

(Please do not write in spaces below for Department use)

MICHIGAN DEPARTMENT OF COMMERCE CORPORATION AND SECURITIES BUREAU	
<p>FILED</p> <p>JUN 12 1980</p> <p><i>James H. Hough</i> DIRECTOR Michigan Department of Commerce</p>	Date Received
	JUN 12 1980
Corporation Number	700-925

(SEE INSTRUCTIONS ON REVERSE SIDE)

(Non-Profit Domestic Corporations)

ARTICLES OF INCORPORATION

These Articles of Incorporation are signed by the incorporators for the purpose of forming a non-profit corporation pursuant to the provisions of Act 327, Public Acts of 1931, as amended, and Act 284, Public Acts of 1972, as amended, as follows:

ARTICLE I.

The name of the corporation is DETROIT RECEIVING HOSPITAL AND UNIVERSITY HEALTH CENTER

ARTICLE II.

The purpose or purposes for which the corporation is organized are as follows:
(See Part I of Instructions)

To operate a hospital and provide ambulatory health care services. In furtherance of the foregoing, but without limitation, it is the intent of the Corporation:

1. To provide an emergency and trauma unit for the residents of the City of Detroit as well as others, within the present and future capacities of the Corporation's facilities;
2. To provide ambulatory health care services by interdisciplinary health care professionals within the present and future capacities of the Corporation's facilities;
3. To provide educational programs which provide opportunities for students of various health care professions to participate in an ambulatory health care program with an emphasis on primary care, if such programs continue to be funded by the State of Michigan; and
4. To provide health services to all persons needing them, regardless of the persons' religious, racial or ethnic identification or economic status.

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, (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

(Continued on Supplemental Page)

ARTICLE III.

Said corporation is organized upon a Stock basis.
(Stock-share or non-stock)

(a)

(If upon a stock-share basis fill in the following)

The total number of shares of stock which the corporation shall have authority to issue is 100
of the par value of \$ 10.00 per share.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows: such stock shall be the exclusive stock of the Corporation and shall have all of the powers, preferences and rights generally accorded to common stock.

(b)

(If upon a non-stock basis strike out paragraph (a) above and fill in the following)

The amount of assets which said corporation possesses is:

*Real Property: _____

*Personal Property: _____

*(Give description and value. If none, insert "none")

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

ARTICLE IV.

(1) The address of the initial registered office is (See part 2 of Instructions)

3800 Woodward Avenue, Suite 604 Detroit, Michigan 48201
(No. and Street) (Town or City) (Zip Code)

(2) The mailing address of the initial registered office is (need not be completed unless different from the above address—See part 2 of Instructions)

----- Michigan _____
(No. and Street) (Town or City) (Zip Code)

(3) The name of the initial resident agent at the registered office is

John M. Danielson

ARTICLE V.

The names and addresses of the incorporators are as follows:
(At least 3 incorporators are required; See Part 3 of Instructions)

Names	Residence or Business Address
John M. Danielson	3800 Woodward Avenue, Suite 604, Detroit, MI 48201
Clifford F. Gardner	3800 Woodward Avenue, Suite 604, Detroit, MI 49201
Hans Gehrke, Jr.	1001 Woodward Avenue, Detroit, MI 48226

ARTICLE VI.

The names and addresses of the first board of directors (or trustees) are as follows:
(At least 3 directors or trustees are required; See Part 3 of Instructions)

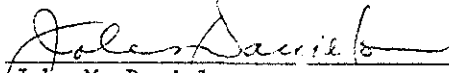
Names	Residence or Business Address
Martin Barr, Ph.D.	1107 Mackenzie Hall, Detroit, MI 48202
Ruth Glancy	235 Cloverly Road, Grosse Pointe Farms, MI 48236
Walter R. Greene	Woodward at Fort Street, Detroit, MI 48226
Richard L. Measelle	400 Renaissance Center, Suite 2500, Detroit MI 48243
Philip J. Meathe	455 West Fort Street, Detroit, MI 48226
Walter I. Stecher	1100 City-County Building, Detroit, MI 48226
Charles F. Sturtz	1150 Mackenzie Hall, Detroit, MI 48202
Hon. Anna Diggs Taylor	235 Federal Building., U.S. Courthouse, Detroit MI 48226
John B. Waller, Jr., Ph.D.	1151 Taylor Street, Detroit, Michigan 48202
Charles F. Whitten, M.D.	Gordon H. Scott Hall, 540 East Canfield, Detroit, MI 48202

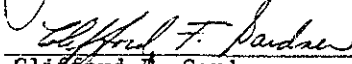
ARTICLE VII.

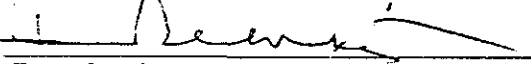
(Here insert any desired additional provisions authorized by the Acts)

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

We, the Incorporators of the above named corporation, hereby sign these Articles of Incorporation on this 11th day of June, 19 80



John M. Danielson


Clifford A. Gardner


Hans Gehrke, Jr.

INFORMATION AND INSTRUCTIONS

**Articles of Incorporation—Non-Profit Corporations
(Excluding Ecclesiastical Corporations)**

1. Article II should state, in general terms, the specific purpose or object for which the corporation is organized.
2. Article IV—A post office box is not permitted to be designated as the address of the registered office in part 1 of Article IV. The mailing address in part 2 of Article IV may differ from the address of the registered office **only** if a post office box address in the same city as the registered office is designated as the mailing address.
3. Article V—At least three incorporators are required. Article VI—At least three directors (or trustees) are required. The addresses should include a street number and name (or other designation), in addition to the name of the city and state.
4. The duration of the corporation should be stated in the Articles **only if the duration is not perpetual.**
5. The Articles must be signed in ink by each incorporator. The names of the incorporators as set out in Article V should correspond with the signatures.
6. An effective date, not later than 90 days subsequent to the date of filing, may be stated in the Articles of Incorporation.
7. One original copy of the Articles is required. A true copy will be returned by the Corporation and Securities Bureau to the person submitting the Articles for filing.
8. FEES: \$10.00 filing plus \$10.00 franchise; total \$20.00. Checks or money orders should be made payable to the State of Michigan.
9. Mail Articles of Incorporation and fees to:

Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P. O. Box 30054
Lansing, Michigan 48909

ARTICLES OF INCORPORATION
OF
DETROIT RECEIVING HOSPITAL AND
UNIVERSITY HEALTH CENTER

ARTICLE II (continued)

and public health and (iv) 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 shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting 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 the dissolution of the Corporation, all assets, real and personal, shall be distributed to Detroit Medical Center Corporation or for its benefit, or if Detroit Medical Center Corporation shall not then qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws, to such organizations which do so qualify as determined by the Board of Trustees of the Corporation.

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 Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
FILED AUG 29 1985 Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau	Date Received AUG 29 1985
Effective: September 1, 1985	

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Corporations

(Please read instructions on last page before completing form)

Pursuant to the provisions of Act 284, Public Acts of 1972, as amended (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The name of the corporation is: Detroit Receiving Hospital and University Health Center								
2. The corporation identification number (CID) assigned by the Bureau is:	<table border="1"> <tr> <td>7</td> <td>0</td> <td>0</td> <td>—</td> <td>9</td> <td>2</td> <td>5</td> </tr> </table>	7	0	0	—	9	2	5
7	0	0	—	9	2	5		
3. The location of its registered office is:								
4201 St. Antoine <small>(Street Address)</small>	Detroit <small>City</small>							
	Michigan 48201 <small>(ZIP Code)</small>							

4. Article <u>VII</u> of the Articles of Incorporation is hereby amended to read as follows:
<u>POWERS RESERVED TO SHAREHOLDER</u>
<p>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. In furtherance of the foregoing, DMC/WSU Health System ("DMC/WSU"), the sole shareholder of the Corporation, shall have the sole power to:</p> <p>(i) Approve the strategic plan and planning process of the Corporation (including, without limitation, additions, deletions or significant modifications of beds or services), with approvals conditioned upon whether the plan and planning process fulfills the mission and objectives of the Corporation and the collective mission, objectives and strategic plan of the Medical Center institutions;</p> <p>(ii) Approve all operating and capital expenditure budgets of the Corporation;</p> <p>(iii) Review and evaluate the operating, financial and other performance of the Corporation;</p> <p>(iv) Establish limits beyond which the approval of DMC/WSU will be required for: (i) capital expenditures, (ii) short-term, long-term and alternative indebtedness and obligations (including guaranties and lines of credit), and (iii) acquisitions, leases, encumbrances and dispositions of land, buildings and equipment by the Corporation;</p> <p>(v) Establish policies requiring approval by DMC/WSU of affiliations, joint ventures and other business relationships of the Corporation (either with another Medical Center hospital or any other entity);</p> <p>(vi) Establish such other policies as may be deemed necessary or desirable by DMC/WSU to fulfill its responsibilities as they pertain to the Corporation, including</p>

"see supplemental page"

Supplemental Page to Certificate of Amendment to the Articles of Incorporation of Detroit Receiving Hospital and University Health Center

policies establishing standards by which actions of the Corporation requiring approval of DMC/WSU shall be reviewed;

(vii) Adopt all changes in these Articles of Incorporation or the Bylaws of the Corporation; and

(viii) Act on all other matters requiring approval by DMC/WSU as the sole shareholder of the Corporation under these Articles of Incorporation, the Bylaws of the Corporation or applicable law.

5. The foregoing amendment to the Articles of Incorporation was duly adopted on the
16th day of July, 1985, to be effective September 1, 1985,
in accordance with the provisions of the Act.

This Amendment (Complete and execute either a or b below, but not both.)

a. was duly adopted by the unanimous consent of the incorporator(s) before the first meeting of the board of directors or trustees.

Signed this _____ day of _____, 19 _____

(Signatures of all incorporators; type or print name under each signature)

b. (Check one of the following)

was duly adopted by the shareholders or members, or by the directors if it is a nonprofit corporation organized on a nonstock directorship basis, in accordance with Section 611(2) of the Act. The necessary votes were cast in favor of the amendment.

was duly adopted by 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.)

was duly adopted by written consent of all the shareholders or members entitled to vote in accordance with Section 407 (3) of the Act.

Signed this 16th day of July, 1985

By Edward S. Thomas
(Signature)

Edward S. Thomas, President
(Type or Print Name and 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.

Joseph G. Nuyen, Jr., Esq.
Honigman Miller Schwartz and Cohn
2290 First National Building
Detroit, Michigan 48226

Telephone:
Area Code 313
Number 256-7575

INFORMATION AND INSTRUCTIONS

- 1. 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 section 631 of the Act for the purpose of amending the articles of incorporation of a domestic corporation.
- 3. Item 2 – Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
- 4. Item 4 – The entire article being amended must be set forth in its entirety. However, if the article being amended is divided into separately identified sections, only the sections being amended need be included.
- 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 amendment is adopted before the first meeting of the board of directors, item 5(a) must be completed and signed in ink by all of the incorporators. 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.
- 7. FEES: Filing fee (Make remittance payable to State of Michigan) \$10.00
Franchise fee for profit corporations (payable only if authorized capital stock has increased) – 1/2 mill (.0005) on each dollar of increase over highest previous authorized capital stock.
- 8. Mail form and fee to:

Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
Lansing, Michigan 48909
Telephone: (517) 373-0493

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____

(Signatures of all incorporators; type or print name under each signature)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 25th day of January, 1988. 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. 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.

Signed this 23rd day of February, 1988

By Edward S. Thomas
(Signature)

Edward S. Thomas President
(Type or Print Name) (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:

Honigman Miller Schwartz and

Cohn

Preparer's name and business telephone number:

Richard S. Glassman

(313) 256-7708

Richard S. Glassman, Esq.
Honigman Miller Schwartz and Cohn
2290 First National Building
Detroit, Michigan 48226

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 organized 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 all of the incorporators listed in Article V of the Articles of Incorporation. 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. FEES: Filing fee (Make remittance payable to State of Michigan) \$10.00
Franchise fee for profit corporations (payable only if authorized capital stock has increased) — ½ mill (.0005) on each dollar of increase over highest previous authorized capital stock.
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 — CC 902B#6038 0803 DRG&FI \$10.00	
(FOR BUREAU USE ONLY)	Date Received AUG 2 1990
FILED	
AUG 2 1990	
Administrator MICHIGAN DEPARTMENT OF COMMERCE 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: Detroit Receiving Hospital and University Health Center												
2.	The corporation identification number (CID) assigned by the Bureau is: <table border="1" style="display: inline-table; text-align: center; width: 150px;"> <tr> <td style="width: 20px;">7</td> <td style="width: 20px;">0</td> <td style="width: 20px;">0</td> <td style="width: 20px;">-</td> <td style="width: 20px;">9</td> <td style="width: 20px;">2</td> <td style="width: 20px;">5</td> </tr> </table>	7	0	0	-	9	2	5					
7	0	0	-	9	2	5							
3.	The location of its registered office is:												
	<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border-bottom: 1px solid black; text-align: center;">4201 St. Antoine</td> <td style="width: 10%; border: none;"></td> <td style="width: 20%; border-bottom: 1px solid black; text-align: center;">Detroit</td> <td style="width: 10%; border: none;"></td> <td style="width: 10%; border-bottom: 1px solid black; text-align: center;">Michigan</td> <td style="width: 10%; border-bottom: 1px solid black; text-align: center;">48201</td> </tr> <tr> <td style="font-size: 0.8em;">(Street Address)</td> <td style="font-size: 0.8em;">(City)</td> <td style="font-size: 0.8em;">(ZIP Code)</td> <td colspan="3"></td> </tr> </table>	4201 St. Antoine		Detroit		Michigan	48201	(Street Address)	(City)	(ZIP Code)			
4201 St. Antoine		Detroit		Michigan	48201								
(Street Address)	(City)	(ZIP Code)											

4.	Articles <u>II and VII</u> of the Articles of Incorporation ^{are} hereby amended to read as follows: See attached supplemental pages 1 - 8.
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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____

(Signatures of all incorporators; type or print name under each signature)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 19th day of June, 1990. 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. 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.

Signed this 16th day of July, 1990

By Edward S. Thomas
(Signature)

Edward S. Thomas,

(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:

Honigman Miller Schwartz and Cohn

Linda S. Ross, Esq.
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 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 organized 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 all of the incorporators listed in Article V of the Articles of Incorporation. 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. FEES: Filing fee (Make remittance payable to State of Michigan) \$10.00
Franchise fee for profit corporations (payable only if authorized capital stock has increased) — ½ mill (.0005) on each dollar of increase over highest previous authorized capital stock.
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

SUPPLEMENTAL PAGES TO ARTICLES OF INCORPORATION
OF
DETROIT RECEIVING HOSPITAL AND UNIVERSITY HEALTH CENTER

ARTICLE II

The purpose or purposes for which the Corporation is organized are as follows:

To operate a hospital and provide ambulatory health care services; and

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

In furtherance of the foregoing, but without limitation, it is the intent of the Corporation:

1. To provide an emergency and trauma unit for the residents of the City of Detroit as well as others, within the present and future capacities of the Corporation's facilities;

2. To provide ambulatory health care services by interdisciplinary health care professionals within the present and future capacities of the Corporation's facilities;

3. To provide educational programs which provide opportunities for students of various health care professions to participate in an ambulatory health care program with an emphasis on primary care, if such programs continue to be funded by the State of Michigan; and

4. To provide health services to all persons needing them, regardless of the persons' religious, racial or ethnic identification or economic status.

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 the 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 guarantee the debts of any corporation or other entity whenever the same is in the best interests 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 shareholder, in conformity with the purposes of the Corporation and consistent with Section 301 of the Michigan Nonprofit Corporation Act, and (v) 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 shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting 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 the dissolution of the Corporation, all assets, real and personal, shall be distributed to The Detroit Medical Center or for its benefit, or if The Detroit Medical Center shall not then qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws, to such organizations which do so qualify as determined by the Board of Trustees of the Corporation.

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 Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VII

The sole shareholder of the Corporation shall be The DMC. 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 DMC, as the sole shareholder of the Corporation, hereby reserves to itself the following reserved powers, which The DMC may exercise, as the sole shareholder 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 shareholders, 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 shareholder;
- 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 shareholder 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.

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