corporation or its Member.
3. Any violation of Section 551 of the Michigan Nonprofit Corporation Act, as amended (the "Act").
4. An intentional criminal act.
5. Any liability imposed under section 497(a) of the Act.

B. The Corporation shall assume all liability to any person other than the Corporation or its Member for all acts or omissions of a volunteer trustee occurring on or after the filing of these Articles of Incorporation and incurred in the good faith performance of the volunteer trustee's duties. However, the Corporation shall not assume any liability to the extent the assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code.

C. The Corporation shall assume all liability for all acts or omissions of a volunteer officer or other non-director ("non-Trustee") volunteer, as those terms are defined in the Act,

occurring on or after the effective date of the filing of these Articles of Incorporation if all of the following are met:

1. the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
2. the volunteer was acting in good faith;
3. the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. the volunteer's misconduct was not an intentional tort; and
5. the volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

If the Act is amended after the filing of these Articles of Incorporation to authorize the further elimination or limitation of the liability of trustees, directors, officers, or non-director volunteers of nonprofit corporations, then the liability of the Corporation's trustees, directors, officers, and non-director volunteers, in addition to the limitation, elimination, and assumption of personal liability contained in this Article, will be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination, or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code. No amendment or repeal of this Article will apply to or have any effect on the liability or alleged liability of any such person for any acts or omissions occurring prior to the effective date of any such amendment or repeal.

Article VIII Reserve Powers

The right to authorize and/or approve any amendments to the Articles of Incorporation or bylaws of the Corporation is reserved to the Member as set forth in the Corporation's bylaws. The Member has also reserved the right to approve specified actions of the Board of Trustees and take certain actions on behalf of the Corporation related to its business and affairs which rights are fully described in the Corporation's bylaws.

Article IX Effect of Restructuring

The Corporation was restructured effective the date these Articles of Incorporation are filed and become effective pursuant to the Act. The Corporation is and shall be for all purposes considered the same corporate entity formed when the Corporation's original articles of incorporation were filed with the Clerk of Branch County under the Municipal Health Facilities Corporation Act ("MHFC Act") on April 26, 1994 and amended on July 10, 2012 (the "Original

Entity”). As specified in Section 305a of the MHFC Act: (a) the Corporation is considered a continuation of the Original Entity; (b) the Corporation has all of the liabilities of the Original Entity and the restructuring does not affect any obligations or liabilities of the Original Entity incurred before the restructuring or the personal liability of any person incurred before the restructuring; (c) title to all real estate and other property and rights owned by the Original Entity remain vested in the Corporation without reversion or impairment; (d) the rights, privileges, powers and interests in property of the Original Entity, as well as the debts, liabilities and duties of the Original Entity, shall not be considered, as a consequence of the restructuring, to have been transferred to the Corporation for any purpose of the laws of Michigan, but shall instead be considered for all purposes to be held by the Corporation without the necessity of transfer, in recognition that the Corporation and the Original Entity are one and the same; (e) a proceeding pending against the Original Entity may be continued against the Corporation as if the restructuring had not occurred, or the Corporation may be substituted in the proceeding for the Original Entity; and (f) the Corporation is considered to be the same entity that existed before the restructuring and is considered to be incorporated on the date that the Original Entity was originally incorporated.

Article X
Effective Time

These Articles of Incorporation shall be filed with the Michigan Department of Licensing and Regulatory Affairs, Corporations, Securities and Commercial Licensing Bureau effective as of January 1, 2018 in compliance with Section 305a of the MHFC Act and the Act.