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RECEIVED

DEC 26 1984

MICHIGAN DEPT. OF COMMERCE

FILED

DEC 26 1984

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

EFFECTIVE DATE: January 1, 1985

# ARTICLES OF INCORPORATION OF DMC/WSU HEALTH SYSTEM

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

## ARTICLE I - NAME

The name of the Corporation is DMC/WSU HEALTH SYSTEM.

## ARTICLE II - PURPOSE

The Corporation is organized for the following purposes:

A. To provide for the development, planning and implementation of health and health-related services and activities, as well as supporting and ancillary activities, including long-range and strategic planning and medical education and research activities, and

B. To provide or further other charitable, scientific and educational activities,

toward the purpose of enabling the Corporation, together with the Medical Center institutions (Children's Hospital of Michigan, Detroit Receiving Hospital and University Health Center, Harper-Grace Hospitals, Hutzel Hospital, Rehabilitation Institute, Inc., and Wayne State University) and their affiliated entities to fulfill their collective mission, which is:

> To be a cohesive, preeminent academic health center evidencing the interdependent relationship of Wayne State University and the other Medical Center institutions and integrating clinical service, education and research; and

To maintain centers of excellence; and

To provide high quality primary, secondary and tertiary care within the framework of an integrated, synergetic health care delivery sytem.

The Corporation is further organized:

A. To further any and all charitable, scientific and educational activities in which the Medical Center institutions now are or hereafter may become engaged, in carrying out their respective missions, as long as the Medical Center institutions are organizations described in Section 501(c)(3) and Sections 509(a)(1) or (a)(2) of the Internal Revenue Code of 1954, as amended, or comparable provisions of subsequent legislation (the "Code");

B. To facilitate the achievement of the individual missions of the Medical Center institutions and their affiliated entities, consistent with the collective mission; and

C. To otherwise operate exclusively for the benefit of, to perform the functions of, and to carry out any of the purposes of the Medical Center institutions.

In furtherance of the foregoing but not by way of limitation, the Corporation is authorized:

A. To acquire, purchase, own, maintain, hold, use, sell, convey, manage, exchange, assign, transfer, mortgage, lease, sublease or rent all real and personal property of every kind and nature;

B. To loan, borrow, manage, contribute, donate, give and invest funds;

C. To 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;

D. To receive and administer assets for purposes of promoting and participating in activities for the education and training of professional and paraprofessional personnel and for purposes of conducting and promoting medical and scientific research to reduce morbidity and mortality and improve patient care and public health;

E. To 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 Medical Center institutions; and

F. To take all such actions and do all such things as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of these Articles of Incorporation, the Bylaws of the Corporation and applicable law.

Notwithstanding any other provision of these Articles of Incorporation, no part of the earnings of the Corporation shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to 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 to otherwise attempt to influence legislation, the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (by the publication or distribution of statements or otherwise), in violation of any provisions applicable to corporations exempt from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or a corporation, contributions to which are deductible under Section

170(c)(2) of the Code, or an organization described in Section 509(a)(3) of the Code.

## ARTICLE III - ORGANIZATION

The Corporation is organized on a membership basis.

A description and statement of value of the assets of the Corporation are as follows:

| | |
|---|---|
| Real Property | None |
| Personal Property | $100.00 (cash and cash equivalents) |

The Corporation is to be financed by dues and transfers of funds from its subsidiaries and affiliates, through gifts, donations, contributions, legacies, bequests, devises, benefactions and other voluntary transfers of property, and through reimbursement of costs of services provided to subsidiaries and affiliates, fees and charges for services, receipts from parties serviced by the Corporation and other sources of revenue received from the operations of the Corporation.

## ARTICLE IV - REGISTERED OFFICE AND RESIDENT AGENT

The address of the registered office of the Corporation, as well as the Corporation's mailing address, is 4201 St. Antoine, Detroit, Michigan 48226.

The name of the resident agent at the registered office is Robert M. Surdam.

## ARTICLE V - INCORPORATORS

The names and addresses of the incorporators are as follows:

Children's Hospital of Michigan 3901 Beaubien, Detroit, Michigan 48201

| | |
|---|---|
| Detroit Receiving Hospital and University Health Center | 4201 St. Antoine, Detroit, Michigan 48201 |
| Harper-Grace Hospitals | 3990 John R, Detroit, Michigan 48201 |
| Hutzel Hospital | 4707 St. Antoine, Detroit, Michigan 48201 |
| Rehabilitation Institute, Inc. | 261 Mack, Detroit, Michigan 48201 |
| Wayne State University | Mackenzie Hall, Detroit, Michigan 48202 |

## ARTICLE VI - DISSOLUTION

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to the Medical Center institutions, on such basis as the Board of Trustees of the Corporation shall direct, if such institutions are then existing and qualified under the provisions of Section 501(c)(3) of the Code, or if any or all of such institutions are not so existing and qualified, to such of them as are, or 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.

## ARTICLE VII - BYLAWS

The Bylaws of the Corporation shall govern the membership, qualifications, term of office, manner of election and removal, time and place of meetings and powers and duties of the members and the Board of Trustees of the Corporation. The Bylaws may be amended or repealed, or new Bylaws adopted, only by the Board of Trustees of the Corporation, except that any provision regarding the composition of the Board of Trustees or the number of persons who shall serve as Trustees shall be subject to approval by the

members of the Corporation. Thirty days prior written notice shall be provided to a hospital subsidiary Medical Center institution prior to any amendment of the Bylaws or these Articles of Incorporation which would materially affect such hospital subsidiary.

IN WITNESS WHEREOF, the undersigned incorporators of DMC/WSU Health System have executed these Articles of Incorporation as of December 18, 1984, to be filed effective January 1, 1985.

INCORPORATORS:

CHILDREN'S HOSPITAL OF MICHIGAN

By: David K. Page
David K. Page, Chairperson

and

By: Paul L. Broughton
Paul L. Broughton, President

DETROIT RECEIVING HOSPITAL and
UNIVERSITY HEALTH CENTER

By: John B. Waller Jr.
John B. Waller, Jr., Dr. P.H.,
Chairperson

and

By: Edward S. Thomas
Edward S. Thomas, President

HARPER-GRACE HOSPITALS

By: Dean E. Richardson
Dean E. Richardson, Chairperson

(Signatures continued)

and

By: _____
Richard L. Sejnost, Chief Executive Officer

HUTZEL HOSPITAL

By: _____
Paul R. Townsend, Jr., Chairperson

and

By: _____
Frank P. Iacobell, President

REHABILITATION INSTITUTE, INC.

By: _____
J. Kay Felt, Chairperson

and

By: _____
Leonard F. Bender, M.D., President

WAYNE STATE UNIVERSITY

By: _____
David Adamany, Ph.D., President

and

By: _____
Henry L. Nadler, M.D., Dean, Medical School

SL1e

C&S-515 (Rev. 1-84)

863D#5347 0313 ORG&FI $10.00

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

**FILED**

APR 02 1986

Administrator
MICHIGAN DEPT. OF COMMERCE
Corporation & Securities Bureau

Date Received

MAR 13 1986

# CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

**For use by Domestic Corporations**

(Please read instructions and Paperwork Reduction Act notice on last page)

*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 present name of the corporation is: DMC/WSU Health System

2. The corporation identification number (CID) assigned by the Bureau is: 7 2 1 — 3 8 7

3. The location of its registered office is:

4201 St. Antoine (Street Address) Detroit (City), Michigan 48226 (ZIP Code)

4. Article I of the Articles of Incorporation is hereby amended to read as follows: The name of the corporation is: The Detroit Medical Center. √

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 11th day of February, 19 86. 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 3rd day of March, 19 86

By _____ (Signature)

Joseph L. Hudson, Jr., President

(Type or Print Name and Title)

C&S-515 (Rev. 1-84)

**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

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

Preparer's name and business telephone number:

Joseph G. Nuyen, Jr.

(313) 256-7575

## INFORMATION AND INSTRUCTIONS

1. This form is issued under the authority of Act 284, P.A. of 1972, as amended, and Act 162, P.A. of 1982. 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. 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 entire 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. 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
   Lansing, MI 48909
   Telephone: (517) 373-0493

C&S-515 (Rev. 11-85)

871B87107 0123 ORG&FI $10.00

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

FILED

FEB -4 1987

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Date Received
JAN 23 1987

# CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

**For use by Domestic Corporations**

(Please read instructions and Paperwork Reduction Act notice on last page)

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

1. The present name of the corporation is: The Detroit Medical Center

2. The corporation identification number (CID) assigned by the Bureau is: 7 2 1 — 3 8 7

3. The location of its registered office is:

4201 St. Antoine (Street Address) Detroit (City), Michigan 48226 (ZIP Code)

4. Article II of the Articles of Incorporation is hereby amended to read as follows: See attached supplemental pages.

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 10th day of, December, 19 86. 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 19 day of January, 19 87

By [signature]
Joseph L. Hudson, Jr. (Signature)

Joseph L. Hudson, Jr., President and Chief Executive Officer
(Type or Print Name) (Type or Print Title)

CAS-515 (Rev. 11-85)

**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

Mark Nussbaum, Esq.
Honigman Miller Schwartz and Cohn
2290 First National Building
Detroit, Michigan 48226

Preparer's name and business telephone number:

Mark Nussbaum, Esq.

( 313 ) 256-7923

## INFORMATION AND INSTRUCTIONS

1. This form is issued under the authority of Act 284, P.A. of 1972, as amended, and Act 162, P.A. of 1982, as amended. 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 entire 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
   Lansing, MI 48909
   Telephone: (517) 373-0493

# AMENDMENT TO
## ARTICLES OF INCORPORATION
## OF
## THE DETROIT MEDICAL CENTER

Article II is hereby amended to read as follows:

## ARTICLE II - PURPOSES

The Corporation is organized for the following purposes:

A. To provide for the development, planning and implementation of health and health-related services and activities, as well as supporting and ancillary activities, including long-range and strategic planning and medical education and research activities, and

B. To provide or further other charitable, scientific and educational activities, toward the purpose of enabling the Corporation, together with the Medical Center institutions (Children's Hospital of Michigan, Detroit Receiving Hospital and University Health Center, Harper-Grace Hospitals, Huron Valley Hospital, Hutzel Hospital, Rehabilitation Institute, Inc., and Wayne State University) and their affiliated entities to fulfill their collective mission, which is:

> To be a cohesive, preeminent academic health center evidencing the interdependent relationship of Wayne State University and the other Medical Center institutions and integrating clinical service, education and research; and
>
> To maintain centers of excellence; and
>
> To provide high quality primary, secondary and tertiary care within the framework of an integrated, synergetic health care delivery sytem.

The Corporation is further organized:

A. To further any and all charitable, scientific and educational activities in which the Medical Center institutions now are or hereafter may

become engaged, in carrying out their respective missions, as long as the Medical Center institutions are organizations described in Section 501(c)(3) and Sections 509(a)(1) or (a)(2) of the Internal Revenue Code of 1954, as amended, or comparable provisions of subsequent legislation (the "Code");

B. To facilitate the achievement of the individual missions of the Medical Center institutions, consistent with the collective mission; and

C. To otherwise operate exclusively for the benefit of, to perform the functions of, and to carry out any of the purposes of the Medical Center institutions.

In furtherance of the foregoing but not by way of limitation, the Corporation is authorized:

A. To acquire, purchase, own, maintain, hold, use, sell, convey, manage, exchange, assign, transfer, mortgage, lease, sublease or rent all real and personal property of every kind and nature;

B. To loan, borrow, manage, contribute, donate, give and invest funds;

C. To 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;

D. To receive and administer assets for purposes of promoting and participating in activities for the education and training of professional and paraprofessional personnel and for purposes of conducting and promoting medical and scientific research to reduce morbidity and mortality and improve patient care and public health;

E. To 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 Medical Center institutions; and

F. To take all such actions and do all such things as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of these Articles of Incorporation, the Bylaws of the Corporation and applicable law.

Notwithstanding any other provision of these Articles of Incorporation, no part of the earnings of the Corporation shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to 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 to otherwise attempt to influence legislation, the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (by the publication or distribution of statements or otherwise), in violation of any provisions applicable to corporations exempt from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or an organization described in Section 509(a)(3) of the Code.

SL21g

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

FILED

FEB 29 1988

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Date Received
FEB 19 1988

# CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

**For use by Domestic Corporations**

(Please read instructions and Paperwork Reduction Act notice on last page)

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

1. The present name of the corporation is: The Detroit Medical Center

2. The corporation identification number (CID) assigned by the Bureau is: 7 2 1 — 3 8 7

3. The location of its registered office is:
4201 St. Antoine (Street Address) Detroit (City), Michigan 48201 (ZIP Code)

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

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 shareholders or members.
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, its shareholders, or its members 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.

58

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 12th day of, January, 19 88. 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 7th day of February, 19 88

By _____ (Signature)

JOSEPH L HUDSON JR, Pres.

(Type or Print Name) (Type or Print Title)

C&S 515

**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.

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

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

## 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

C&S-515 (3-86)

MICHIGAN DEPARTMENT OF COMMERCE — CORPORA 902B#6038 0803 DRGAFI $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: The Detroit Medical Center
2. The corporation identification number (CID) assigned by the Bureau is: 7 2 1 — 3 8 7
3. The location of its registered office is:

4201 St. Antoine (Street Address) Detroit (City), Michigan 48226 (ZIP Code)

4. Articles II, III, IV, VII, and VIII of the Articles of Incorporation are hereby amended to read as follows: See attached supplemental pages 1-7.

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 13th day of July, 1990

By David J Campbell
(Signature)

David J. Campbell, President and Chief Executive Officer
(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

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 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 THE
ARTICLES OF INCORPORATION
OF
THE DETROIT MEDICAL CENTER

## ARTICLE II

The Corporation is organized for the following purposes:

A. To provide for the development, planning and implementation of health and health-related services and activities, as well as supporting and ancillary activities, including long-range and strategic planning and medical education and research activities, and

B. To provide or further other charitable, scientific and educational activities, toward the purpose of enabling the Corporation, together with the Medical Center institutions (Children's Hospital of Michigan, Detroit Receiving Hospital and University Health Center, Harper-Grace Hospitals, Huron Valley Hospital, Inc., Hutzel Hospital, Rehabilitation Institute, Inc., and Wayne State University) and their affiliated entities to fulfill their collective mission, which is:

> To be a cohesive, preeminent academic health center evidencing the interdependent relationship of Wayne State University and the other Medical Center institutions and integrating clinical service, education and research; and
>
> To maintain centers of major program emphasis; and

To provide high quality primary, secondary and tertiary care within the framework of an integrated, synergetic health care delivery system.

The Corporation is further organized:

A. To further any and all charitable, scientific and educational activities in which the Medical Center institutions now are or hereafter may become engaged, in carrying out their respective missions, as long as the Medical Center institutions are organizations described in Section 501(c)(3) and Sections 509(a)(1) or (a)(2) of the Internal Revenue Code of 1954, as amended, or comparable provisions of subsequent legislation (the "Code");

B. To provide a single, unified, functionally-integrated system of governance and management for the Medical Center institutions other than Wayne State University.

C. To facilitate the achievement of the individual missions of the Medical Center institutions and their affiliated entities, consistent with the collective mission; and

D. To otherwise operate exclusively for the benefit of, to perform the functions of, and to carry out any of the purposes of the Medical Center institutions in a manner consistent with their collective mission.

In furtherance of the foregoing but not by way of limitation, the Corporation is authorized:

A. To acquire, purchase, own, maintain, hold, use, sell, convey,

manage, exchange, assign, transfer, mortgage, lease, sublease or rent all real and personal property of every kind and nature;

B. To loan, borrow, manage, contribute, donate, give and invest funds and to guarantee the debts of any corporation or other entity whenever the same shall be in the best interests of the Corporation in furtherance of its purposes;

C. To 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;

D. Consistent with Section 301 of the Michigan Nonprofit Corporation Act, to receive benefits including dividends or distributions of income or profits from the Medical Center institutions.

E. To receive and administer assets for purposes of promoting and participating in activities for the education and training of professional and paraprofessional personnel and for purposes of conducting and promoting medical and scientific research to reduce morbidity and mortality and improve patient care and public health;

F. To 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 Medical Center institutions; and

G. To take all such actions and do all such things as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of these Articles of Incorporation, the Bylaws of the Corporation and applicable law.

Notwithstanding any other provision of these Articles of Incorporation, no part of the earnings of the Corporation shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to 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 to otherwise attempt to influence legislation, the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (by the publication or distribution of statements or otherwise), in violation of any provisions applicable to corporations exempt from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or an organization described in Section 509(a)(3) of the Code.

## ARTICLE III

The Corporation is organized on a non-stock basis as a directorship corporation.

A description and statement of value of the assets of the Corporation are as follows:

| | |
|---|---|
| Real Property | None |
| Personal Property | $7,960,000 (cash and cash equivalents) |

The Corporation is to be financed by dues and transfers of funds from its subsidiaries and affiliates, through gifts, donations, contributions, legacies, bequests, devises, benefactions, and other voluntary transfers of property, and through reimbursement of costs of services provided to subsidiaries and affiliates, fees and charges for services, receipts from parties serviced by the Corporation and other sources of revenue received from the operations of the Corporation.

## ARTICLE IV

The address of the registered office of the Corporation, as well as the Corporation's mailing address, is 4201 St. Antoine, Detroit, Michigan 48226.

The name of the resident agent at the registered office is David J. Campbell.

## ARTICLE VII

The Bylaws of the Corporation shall govern the membership,

qualifications, term of office, manner of election and removal, time and place of meetings and powers and duties of the Board of Trustees of the Corporation. The Bylaws may be amended or repealed, or new Bylaws adopted, only by the Board of Trustees of the Corporation. Thirty days' prior written notice shall be provided to a hospital subsidiary Medical Center institution prior to any amendment of the Bylaws or these Articles of Incorporation which would materially affect such hospital subsidiary.

## ARTICLE VIII

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 for monetary damages for a breach of such director's fiduciary duty arising under the Michigan Nonprofit Corporation 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.

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 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.

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