



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That Articles of Incorporation of

BELL FOUNDATION

were duly filed in this office on the 5TH *day of* MARCH *, 19* 92 *,*

in conformity with Act 162, Public Acts of 1982.

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this* 5TH *day
of* MARCH *, 19* 92 *.*

[Handwritten signature]

REGISTRATION

Director

FILED

734-651

MAR 5 1992

NONPROFIT ARTICLES OF INCORPORATION

RECEIVED

Michigan Department of Commerce

OF

FEB 25 1992

BELL FOUNDATION

Corporation & Securities Bureau

These Articles of Incorporation are signed by the Incorporator for the purpose of forming a nonprofit corporation pursuant to the provisions of Act 162, Public Acts of 1982, as amended, as follows:

ARTICLE I.

NAME. The name of the corporation is Bell Foundation.

ARTICLE II.

PURPOSE. The purposes for which the corporation is organized are as follows:

2.1 To conduct activities, either directly, through related organizations, or in cooperation with organizations exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"), in order to receive and administer funds to further the purposes of planning for and providing health care and related education and research through Superior Healthcare System, Bell Memorial Hospital and any related organizations exempt from tax under Section 501(c)(3) of the Code, as long as such organizations remain exempt under Section 501(c)(3) of the Code, subject, however, to all limitations on the nature or extent of such activities applicable, from time to time, to organizations exempt from tax under Section 501(c)(3) of the Code, or comparable provisions of subsequent legislation.

2.2 To acquire, to own, to dispose of, and to deal with real and personal property and interests therein, and to apply gifts, grants, bequests and devises, and the proceeds thereof in furtherance of the purposes of the corporation.

2.3 To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the powers conferred on nonprofit corporations by the laws of the State of Michigan.

ARTICLE III.

NONSTOCK BASIS. The corporation is organized on a nonstock, membership basis.

3.1 The amount of assets which the corporation now possesses is:

Real Property	-	None
Personal Property	-	None

3.2 The corporation is to be financed from grants and contributions from individuals and organizations, income from investments, and other sources which may be available.

ARTICLE IV.

OFFICE AND RESIDENT AGENT.

4.1 The address of the initial registered office, which is the same as the mailing address, is 101 South Fourth Street, Ishpeming, Michigan 49849.

4.2 The name of the initial resident agent is James E. Ferguson.

ARTICLE V.

NAME AND ADDRESS OF INCORPORATOR. The name and address of the incorporator is as follows:

Mr. James E. Ferguson
101-South Fourth Street
Ishpeming, Michigan 49849

ARTICLE VI.

SOLE MEMBER. The membership of the corporation shall consist of one (1) class, and the sole member of the corporation shall be Superior Healthcare System, a Michigan nonprofit corporation. The power to adopt, amend and repeal the articles and bylaws of the corporation, and, except as provided in the bylaws, to elect all members of the Board of Directors of the corporation is reserved exclusively to the member. The bylaws may require approval by the member for specified actions of the Board of Directors to be effective.

ARTICLE VII.

CHARITABLE PURPOSE; DISSOLUTION.

7.1 The corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"). Notwithstanding any other provisions of these Articles of Incorporation, 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.

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

7.3 The property of the corporation is irrevocably dedicated for charitable purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, member, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in these Articles.

7.4 Upon dissolution of the corporation, the property remaining after providing for debts and obligations of the corporation shall be distributed to Superior Healthcare System, a Michigan nonprofit corporation, provided that Superior Healthcare System is exempt from tax under Section 501(c)(3) of the Code. If upon dissolution, Superior Healthcare System is not in existence or is not an organization described in Section 501(c)(3) of the Code, the property remaining shall be distributed to Bell Memorial Hospital, a Michigan nonprofit corporation, provided that Bell Memorial Hospital is exempt from tax under Section 501(c)(3) of the Code. If Bell Memorial Hospital is not in existence or is not a 501(c)(3) organization, 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 Code as may be designated by the Board of Directors.

ARTICLE VIII.

INDEMNIFICATION. A volunteer director of the corporation shall not be personally liable to the corporation or its directors for monetary damages for a breach of the director's fiduciary duty arising under applicable law. However, this Article shall not eliminate or limit the liability of a director for any of the following:

- (1) a breach of the director's duty of loyalty to the corporation or its directors,
- (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 director derived an improper personal benefit,
- (5) an act or omission occurring before the date these Articles are filed with the Michigan Department of Commerce,
- (6) an act or omission that is grossly negligent.

A volunteer director of the corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a director to the corporation and its directors to the extent set forth in this Article VIII. Any repeal or modification of this Article shall not adversely affect any right or any protection of any volunteer director of the corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE IX.

The corporation assumes all liability to any person, other than the corporation and its directors for all acts or omissions of a volunteer director occurring on or after the date these Articles are filed with the Michigan Department of Commerce, which are incurred in the good faith performance of the volunteer director's duties as such. Notwithstanding the foregoing, a volunteer director shall be personally liable to the corporation and its directors for monetary damages for a breach of fiduciary duty as a director to the extent set forth in the preceding Article VIII, and the corporation and its directors shall not be precluded by this Article IX from bringing or maintaining a claim against a volunteer director to the extent not inconsistent with the preceding Article VIII.

Any repeal or modification of this Article shall not adversely affect any right or protection of any volunteer director of the corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE X.

ACTION WITHOUT A MEETING. Any action required or permitted by the Michigan Nonprofit Corporation Act to be taken at an annual or special meeting of the member may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth action so taken, is signed by the member.

IN WITNESS WHEREOF, the Incorporator of the corporation has signed these Articles of Incorporation on this eighth day of January, 1991. JEF

James E. Ferguson
James E. Ferguson
Incorporator