

1025511  
**RECEIVED**

9128#7933 0313 DRG&FI \$10.00

MAR 13 1991

MICHIGAN DEPT. OF COMMERCE

**FILED**

MAR 18 1991

Administrator  
MICHIGAN DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

Restated Articles of Incorporation

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 Health System Community Hospitals.

2. The corporation identification number (CID) assigned by the Bureau is 705-736.

3. All former names of the Corporation are: Hutzel Corporation of Michigan and HGH Health System.

4. The date of filing the original Articles of Incorporation was June 1, 1982.

The following restated Articles of Incorporation supersede the Articles of Incorporation, as restated, and shall be the Articles of Incorporation for the Corporation:

SK

Restated

Articles of Incorporation

Harper Hospital,  
a Michigan nonprofit corporation

Article I

The name of the Corporation is Harper Hospital. ✓

Article II

A. The purposes of the Corporation shall be:

1. To establish, maintain and operate one or more hospitals for the care and relief of sick and infirm persons, including indigent persons, and other persons suffering from conditions that require hospital care.

2. To establish, maintain and operate related facilities and other health-care facilities.

3. To conduct and to participate in programs for the education and training of physicians, nurses and other health professional and paraprofessional personnel.

4. To conduct and to promote medical research for the purposes of reducing morbidity and mortality and of improving public health and patient care.

5. To participate with other institutions in shared or combined programs and services, whether as a member of a cooperative corporation or by means of any other form of participation or ownership.

6. To conduct and to participate in any activity operated to promote the general health of the public, acting independently or in collaboration with or through the employment of other agencies or institutions.

7. To own and to dispose of real and personal property and interests therein, and to receive, use, hold and apply funds, gifts, grants and bequests and the proceeds thereof in furtherance of the purposes of the Corporation.

8. 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 institutions and operations of The DMC and in accordance with those policies established by The DMC.

9. To do such things and to perform such acts as the Board of Trustees or The DMC, as sole member, may deem appropriate to accomplish the purposes of the Corporation.

Subject to the policies established from time to time by The DMC and subject to the powers reserved to The DMC in these Articles of Incorporation and the Bylaws of this Corporation, in order to accomplish the foregoing, the Corporation is authorized to (i) acquire, purchase, own, maintain, hold, use, convey, manage, exchange, transfer, mortgage, lease, sublease or rent all real and personal property of every kind and nature, (ii) loan, borrow, manage and invest funds and guaranty the debts of any corporation or other entity whenever the same is in the best interest of the Corporation in furtherance of its purposes, (iii) receive and administer assets for purposes of conducting and participating in programs for education and training of professional and paraprofessional personnel and for purposes of conducting and promoting medical research to reduce morbidity and mortality and improve patient care and public health, (iv) 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, (v) accept, receive and hold in trust or otherwise, contributions, gifts, legacies, grants, donations, bequests, devises and benefactions which may be left, made or given to the Corporation, (vi) conduct activities, either directly, through related organizations or in cooperation with other organizations exempt from tax under Section 501(c)(3) of the Code, in order to raise funds to further the purposes of the Corporation and the institutions of The DMC, and (vii) take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of these Articles of Incorporation and the Bylaws of the Corporation, provided that no part of the earnings of the Corporation shall inure to the benefit of any private member or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), no substantial part of the activities of the Corporation shall be to carry out propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (by the publishing or distribution of statements or otherwise), in violation of any provisions applicable to corporations exempt from income tax under Section 501(c)(3) of the Internal Revenue Code as amended, or corresponding provisions of subsequent federal tax laws.

In the event of dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to The DMC, or its successor, provided that The DMC or its successor is then existing and qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent federal tax laws (the "Code"), or if The DMC or its successor is not so existing and qualified, to such other charitable, scientific or educational organizations which then qualify under the provisions of Section 501(c)(3) of the Code as the Board of Trustees of the Corporation shall direct.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (a) 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

The Corporation is organized on a nonstock, membership basis.

The description and value of its real and personal property assets are:

Land, buildings and other real property: None (as of February 15, 1991).

Cash and other personal property: Approximately \$1,000.00 (as of February 15, 1991).

The Corporation is to be financed under the following general plan: (a) gifts, bequests, devises and other contributions, (b) fees for services rendered, (c) income derived from corporate investments and (d) any other source which may be available.

#### Article IV

1. The address and mailing address of the current registered office is: 3990 John R, Detroit, Michigan 48201.

2. The name of the current resident agent is: Paul L. Broughton.

#### Article V

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 sole member of the Corporation shall be The DMC. 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 VI

The Articles of Incorporation and the Bylaws of the Corporation may be amended or repealed, and new Articles of Incorporation or Bylaws may be adopted, only by The DMC, by action authorized at any regular or special meeting of its Board of Trustees, after review of such amendment, repeal or new articles of incorporation or bylaws at any regular or special meeting of the Board of Trustees of the Corporation. The Board of Trustees of this Corporation regularly shall review these Articles of Incorporation and shall present recommendations for revisions, but amendments shall be effective only upon approval by The DMC as sole member.

## Article VII

A trustee of this corporation who is a volunteer director, as defined in Section 110(2) of the Michigan Nonprofit Corporation Act, is not personally liable to this Corporation or its shareholders or members for monetary damages for a breach of such director's fiduciary duty arising under the Michigan Nonprofit Corporation Act, the Michigan Uniform Management of Institutional Funds Act, or other applicable law; except that nothing herein shall be construed to eliminate or limit the liability of a volunteer director for any of the following:

- A. A breach of the director's duty of loyalty to the Corporation or its sole member.
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- C. A violation of Section 551(1) of the Michigan Nonprofit Corporation Act.
- D. A transaction from which the director derived an improper personal benefit.
- E. An act or omission occurring before January 1, 1988.
- F. An act or omission that is grossly negligent.

The Corporation assumes all liability to any person other than the Corporation or its sole member for all acts or omissions of the Corporation's volunteer directors, as defined in Section 110(2) of the Michigan Nonprofit Corporation Act, occurring on or after January 1, 1988, incurred in the good faith performance of the director's duties as such.

These Restated Articles of Incorporation were duly adopted by vote of The DMC as sole member of the Corporation on the 19th day of February, 1991, in accordance with the provisions of Section 642 of the Act.

Signed this 7<sup>th</sup> day of March, 1991

By

  
Paul L. Broughton  
Authorized Agent

D9568j

**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

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

Preparer's name and business telephone number:

Linda S. Ross

( 313 ) 256-7341

### INFORMATION AND INSTRUCTIONS

1. The articles of incorporation cannot be restated until this form, or a comparable document, is submitted. 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.

2. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982 for the purpose of restating the articles of incorporation of a domestic nonprofit corporation. Restated articles of incorporation are an integration into a single instrument of the current provisions of the corporation's articles of incorporation, along with any desired amendments to those articles.
3. Restated articles of incorporation which do not amend the articles of incorporation may be adopted by the board of directors without a vote of the shareholders or members. Restated articles of incorporation which amend the articles of incorporation require adoption by the shareholders, by the members, or by the board of directors if organized on a nonstock directorship basis. A nonprofit corporation organized on a nonstock directorship basis as authorized by Sec. 302 of the Act may or may not have members, but if so, 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. 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.
6. If the restated articles merely restate and integrate the articles, but do not amend them, this document must be signed in ink by an authorized officer or agent of the corporation. If the restated articles amend the articles of incorporation, this document must be signed in ink by the president, vice-president, chairperson, or vice-chairperson of the corporation.
7. FEES: Filing fee (Make remittance payable to State of Michigan) ..... \$10.00
8. 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





<b>MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU</b>	
<b>FILED</b>	Date Received <b>NOV 26 1991</b>
NOV 26 1991	
Administrator <b>MICHIGAN DEPARTMENT OF COMMERCE</b> Corporation & Securities Bureau	

### 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: Harper Hospital	
2. The corporation identification number (CID) assigned by the Bureau is:	7 0 5 - 7 3 6
3. The location of its registered office is:	
3990 John R <small>(Street Address)</small>	Detroit <small>(City)</small> , Michigan 48201 <small>(ZIP Code)</small>

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

The Articles of Incorporation are hereby amended by amending Article II, as set forth on Supplemental Page 1.

JK  
082816      Ch (12.50) aen

SUPPLEMENTAL PAGE 1  
TO CERTIFICATE OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION HARPER HOSPITAL

ARTICLE II

A. The purposes of the Corporation shall be:

1. To establish, maintain and operate one or more hospitals for the care and relief of sick and infirm persons, including indigent persons, and other persons suffering from conditions that require hospital care.

2. To establish, maintain and operate related facilities and other health-care facilities.

3. To conduct and to participate in programs for the education and training of physicians, nurses and other health professional and paraprofessional personnel.

4. To conduct and to promote medical research for the purposes of reducing morbidity and mortality and of improving public health and patient care.

5. To participate with other institutions in shared or combined programs and services, whether as a member of a cooperative corporation or by means of any other form of participation or ownership.

6. To conduct and to participate in any activity operated to promote the general health of the public, acting independently or in collaboration with or through the employment of other agencies or institutions.

7. To own and to dispose of real and personal property and interests therein, and to receive, use, hold and apply funds, gifts, grants and bequests and the proceeds thereof in furtherance of the purposes of the Corporation.

8. 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 institutions and operations of The DMC and in accordance with those policies established by The DMC.

9. To do such things and to perform such acts as the Board of Trustees or The DMC, as sole member, may deem appropriate to accomplish the purposes of the Corporation.

Subject to the policies established from time to time by The DMC and subject to the powers reserved to The DMC in these Articles of Incorporation and the Bylaws of this Corporation, in order to accomplish in the foregoing, the Corporation is authorized to (i) acquire, purchase, own, maintain, hold, use, convey, manage, exchange, transfer, mortgage, lease, sublease or rent all real and personal property of every kind and nature, (ii) loan, borrow, manage and invest funds and guaranty the debts of any corporation or other entity whenever the same is in the best interest of the Corporation in furtherance of its purposes, (iii) receive and administer assets for purposes of conducting and participating in programs for education and training of professional and paraprofessional personnel and for purposes of conducting and promoting medical research to reduce morbidity and mortality and improve patient care and public health, (iv) 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, (v) accept, receive and hold in trust or otherwise, contributions, gifts, legacies, grants, donations, bequests, devises and benefactions which may be left, made or given to the Corporation, (vi) conduct activities, either directly, through related organizations or in cooperation with other organizations exempt from tax under Section 501(c)(3) of the Code, in order to raise funds to further the purposes of the Corporation and the institutions of The DMC, and (vii) take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of these Articles of Incorporation and the Bylaws of the Corporation, provided that no part of the earnings of the Corporation shall inure to the benefit of any private member or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), no substantial part of the activities of the Corporation shall be to carry out propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (by the publishing or distribution of statements or otherwise), in violation of any provisions applicable to corporations exempt from income tax under Section 501(c)(3) of the Internal Revenue Code as amended, or corresponding provisions of subsequent federal tax laws.

In the event of dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to The DMC, or its successor, provided that The DMC or its successor is then existing and qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent federal tax laws (the "Code"), or if

The DMC or its successor is not existing and qualified, to such other charitable, scientific or educational organizations which then qualify under the provisions of Section 501(c)(3) of the Code as the Board of Trustees of the Corporation shall direct.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code and shall not carry on any activity not permitted to be carried on by (a) 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.

3308M

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 19th day of November, 1991. 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 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 if a non-profit corporation, and Section 407 (2) of the Act if a profit corporation.

Signed this 25<sup>th</sup> day of NOVEMBER, 1991

By Paul L. Broughton  
(Only signature of: President, Vice-President, Chairperson and Vice-Chairperson)

Paul L. Broughton  
(Type or Print Name)

President  
(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:

Dykema Gossett

Thomas J. McGraw  
Dykema Gossett  
35th Floor  
400 Renaissance Center  
Detroit, Michigan 48243

Preparer's name and business telephone number:

Thomas J. McGraw

( 313 ) 568-6500

### 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 formed 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 a majority of the incorporators if more than one listed in Article V of the Articles of Incorporation if a profit corporation, and all the incorporators if a non-profit corporation. 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. **FEE:** (Make remittance payable to the State of Michigan.  
Include corporation name and CID Number on check or money order) ..... \$10.00  
Franchise fee for profit corporations (payable only if authorized shares have increased):  
each additional 20,000 authorized shares or portion thereof ..... \$30.00
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

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

Date Received

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: Harper Hospital

2. The identification number assigned by the Bureau is: 7 0 5 - 7 3 6

3. The location of the registered office is:

3990 John R. Detroit Michigan 48201  
(Street Address) (City) (ZIP Code)

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

See Attachment

FE 12-50 am c 20677

Hayer

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 Paul L. Broughton (Only Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Paul L. Broughton (Type or Print Name) President (Type or Print Title)



## Supplemental Article

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

### **Article VIII**

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.

**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

Date Received <b>MAR 19 1999</b>	<b>1B ADJUSTED TO AGREE WITH BUREAU RECORDS</b>	<b>(FOR BUREAU USE ONLY)</b> This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
		<b>FILED</b>  <b>MAR 19 1999</b>  Administrator CORP, SECURITIES & LAND DEV. BUREAU

Name Melissa L. Markey, Esq. Detroit Medical Center Legal Affairs		
Address Orchestra Place, Suite 200 3663 Woodward		
City Detroit	State MI	Zip Code 48201

EFFECTIVE DATE: 3-20-99

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

**CERTIFICATE OF MERGER / CONSOLIDATION**  
**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 (nonprofit corporations), the undersigned corporations execute the following Certificate:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent corporation and its identification number is:

<u>Harper Hospital</u>	<u>705-736</u>
<u>Hutzel Hospital</u>	<u>774-100</u>

b. The name of the surviving (new) corporation and its identification number is:

<u>Harper Hospital</u>	<u>705-736</u>
------------------------	----------------

c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares of each class	Indicate classes of shares entitled to vote	Indicate each class, if any, entitled to vote as a class

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

*[Handwritten signature]*  
325<sup>00</sup> UB: CK: 79200

2. a) For each corporation organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

See Attachment A, which consists of two pages attached hereto.

- b) For each corporation organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.

- c) State the terms and conditions of the proposed merger or consolidation. Include the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving or consolidated corporation, or into cash or other consideration.

See Attachment A, which consists of two pages attached hereto.

- d) If a consolidation, the Articles of Incorporation of the consolidated corporation are attached to this Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

Article I of the Articles of Incorporation of Harper Hospital is revised to read as follows:

The name of the corporation is Harper-Hutzel Hospital ✓

- e) Other provisions with respect to the merger (consolidation) are as follows:

3. The corporation has complied with the applicable provisions of the law of the jurisdiction where it is organized.

4. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after receipt of this document in this office.)

The merger (consolidation) shall be effective on the 20th day of March, 1999.

5. The Plan of Merger or consolidation was approved by:


the Board of Directors and shareholders or members of the following Michigan corporation(s) in accordance with Sections 701 and 703(1) and (2) of the Act:

Harper Hospital

Hutzel Hospital

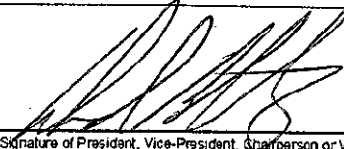
the Board of Directors of the following Michigan corporation(s) organized on a directorship basis in accordance with Section 703(3) of the Act:

\_\_\_\_\_

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

David B. Coats, President  
(Type or Print Name and Title)

Harper Hospital  
(Name of Corporation)

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

David B. Coats, President  
(Type or Print Name and Title)

Hutzel Hospital  
(Name of Corporation)

## ATTACHMENT A

3. (Complete for any nonprofit corporation only)

If it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

Harper Hospital is organized on a membership basis. The sole member of Harper Hospital is the Detroit Medical Center ("The DMC"), a Michigan nonprofit corporation. As sole member, The DMC exercises all rights reserved to a member under Michigan law and the Restated Articles of Incorporation of Harper Hospital. The members of the Executive Committee of The DMC serve as members of the board of trustees of Harper Hospital.

Hutzel Hospital is organized on a membership basis. The sole member of Hutzel Hospital is the Detroit Medical Center ("The DMC"), a Michigan nonprofit corporation. As sole member, The DMC exercises all rights reserved to a member under Michigan law and the Restated Articles of Incorporation of Hutzel Hospital. The members of the Executive Committee of The DMC serve as members of the board of trustees of Hutzel Hospital.

State the terms and conditions of the proposed merger or consolidation, including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving or consolidated corporation, or into cash or other consideration.

Pursuant to the proposed merger, Hutzel Hospital, a Michigan nonprofit corporation, shall merge with and into Harper Hospital, a Michigan nonprofit corporation, which shall be the surviving corporation (the "Surviving Corporation"). The name of Harper Hospital will be changed to Harper-Hutzel Hospital. There will be no change in the governance of the Surviving Corporation, and The DMC will remain the sole member of the Surviving Corporation.

The merger will take effect on March 20, 1999. Upon the effective date of the merger, Hutzel Hospital will be merged with and into Harper Hospital, and the separate existence of Hutzel Hospital shall cease; the title to all real estate and other property, or any interest therein owned by Hutzel Hospital shall be vested in the Surviving Corporation, without any revision or impairment; the Surviving Corporation shall be

responsible and liable for all the liabilities and obligations of Hutzell Hospital from and after the effective date of the merger; any claim existing or proceeding, pending by or against Hutzell Hospital may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for Hutzell Hospital, and neither the rights of creditors nor any lien upon the property of Hutzell Hospital shall be impaired by the merger. To cause the merger to become effective on March 20, 1999, this Certificate of Merger shall be filed with the Michigan Department of Consumer and Industry Services, Corporation, Securities and Land Development Bureau. The merger will not occur absent the receipt of all necessary governmental and regulatory approvals.

The Board of Trustees of Hutzell Hospital and of Harper Hospital will delegate to the Chief Executive Officer (the "CEO"), the Chief Financial Officer (the "CFO"), and the Chief Operating Officer (the "COO") of The Detroit Medical Center the power and authority to establish terms and conditions and details of the merger to the fullest extent permitted by law. Any one of the CEO, the CFO, or the COO may terminate and abandon the merger at any time prior to the filing of the certificate of merger, if such individual determines such action to be in the best interest of Hutzell Hospital, Harper Hospital and/or The Detroit Medical Center. The officers, directors, trustees, and employees of Harper Hospital, Hutzell Hospital, and The Detroit Medical Center may make such operational decisions as may be consistent with the best interest of the corporations involved.