

\$10.40 pd
CR# 039963

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES																			
Date Received AUG 14 2006	(FOR BUREAU USE ONLY)																		
	<p>FILED</p> <p>AUG 15 2006</p> <p>Administrator BUREAU OF COMMERCIAL SERVICES</p>																		
<p>This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.</p>																			
<table border="1" style="width: 100%;"> <tr> <td colspan="3">Name</td> </tr> <tr> <td colspan="3">James Bogan</td> </tr> <tr> <td colspan="3">Address</td> </tr> <tr> <td colspan="3">500 Campus Drive</td> </tr> <tr> <td>City</td> <td>State</td> <td>ZIP Code</td> </tr> <tr> <td>Hancock, MI</td> <td></td> <td>49930</td> </tr> </table>		Name			James Bogan			Address			500 Campus Drive			City	State	ZIP Code	Hancock, MI		49930
Name																			
James Bogan																			
Address																			
500 Campus Drive																			
City	State	ZIP Code																	
Hancock, MI		49930																	
EFFECTIVE DATE:																			

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 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:	Portage Home Services, Inc.
2. The identification number assigned by the Bureau is:	752795

3. Article	1	of the Articles of Incorporation is hereby amended to read as follows:
<p>The name of the Corporation is: Portage Health Home Services, Inc.</p>		

Handwritten initials

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
<i>Date Received</i> APR 21 2004	(FOR BUREAU USE ONLY) FILED
	JUN 04 2004
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
<i>Name</i> James Bogan	<i>Administrative</i> Tran Info: 1 9322193-1 04/16/04 Chk#: 008136 Amt: \$10.00 ID: 752795
<i>Address</i> 500 Campus Drive	BUREAU OF COMMERCIAL SERVICES EFFECTIVE DATE:
<i>City</i> Hancock, MI 49930 <i>State</i> <i>ZIP Code</i>	

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 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:	TeamCare Home Services, Inc.
2. The identification number assigned by the Bureau is:	752-795

3. Article	1	of the Articles of Incorporation is hereby amended to read as follows:
The name of the corporation is: Portage Home Services, Inc.		

JF

BYLAWS OF
TEAMCARE HOME SERVICES, INC.,
a Michigan non-profit corporation

ARTICLE I

1.01 The purpose for which the corporation has been organized is to promote the health of the community through the provision of low-cost private duty nursing care and/or homemaker services, primarily in the patients' home.

ARTICLE II

Office

2.01 Principal Office. The principal office of the corporation shall be at 500 Campus Drive, Hancock, Michigan.

2.02 Other Offices. The board of directors may establish other offices in the State of Michigan.

ARTICLE III

Shareholders

3.01 Annual Meeting. The annual meeting of the shareholders shall be held on the third Thursday of each June. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting.

3.02 Special Meetings. Special meetings of the shareholders may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of shareholders representing not less than 10 percent of the issued and outstanding shares.

3.03 Place of Meetings. All shareholder meetings shall be held at the corporation's principal office or at any other place determined by the board of directors and stated in the notice of the meeting.

3.04 Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purposes of a shareholder meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mail to each shareholder of record entitled to vote at the meeting at his or her last address as it appears on the books of the corporation.

3.05 Record Dates. The board of directors may fix in advance a record date for the purpose of determining shareholders entitled to notice of and to vote at a shareholders meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

3.06 List of Shareholders. The secretary of the corporation shall make and certify a complete list of the shareholders entitled to vote at a shareholder meeting or any adjournment. The list shall include the number of shares each shareholder holds. The list shall be arranged alphabetically by shareholder surname and include each shareholder's address, be produced at the time and place of the shareholder meeting, be subject to inspection by any shareholder during the whole time of the meeting, and be prima facie evidence as to who are the shareholders entitled to examine the list or to vote at the meeting.

3.07 Quorum. Unless a greater or lesser quorum is required by statute, shareholders present in person or by proxy who, as of the record date, represented fifty-one (51) percent of the shares entitled to vote at a shareholders meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by a vote of the shareholders present.

3.08 Proxies. A shareholder entitled to vote at a shareholders meeting or to express consent or dissent without a meeting may authorize other persons to act for the shareholder by proxy. A proxy shall be signed by the shareholder or the shareholder's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the shareholder executing it except as otherwise provided by statute.

3.09 Voting. Each outstanding share is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the shareholders, it shall be authorized by a majority of the votes cast by the holders of shares entitled to vote, unless a greater vote is required by statute.

3.10 Participation by Conference Telephone. A shareholder may participate in a shareholder meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting may hear each other, provided that all participants are advised of the communications equipment and the names of the

participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE IV

Board

4.01 General Powers. The business, property, and affairs of the corporation shall be managed by the board of directors.

4.02 Number. There shall be not less than four (4) nor more than six (6) directors on the board as shall be fixed from time to time by the board of directors, fifty (50%) percent of the directors shall be either officers or employees of Portage Health System and fifty (50%) percent of the directors shall be either officers or employees of Keweenaw Memorial Medical Center.

4.03 Tenure. Each director of the Corporation shall hold office until the director's death, resignation, or removal.

4.04 Resignation. Any director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 3.06 of the bylaws.

4.05 Removal. Any director may be removed with cause by the remaining directors on the board.

4.06 Board Vacancies. A vacancy on the board may be filled with a person selected by the remaining directors of the board.

4.07 Annual Meeting. An annual meeting shall be held each year in June. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

4.08 Regular Meetings. Regular meetings of the board may be held at the time and place as determined by resolution of the board without notice other than the resolution.

4.09 Special Meetings. Special meetings of the board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three (3) days before the meeting.

4.10 Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

4.11 Waiver of Notice. The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

4.12 Meeting by Telephone or Similar Equipment. A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

4.13 Quorum. A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

4.14 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

ARTICLE V

Committees

5.01 General Powers. The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs, to the extent provided by resolution of the board. However, no committee shall have the power to:

- (a) Amend the articles of incorporation;

- (b) Adopt an agreement of merger or consolidation;
- (c) Amend the bylaws of the corporation;
- (d) Fill vacancies on the board; or
- (e) Fix compensation of the directors for serving on the board or on a committee.

5.02 Meetings. Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

5.03 Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE VI

Officers

6.01 Number. The officers of the corporation shall be appointed by the board. The officers shall be a president, a secretary, and a treasurer. There may also be a chairperson, vice chair, and such other officers as the board deems appropriate. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.

6.02 Term of Office. Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

6.03 Removal. An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

6.04 Vacancies. A vacancy in any office for any reason may be filled by the board.

6.05 President. The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the right of the board to delegate any specific power to any other officer of the corporation.

6.06 Chairperson. The chairperson, if any, shall preside at all board meetings. The chairperson shall have the power to perform duties as may be assigned by the board. If the president is absent or unable to perform his or her duties, the chairperson shall perform the president's duties until the board directs otherwise. The chairperson shall perform all duties incident to the office.

6.07 Vice Chair. The vice chair, if any, shall have the power to perform duties that may be assigned by the chairperson of the board. If the chairperson is absent or unable to perform his or her duties, the vice chair shall perform the chairperson's duties until the board directs otherwise. The vice chair shall perform all duties incident to the office.

6.08 Secretary. The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each [member or] director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each [member,] officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

6.09 Treasurer. The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

ARTICLE VII

Corporate Document Procedure

7.1 All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

ARTICLE VIII

Indemnification

8.01 Nonderivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

8.02 Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation, or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against

expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

8.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

8.04 Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

8.05 Determination That Indemnification Is Proper. Any indemnification under sections 8.01 or 8.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding;
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors;
- (c) By independent legal counsel in a written opinion.

8.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 8.01 or 8.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments,

penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

8.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

8.08 Nonexclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

8.09 Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

8.10 Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

8.11 Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation, or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.

8.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

ARTICLE IX

Operating Surplus and Deficit

9.1 All or any portion of the operating surplus shall be distributed only upon receiving approval of two-thirds of the members of the Board of Directors. Any distribution of the operating surplus shall be made with fifty (50%) percent to be paid to Keweenaw Memorial Medical Center and fifty (50%) percent to be paid to Portage Health System.

9.2 Any operating deficit shall be satisfied pursuant to assessments made against Keweenaw Memorial Medical Center and Portage Health System, with such assessments being equal.

ARTICLE X

Assessments

10.1 Should two-thirds of the members of the Board of Directors approve the purchase or acquisition of additional assets, for which there is inadequate capital available by the corporation for such purchase, the additional funding shall be satisfied by assessing, in equal shares, Portage Health System and Keweenaw Memorial Medical Center, relative to the amount of funds that are not available by the corporation to achieve such purchase or acquisition.

ARTICLE XI

Right of First Refusal

11.1 Should either Portage Health System or Keweenaw Memorial Medical Center wish to withdraw from its participation in TeamCare Home Services, Inc., the non-withdrawing shareholder shall have the option to purchase the shares of the withdrawing entity by paying to the withdrawing entity an amount equal to the book value of the shares of the withdrawing entity. Thereafter, all directors shall be selected from those individuals whom are either officers or employees of the non-withdrawing entity.

ARTICLE XII

Compensation

12.1 When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws or by statute.

ARTICLE XIII

Distribution of Earnings

13.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities in 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 any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV

Dissolution

14.1 Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to

such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

Fiscal Year

15.1 The fiscal year of the corporation shall end on December 31st.

ARTICLE XVI

Amendments

16.1 The Board of Directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the board.

These Bylaws were adopted at a regular meeting of the Board of Directors of TeamCare Home Services, Inc., held on June 21, 2001.

TEAMCARE HOME SERVICES, INC.

By *Michael Hagner* (Secretary)