

**MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH  
BUREAU OF COMMERCIAL SERVICES**

Date Received  
JUN 30 2010

(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.

**FILED**

JUN 30 2010

by Administrator  
Bureau of Commercial Services

EFFECTIVE DATE: July 1, 2010

Name Linda S. Ross		
Address 2290 First National Building, 660 Woodward Avenue		
City Detroit	State MI	ZIP Code 48226

Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office.

**RESTATED ARTICLES OF INCORPORATION  
For use by Domestic Nonprofit Corporations  
(Please read information and instructions on the last page)**

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is:  
Bell Memorial Hospital

2. The identification number assigned by the Bureau is: 753-140

3. All former names of the corporation are:  
Ishpeming - Negaunee Hospital Association, Inc.

4. The date of filing the original Articles of Incorporation was: December 28, 1951

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 Memorial Hospital

**ARTICLE II**

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

sl 100-4413 135892 10 135908 CA TLJ

**ARTICLE III**

1. The corporation is organized on a nonstock basis.  
(stock or nonstock)
2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is \_\_\_\_\_ . If the shares are, or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class are as follows:

3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")

See attached

and the description and value of its personal property assets are: (if none, insert "none")

See attached

(The valuation of the above assets was as of December 31, 2009 )

The corporation is to be financed under the following general plan:

Fees for services, grants, contributions, investment income and other sources that may become available.

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

**ARTICLE IV**

1. The address of the registered office is:

See attached

(Street Address)

(City)

, Michigan

(ZIP Code)

2. The mailing address of the registered office, if different than above:

See attached

(Street Address or P.O. Box)

(City)

, Michigan

(ZIP Code)

3. The name of the resident agent is: See attached

ARTICLE V (Additional) provisions, if any, may be inserted here; attach additional pages if needed.)

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

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

Signed this \_\_\_\_\_ day of \_\_\_\_\_

By \_\_\_\_\_  
(Signature of Authorized Officer or Agent)

\_\_\_\_\_  
(Type or Print Name)

- b.  These Restated Articles of Incorporation were duly adopted on the 18th day of June, 2010, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation, and: (Check one of the following)

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

Signed this 28 day of June, 2010

By [Signature]  
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Rick Ament  
(Type or Print Name)

President

(Type or Print Title)

**RESTATED ARTICLES OF INCORPORATION OF  
BELL MEMORIAL HOSPITAL  
A MICHIGAN NONPROFIT CORPORATION**

Pursuant to the provisions of the Michigan Nonprofit Corporations Act, Act 162, Public Acts of 1982 (the "Act"), as amended, Corporation executes the following articles:

**DEFINITIONS**

For the purposes of these Restated Articles of Incorporation, the terms herein referred to shall have the following meanings:

A. The term "Act" means the Michigan Nonprofit Corporation Act, or any successor law, as the same may be amended from time to time.

B. The term "Board" or "Board of Directors" means the board of directors of the Corporation and the term "Director" means an individual member of the Board, unless, from its context or use, it clearly has a different meaning.

C. The term "Bylaws" means the Restated Bylaws of the Corporation, as the same may be further amended or revised from time to time.

D. The term "Code" means the Internal Revenue Code of 1986, as it may be amended from time to time, or comparable provisions of subsequent legislation.

E. The term "Corporation" means Bell Memorial Hospital, a Michigan nonprofit corporation, unless, from its context or use, it clearly has a different meaning.

F. The term "Member" means Superior Healthcare System, Inc., a Michigan nonprofit corporation.

**ARTICLE I  
NAME**

The name of the Corporation is Bell Memorial Hospital.

**ARTICLE II  
PURPOSES**

The Corporation is organized exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code. In furtherance of the foregoing, the purposes for which the Corporation is organized are:

A. To reduce unnecessary duplication of services, technology, facilities and other capital expenditures by coordinating the delivery of health care services on a cost-effective basis, and increase access to capital resources;

- B. To establish a community-focused comprehensive delivery system to respond to the changing health care environment and to meet future health care needs of the population served;
- C. To expand access to health care to those individuals in underserved areas or who are otherwise unable to obtain adequate health care due to an inability to pay and to participate in activities designed to promote the health of such individuals;
- D. To reduce the cost of delivering health care services while enhancing the general quality of and access to health care furnished;
- E. To provide broad access to quality health care at the least possible cost;
- F. To construct, own, acquire, lease, manage, operate, provide and maintain hospitals, other health care facilities, nursing homes, congregate living facilities, clinics, infirmaries and other establishments and programs providing health care, surgery, treatment and services to all areas of the community, the sick, the aged, the disabled and infirm;
- G. To provide counseling, patient education, self care and home health care services for the sick, aged, disabled and infirm;
- H. To carry on any educational activities related to rendering care to the sick, injured and aged, or to the promotion of health, that in the opinion of the Board of Directors or Member of the Corporation may be justified by the facilities, personnel, funds and other requirements that are, or can be, made available;
- I. To promote and carry on scientific research related to the care of the sick and injured;
- J. To participate in joint or coordinated planning, service, development, and management operations and endeavors, experimental or otherwise, with other health care providers in order to lower costs and increase quality and accessibility of necessary health care services, and to engage in other operations, services or functions in health care and health care planning;
- K. To enter into arrangements with managed care organizations and other third party payors to ensure the provision of high quality, cost-effective health care services to patients;
- L. To compete more effectively;
- M. To provide a means by which physicians may participate together with hospitals and other health care providers in a lawful integrated delivery network providing broad geographic coverage of physicians, hospitals and other health care services that benefit the community as well as third-party payors;

N. To maintain local involvement, including local representation in corporate membership and governance;

O. To construct, own, acquire, lease, manage, operate, provide and maintain any facilities, programs, goods and services (management or otherwise), and related activities, in furtherance of health care or health education, either directly or indirectly;

P. To solicit, receive and manage state, federal, local and private grants, gifts, donations, devises and bequests, and to provide grants, loans, scholarships and donations, in furtherance of the aforementioned charitable projects and purposes, and to advance the quality and availability of health care services;

Q. To organize, as an incorporator, or to cause to be organized under the laws of the State of Michigan or of any other state of the United States of America, or of the District of Columbia, or of any commonwealth, territory, agency, or instrumentality of the United States of America, or of any foreign country, a corporation or corporations for the purpose of conducting or promoting any business or purpose for which corporations may be organized, whether for pecuniary profit or otherwise, and to dissolve, windup, liquidate, merge or consolidate any such corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated;

R. To acquire and hold any interest in, and to act as a voting member, shareholder, partner, trustee or joint venturer of any corporation, partnership, trust, joint venture or other entity now existing or hereafter organized;

S. To promote, support and enhance the mission, identity and purposes of the Corporation while accomplishing the foregoing purposes;

T. To provide a benefit to its Member to the extent permitted under these Restated Articles of Incorporation, the Restated Bylaws of the Corporation and the Act;

U. To perform such acts as the Board of Directors of the Corporation and/or the Member may deem appropriate to accomplish the purposes of the Corporation; and

V. To operate 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 net earnings of the Corporation shall inure to the benefit of, or be distributable to its Member, directors, officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation;

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 in violation of any provisions applicable to corporations exempt from taxation under Section 501(a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended; and

3. Notwithstanding any other provisions of these Restated Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or (iii) any corporation described in Section 509(a) of the Code.

### **ARTICLE III** **ORGANIZATION**

The Corporation is organized on a nonstock basis as a membership corporation. The Corporation is to be financed under the following general plan: donations, dues, and fees. As of December 31, 2009, the value of the real property of the Corporation was \$41,229,385 (consisting of buildings, building improvements, and the land and land improvements upon which the buildings are situated) and the value of the personal property of the Corporation was \$13,175,268 (consisting of furnishings, medical and office equipment, supplies and other items used by the Corporation in furtherance of its purposes). The Member of the Corporation shall have such rights and powers as are specified in these Restated Articles of Incorporation, in the Restated Bylaws of the Corporation and in the Act. In furtherance of the foregoing, the Member shall reserve to itself in its capacity as the corporate Member of the Corporation, the following two categories of actions: Class I Member reserved rights and Class II Member reserved rights.

#### **A. Class I Member Reserved Rights**

(1) Addition, deletion or reconfiguration of services of the Corporation.

(2) Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.

(3) Exclusive authority to enter into managed care contracts on behalf of the Corporation.

(4) Approval of contracts on behalf of the Corporation (but the Member may establish policies from time to time providing that only specific types of contracts or contracts involving obligations in excess of specified financial levels or terms need to be approved by the Member).

(5) Authority to establish fees and charges on behalf of the Corporation (but in compliance with the debt instruments of the Corporation).

(6) Determination of whether the Corporation should join any other networks or alternative or integrated delivery systems.

(7) Establishment of employment fringe benefits and other policies applicable to all personnel employed by the Corporation.

(8) Establishment of a community benefit plan for the Corporation.

(9) Establishment of investment policies with respect to the cash and other assets of the Corporation, and the authority to co-mingle the cash and other assets of the Corporation for purposes of such investments, as long as the ownership of the Corporation in such co-mingled assets can be identified on the books and records of the Corporation.

(10) Approval of incurrence of any Indebtedness of the Corporation (in excess of amounts established from time to time by the Member below which the Board of Directors may approve such Indebtedness).

(11) Promulgation of standards and targets for quality of care applicable to the Corporation.

(12) Approval of the philosophy, mission statement and purposes of the Corporation.

(13) Approval of non-substantive changes in the articles of incorporation and bylaws of the Corporation.

(14) Approval of the additional entities formed by the Corporation or the establishment of additional Corporation affiliates or subsidiaries.

(15) Approval of major changes in programs or services of the Corporation.

(16) Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Member.

**B. Class II Member Reserved Rights**

(1) The termination of all services and closure of a hospital facility of the Corporation.

(2) Change in the name of a hospital facility of the Corporation.



(3) Substantive changes in the Articles of Incorporation and Restated Bylaws of the Corporation, including any change that would modify the board structure of the Corporation.

(4) Approval of the philosophy, mission statement and purposes of the Corporation (or a fundamental change in the philosophy, mission statement or purpose of the Corporation).

(5) The merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation or other change in corporate form, causing a fundamental reorganization of the Corporation.

(6) With regard to any assets of the Corporation that the Member determines are no longer required in the operation of the Corporation, approval of any sale or other disposition of any assets not in the ordinary course which have a value in excess of five percent of the net book value of the assets of the Corporation, and with regard to all other assets of the Corporation, the approval of any sale or other disposition of such assets not in the ordinary course.

#### **ARTICLE IV** **REGISTERED OFFICE AND RESIDENT AGENT**

The address of the Corporation's registered office is 901 Lakeshore Drive, Ishpeming, Michigan 49849. The name of the resident agent of the Corporation is Rick Ament. The address of the Corporation's registered office and/or name of the Corporation's resident agent may be changed from time to time by the Board of Directors of the Corporation.

#### **ARTICLE V** **MEMBER ACTION**

A. The Member shall exercise its rights by resolution duly approved by the Member's Board of Directors at any annual, regular or special meeting (or authorized by unanimous consent resolution of the directors of the Member). The Member also may exercise its rights pursuant to a delegation of authority by its Board of Directors to an officer, committee or member of management of the Corporation. As long as the Member is the sole member of the Corporation, no meetings of the membership shall be required. The Member shall adopt resolutions electing members of the Board of Directors of the Corporation, as provided by the Bylaws of the Corporation, at the annual meeting of its Board of Directors. If, for any reason, the annual meeting of the Board of Directors of the Member is not held during any year, any business with respect to the Corporation which could have been conducted at that meeting may be conducted by resolution adopted at any later annual, regular, or special meeting of its Board of Directors (or adopted by written consent resolution of the directors).

B. Any action required or permitted by the Act to be taken at an annual or special meeting of the Member may be taken without a meeting, prior notice, or a vote, if a consent in writing setting forth the action so taken is signed by the Member.

**ARTICLE VI**  
**LIABILITY OF VOLUNTEER DIRECTORS**

A volunteer Director of the Corporation, as defined in Section 110(2) of the Act (including its unincorporated operating units), shall not be personally liable to the Corporation for monetary damages for a breach of the Director's fiduciary duty arising under applicable law; except nothing in this section shall eliminate or limit the liability of a Director for any of the following:

- A. A breach of the Director's duty of loyalty to the Corporation;
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- C. A violation of Section 551 of the Act;
- D. A transaction from which the Director received an improper personal benefit; or
- E. An act or omission that is grossly negligent.

The Corporation assumes all liability to any person, other than the Corporation or the Corporate Member, for all acts or omissions of a volunteer Director incurred in the good faith performance of the volunteer Director's duties as such.

Any repeal or modification of this section by the Board of Directors of the Corporation shall not adversely affect any right or protection of any volunteer Director of the Corporation existing at the time of, or with respect to, any acts or omissions occurring before the effective date of such repeal or modification.

**ARTICLE VII**  
**LIABILITY OF NONDIRECTOR VOLUNTEERS**

The Corporation assumes the liability for all acts or omissions of a nondirector volunteer occurring on or after the effective date of the filing of these Articles of Incorporation or any predecessor document containing similar provisions if all of the following are met:

- A. The nondirector volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- B. The nondirector volunteer was acting in good faith;
- C. The nondirector volunteer's conduct was not gross negligence or willful or wanton misconduct;
- D. The nondirector volunteer's conduct was not an intentional tort; and

E. The nondirector 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.

Any repeal or modification of this section by the Board of Directors of the Corporation shall not adversely affect any right or protection of any nondirector volunteer existing at the time of, or with respect to, any acts or omissions occurring before the effective date of such repeal or modification.

## **ARTICLE VII INDEMNIFICATION**

The Corporation shall, to the maximum extent allowed by law, indemnify those persons who are serving or have served as members, trustees, directors, officers, nondirector volunteers, employees, committee members, or agents of the Corporation, and those who are serving or have served at the request of the Corporation as a trustee, director, officer, nondirector volunteer, employee, committee member, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

## **ARTICLE IX DISSOLUTION**

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after satisfaction of all of its obligations will be distributed to a qualifying entity, exempt from federal taxation under Section 501(c)(3) of the Code as directed the Member.

## **ARTICLE X EFFECTIVE DATE OF RESTATED ARTICLES OF INCORPORATION**

These Restated Articles of Incorporation are effective as of July 1, 2010. These Restated Articles of Incorporation may be amended as provided in the Restated Bylaws of the Corporation.

## **ARTICLE XI BYLAWS**

Except as otherwise provided in these Restated Articles of Incorporation, provisions for the membership, terms of office, manner of election and removal, time and place of meetings and powers and duties of the Board of Directors of the Corporation shall be governed by the Bylaws of the Corporation. The Bylaws of the Corporation may be amended or restated, or new Bylaws adopted only by action of the Member whose power is reserved exclusively to the Superior Board of Directors.

***Michigan Department of Licensing and Regulatory Affairs***

***Filing Endorsement***

***This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION***

***for***

***BELL MEMORIAL HOSPITAL***

***ID NUMBER: 753140***

***received by facsimile transmission on June 27, 2011 is hereby endorsed***

***Filed on June 29, 2011 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 29TH day of June, 2011.***



A handwritten signature in black ink, appearing to read "A. Schaffer".

***Director***

***Bureau of Commercial Services***

BCS/CD-515 (Rev. 04/11)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS BUREAU OF COMMERCIAL SERVICES		
Date Received		
	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 Hall Render, Killian, Heath & Lyman, PLLC c/o Arthur deVaux, Esq.		
Address 201 W. Big Beaver Rd., Suite 1200		
City	State	ZIP Code
Troy	MI	48084
		EFFECTIVE DATE:

 Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office. 

## 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: Bell Memorial Hospital	
2. The Identification number assigned by the Bureau is:	753140

3. Article <u>III</u> of the Articles of Incorporation is hereby amended to read as follows: The Corporation is organized on a nonstock basis as a membership corporation. The Corporation is to be financed under the following general plan: donations, dues, and fees. The Member of the Corporation shall have such rights and powers as are specified in these Restated Articles of Incorporation, in the Restated Bylaws of the Corporation and in the Act. The Corporation has real property consisting of land and buildings having an approximate book value of \$42,793,138, net of depreciation. The Corporation has personal property consisting of equipment having an approximate book value of \$17,073,704, net of depreciation. (The valuation of the above assets was as of May 31, 2011)
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6. Nonprofit corporation only: Member, shareholder, or board approval

The foregoing amendment to the Articles of Incorporation was duly adopted on the 8 day of

March, 2011 by the (check one of the following):

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

- members or shareholders at a meeting in accordance with Section 611(2) of the Act.
- written consent of the members or shareholders 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 members or shareholders who have consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

- directors at a meeting in accordance with Section 611(2) of the Act.
- written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations

Signed this 23 day of May, 2011

By [Signature]  
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Rick Ament  
(Type or Print Name)

President / CEO  
(Type or Print Title)