

***Michigan Department of Energy, Labor & Economic Growth***

***Filing Endorsement***

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

***for***

***BELL MEDICAL CENTER***

***ID NUMBER: 775191***

***received by facsimile transmission on November 4, 2009 is hereby endorsed***

***Filed on November 4, 2009 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 4TH day of November, 2009.***

A handwritten signature in black ink, appearing to read "S. Shepherd", written in a cursive style.

***Director***

***Bureau of Commercial Services***

MICHIGAN DEPARTMENT OF LABOR AND ECONOMIC DEVELOPMENT 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 Arthur deVaux	EFFECTIVE DATE:	
Address 201 West Big Beaver, Columbia Center, Suite 315		
City Troy	State Michigan	Zip Code 48084

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## RESTATED ARTICLES OF INCORPORATION OF BELL MEDICAL CENTER

Pursuant to the provisions of the Michigan Nonprofit Corporation Act, being Act 162, Public Acts of 1982, as amended (the "Act"), the undersigned Corporation executes the following Restated Articles:

1. The present name of the corporation is Bell Medical Center
2. The identification number assigned by the Bureau is 775-191
3. The corporation has no former names.
4. The date of filing the original Articles of Incorporation was September 10, 1976.

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: Bell Medical Center (hereinafter the "Corporation").

### ARTICLE II

The Corporation will have a role statement that specifies the purposes it will serve and the manner in which the philosophy, mission and core values of Superior Healthcare System will be carried out in the community served by the Corporation. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of

Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Further, the Corporation is organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the Member, and such other of its subsidiary organizations that qualify under Section 501(c)(3) and under Section 509(a)(1) or Section 509(a)(2) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of its Member and the Corporation's purposes shall include the following:

A. To acquire, establish, construct, develop, operate, and maintain facilities, including the provision, on a nonprofit basis, of ambulatory facilities and services for the care and treatment of persons who are acutely ill or who otherwise require medical care and related services of the kind customarily furnished most effectively by hospitals; and to initiate, sponsor, carry out, participate in and contribute to programs for the care and treatment of the sick, infirm, aged, and distressed, and for the promotion of the general health of the community.

B. The Corporation shall exercise only such powers as are consistent with its governing documents and in furtherance of its purposes, and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as heretofore or hereafter amended, or the equivalent provisions of any future Internal Revenue Code; provided, however, that the Corporation is specifically empowered:

(1) to buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to accomplishment of the purposes set for in this Article;

(2) to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property; and

(3) to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

C. To promote and to carry on scientific research with respect to the cause, treatment, and prevention of illness and injury and to the improvement of public health.

D. To participate in and to carry on activities for the education of physicians, nurses, other professional and paraprofessional personnel, and the public about rendering care to the sick, injured, and disabled about prevention of illness and injury, and about the promotion of health.

E. To conduct activities, either directly, through related organizations, or in cooperation with organizations exempt from tax under Section 501(c)(3) of the Code, in order to raise funds to further the purposes of the Corporation, 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.

F. To make gifts and grants to other organizations which are exempt from tax under Section 501(c)(3) of the Code established to promote the health of the community or for other charitable, educational or scientific purposes.

G. To do such things and to perform such acts to accomplish its purposes as are not forbidden by Section 501(c)(3) of the Code with all powers conferred on non-profit corporations by the laws of the State of Michigan.

H. Engage in any lawful activities within the purposes for which a corporation may be organized under the Act, as it may be amended from time to time, which are in furtherance of or in support of the charitable purposes of the organizations described in this Article.

I. Otherwise operate in support of or in furtherance of the charitable purposes of the Corporation, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:

(1) No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons unless allowed by Section 501(c)(3) of the Code and the Act except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(2) 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.

(3) Notwithstanding any other provisions of the Corporation's Governing Documents, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

### ARTICLE III

1. The Corporation is organized on a nonstock basis.

2. a. As of June 30, 2009:

(i) The description and value of its real property assets are \$144,937.00. The real property consists of all land and buildings and the related improvements to the property which is located at 97 S. Fourth Street, Ishpeming, MI 49849.

(ii). The description and value of its personal property assets are \$1,177,472.00. The personal property consists primarily of clinical and office equipment and furniture used in the operations of the Corporation.

- b. The Corporation is to be financed under the following general plan: payments for services rendered and other sources which may be available.
- c. The Corporation is organized on a membership basis. The sole member of the Corporation is Superior Healthcare System (Member").

#### ARTICLE IV

1. The address of the registered office is 901 Lakeshore Drive, Ishpening, MI 49849.
2. The name of the resident agent is Rick Ament.

#### ARTICLE V

A. No member of the Board of Directors of the Corporation who is a volunteer director or volunteer officer, as that term is defined in the Michigan Nonprofit Corporation Act ("Act"), shall be personally liable to this Corporation for monetary damages for a breach of the Director's fiduciary duty arising under the Act, provided, however, that this provision 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;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- (3) a violation of Section 551(1) of the Act;
- (4) a transaction from which the Director or Officer derived an improper personal benefit;
- (5) an act or omission occurring before the effective date of the provision; or
- (6) an act or omission that is grossly negligent.

B. This Corporation hereby assumes all liability to any person other than the Corporation for all acts or omissions of a Director, who is a volunteer trustee as defined in the Act occurring on or after January 1, 1988, incurred in the good faith performance of the Director's duties as such; provided, however, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation.

C. If the Act is amended after approval of this Article V to authorize the further elimination or limitation of the liability of trustees of nonprofit corporation, then the liability of the Directors of the Corporation, in addition to the limitation, elimination, and assumption of personal liability contained in this Article V, shall be assumed by the Corporation, eliminated, or limited to the fullest extent permitted by the Act as so amended, except to the extent such

limitation, elimination, or assumption is inconsistent with the status of the Corporation as an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation.

D. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any Director or Officer of this Corporation for or with respect to any acts or omissions of such Director or Officer occurring prior to the effective date of any such amendment or repeal.

ARTICLE VI

Upon the dissolution of the Corporation, the disposition of all assets of the Corporation shall be in a manner as provided by the Board of Directors (subject to the prior approval of the Member) and in accordance with the following:

A. The paying of or making of provision of the payment of all liabilities, direct indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit arrangements, master indentures and other similar documents.

B. Subject to compliance with the dissolution principles of the Member, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to the Member or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by the Members of Ascension Health.

C. Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

These Restated Articles of Incorporation were duly adopted on the 11<sup>th</sup> day of September, 2009 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 were duly adopted by the Member. The necessary number of votes were cast in favor of these Articles of Incorporation.

Signed this 2<sup>nd</sup> day of November 2009.  
By: [Signature]  
Rick Ament President