

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

Date Received  
AUG 29 1985

**FILED**

AUG 29 1985

Administrator  
MICHIGAN DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

**RESTATED ARTICLES OF INCORPORATION**

For use by Domestic Nonprofit Corporations

(Please read instructions on last page before completing form)

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

1. The present name of the corporation is: Children's Hospital of Michigan
2. The corporation identification number (CID) assigned by the Bureau is: 

8	6	5	—	0	4	4
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3. All former names of the corporation are:  
None
4. The date of filing the original Articles of Incorporation was: March 8, 1922

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

**ARTICLE I**

The name of the corporation is: Children's Hospital of Michigan

**ARTICLE II**

The purpose or purposes for which the corporation is organized are: To care and provide for sick, injured, suffering or crippled children, without discrimination as to race, creed, color or ability to pay, and to furnish such medical, surgical, nursing and educational aid as is within the corporation's financial ability to provide; to maintain a training program for nurses; to establish and maintain such research and teaching facilities as are desirable for the development of medical and surgical science; and to do all things necessary or appropriate to such ends.

**ARTICLE III**

The corporation is organized on a nonstock (stock or nonstock) basis.

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

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

Land, buildings and other real property with a value of \$15,932,000.00 as of December 31, 1984.

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

Equipment, cash, securities, accounts receivable and other personal property with a value of \$37,108,000.00, as of December 31, 1984.

The corporation is to be financed under the following general plan: Through gifts, grants, donations, contributions, legacies, bequests, devises, benefactions and other voluntary transfers of property, from revenues generated from the operations of the corporation, income derived from investments and such other sources as may be available.

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

**ARTICLE IV**

1. The address of the current registered office is:

3901 Beaubien Blvd., Detroit (Street Address) \_\_\_\_\_, Michigan 48201 (City) (ZIP Code)

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

\_\_\_\_\_, Michigan \_\_\_\_\_ (P.O. Box) (City) (ZIP Code)

3. The name of the current resident agent is:

Paul L. Broughton

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

See supplemental pages.

5. These Restated Articles of Incorporation were duly adopted on the 28th day of August, 1985, in accordance with the provisions of Section 642 of the Act.

These Restated Articles of Incorporation (Complete and execute one of the items below as applicable.)

- were duly adopted by the Board of Directors without a vote of the shareholders or members. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles of Incorporation.
- were duly adopted by the shareholders, by the members, or by the directors if organized on a nonstock directorship basis. The necessary number of votes were cast in favor of these Restated Articles of Incorporation.
- were duly adopted by the written consent of 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.)
- were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

Signed this 28th day of August, 1985

By Paul L. Broughton  
(Signature)  
Paul L. Broughton, President  
(Type or Print Name and Title)

SUPPLEMENTAL PAGES TO RESTATED  
ARTICLES OF INCORPORATION OF  
CHILDREN'S HOSPITAL OF MICHIGAN

ARTICLE V

POWERS RESERVED TO SOLE MEMBER

The sole member of the Corporation shall be DMC/WSU Health System, a Michigan nonprofit corporation ("DMC/WSU"). 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. Such Bylaws shall provide that DMC/WSU, as the sole member of the corporation, shall have the sole power to:

(i) Approve the strategic plan and planning process of the Corporation (including, without limitation, additions, deletions or significant modifications of 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;

(ii) Approve all operating and capital expenditure budgets of the Corporation;

(iii) Review and evaluate the operating, financial and other performance of the Corporation;

(iv) Establish limits beyond which the approval of DMC/WSU will be required for: (a) capital expenditures, (b) short-term, long-term and alternative indebtedness and obligations (including guaranties and lines of

credit), and (c) acquisitions, leases, encumbrances and dispositions of land, buildings and equipment by the Corporation;

(v) Establish policies requiring approval by DMC/WSU of affiliations, joint ventures and other business relationships of the Corporation (either with a Medical Center hospital or any other entity);

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

(vii) Adopt all amendments to 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 member of the Corporation under the Articles of Incorporation or Bylaws of the Corporation or applicable law.

## ARTICLE VI

### NONPROFIT, EXEMPT STATUS

The Corporation is organized as a nonprofit, membership corporation under Act No. 162 of the Public Acts of 1982, and shall not be considered to be a trustee corporation incorporated under or governed by sections 148 through 156 of Act No. 327 of the Public Acts of 1931. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation 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 Internal Revenue Code of 1954, as amended, or comparable provisions of subsequent legislation (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.

#### ARTICLE VII

#### DISSOLUTION

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to DMC/WSU, or its successor, provided that DMC/WSU or its successor is then existing and qualified under the provisions of Section 501(c)(3) of the Code, or if DMC/WSU or its successor is not so existing and qualified, to such other charitable, scientific or educational organizations which then qualify under the provisions of Section 501(c)(3) of the Code as the Board of Trustees of the Corporation shall direct.

ARTICLE VIII

AMENDMENTS

Except as otherwise provided in this Article VIII, the Articles of Incorporation or the Bylaws of the Corporation may be amended or repealed, or new articles of incorporation or bylaws may be adopted, only by DMC/WSU, by action authorized at any regular or special meeting of its Board of Trustees, after review of such amendment, repeal, or articles of incorporation or bylaws at any regular or special meeting of the Board of Trustees of the Corporation.

Notwithstanding anything to the contrary contained in these Articles of Incorporation or the Bylaws of the Corporation, including without limitation the provisions of this Article VIII, upon determination by the Board of Trustees that it is in the best interests of the Corporation to remove DMC/WSU as the sole member of the Corporation, the Board may, without the consent of DMC/WSU: (i) amend these Articles of Incorporation and the Bylaws of the Corporation to make the Corporation a directorship corporation, (ii) designate one or more other individuals or organizations to serve as the members of the Corporation, and/or (iii) do all such other acts and things as may be necessary to remove DMC/WSU as the sole member of the Corporation. The Board of Trustees may exercise the foregoing powers only during the ninety day period commencing September 1, 1988. Prior to taking any such actions, the Board of Trustees must provide ninety days prior written notice to DMC/WSU of the meeting(s) at which the decision(s) to take any such action(s) will be made. In addition, such action(s) shall be effective only after the passage of ninety days following the vote of the Board of Trustees authorizing such action(s), and is conditioned upon the requirement that the

Corporation meet any financial commitments to DMC/WSU for the remainder of the fiscal year in which such actions become effective, as well as any other obligations under other agreements with DMC/WSU or any of its subsidiaries or affiliates. The period of time for the Corporation to cause DMC/WSU to be removed as the sole member of the Corporation may be extended by mutual written agreement of DMC/WSU and the Corporation (by action of their respective Boards of Trustees) for a period determined by them. Prior to January 1, 1989, this Article VIII may be amended only by approval of the Board of Trustees of the Corporation and by DMC/WSU, as the sole member of the Corporation.

JN30h

**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.  
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 Act 162, P.A. of 1982 for the purpose of restating the articles of incorporation of a domestic nonprofit corporation. Restated articles of incorporation are an integration into a single instrument of the current provisions of the corporation's articles of incorporation, along with any desired amendments to those articles.
3. Restated articles of incorporation which do not amend the articles of incorporation may be adopted by the board of directors without a vote of the shareholders or members. Restated articles of incorporation which amend the articles of incorporation require adoption by the shareholders, by the members, or by the board of directors if organized on a nonstock directorship basis.
4. Item 2 — Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
6. If the restated articles merely restate and integrate the articles, but do not amend them, this document must be signed in ink by an authorized officer or agent of the corporation. If the restated articles amend the articles of incorporation, this document must be signed in ink by the president, vice-president, chairperson, or vice-chairperson of the corporation.
7. FEES: Filing fee (Make remittance payable to State of Michigan) ..... \$10.00
8. Mail form and fee to:

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

<b>FOR BUREAU USE ONLY</b>  <b>FILED</b>  <b>DEC 08 1987</b>  Administrator <b>MICHIGAN DEPARTMENT OF COMMERCE</b> Corporation & Securities Bureau	DEC 03 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 1962, as amended (nonprofit corporations), the undersigned corporation executes the following Certificate:*

1. The present name of the corporation is:	Children's Hospital of Michigan		
2. The corporation identification number (CID) assigned by the Bureau is:	8	6	5-044
3. The location of its registered office is:	3901 Beaubien Boulevard Detroit, Michigan 48201		
	<small>(Street Address)</small>	<small>(City)</small>	<small>(ZIP Code)</small>

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

The Articles of Incorporation and the Bylaws of the Corporation may be amended or repealed, and new articles of incorporation or bylaws may be adopted, only by The Detroit Medical Center, by action authorized at any regular or special meeting of its Board of Trustees, after review of such amendment, repeal or new articles of incorporation or bylaws at any regular or special meeting of the Board of Trustees of the Corporation.

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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 17th day of November, 1987. 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 2nd day of December, 1987

By Paul L. Broughton  
(Signature)

Paul L. Broughton  
(Type or Print Name)

President  
(Type or Print Title)

**DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW.** Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization remitting fees:

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. 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) — 1/2 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

<b>MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU</b>	
<p><b>FILED</b></p> <p style="text-align: center;">MAR -9 1988</p> <p style="text-align: center;">Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation &amp; Securities Bureau</p>	<p style="text-align: center;">Date Received</p> <p style="text-align: center;">FEB 12 1988</p> <hr/> <p style="text-align: center;">MAR 08 1988</p> <hr/>
<p>(FOR BUREAU USE ONLY)</p>	

## 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: Children's Hospital of Michigan								
2.	The corporation identification number (CID) assigned by the Bureau is:	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 20px; text-align: center;">8</td> <td style="width: 20px; text-align: center;">6</td> <td style="width: 20px; text-align: center;">5</td> <td style="width: 20px; text-align: center;">—</td> <td style="width: 20px; text-align: center;">0</td> <td style="width: 20px; text-align: center;">4</td> <td style="width: 20px; text-align: center;">4</td> </tr> </table>	8	6	5	—	0	4	4
8	6	5	—	0	4	4			
3.	The location of its registered office is: 3901 Beaubien Boulevard	Detroit <small>(City)</small>							
	Michigan	48201 <small>(ZIP Code)</small>							
	<small>(Street Address)</small>								

4. Article IX of the Articles of Incorporation is hereby ~~amended~~ <sup>added</sup> to read as follows:

**VOLUNTEER DIRECTOR LIABILITY PROTECTION**

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 sole member for monetary damages for a breach of such director's fiduciary duty arising under the Michigan Nonprofit Corporation Act, the Michigan Uniform Management of Institutional Funds Act, or other applicable law; except that nothing herein shall be construed to eliminate or limit the liability of a volunteer director for any of the following:

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

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

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 13<sup>th</sup> 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 13<sup>th</sup> day of JANUARY, 1988

By Paul Brownston  
(Signature)

Paul L. Brownston President & Chief Executive  
(Type or Print Name) (Type or Print Title)

OFFICER

**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

LAW OFFICES  
**HONIGMAN MILLER SCHWARTZ AND COHN**  
 2290 FIRST NATIONAL BUILDING  
 DETROIT, MICHIGAN 48226-3583

JASON L. HONIGMAN  
 MILTON J. MILLER  
 ALAN E. SCHWARTZ  
 MILES JAFFE  
 JOHN SKLAR  
 MAURICE S. SHKROW  
 DAVID A. PAGE  
 NORMAN NYMAN  
 CYRIL MOSCOW  
 MARK SHAEVSKY  
 ASHER RABINOWITZ  
 JEROME H. SALLE  
 A. DAVID MIRESELL  
 WILLIAM J. ZOUSHNER  
 ROBERT A. FINEMAN  
 JOEL S. ADELMAN  
 GERALD S. COOK  
 ALAN STUART SCHWARTZ  
 JOHN E. AMERMAN  
 SHELDON S. TOLL  
 JAMES K. ROBINSON  
 JOHN R. BAKER  
 CHARLES NIDA  
 WILLIAM O. HOCHHAMMER  
 RICHARD J. BURSTEIN  
 CHARLES H. SOBIESKI  
 JOHN N. KAMINSKI  
 G. SCOTT ROHNEY  
 MICHAEL S. SHAPIRO  
 PETER M. ALTER  
 WILLIAM G. CHRISTOPHER  
 FREDERICK L. FELDKAMP  
 HERSHEL P. FINK  
 EDWARD F. RICKMAN  
 MARVIN S. ROSEN  
 STUART M. LOCKMAN  
 JOHN H. EGGERTSEN  
 ROGER COOK  
 CHRIS E. ROSSMAN  
 JOSEPH M. POLITO  
 RONALD S. LONGHOFFER  
 STEPHEN WASHINGTON  
 JOHN W. VOELPEL  
 PATRICK T. DUERR  
 CARL W. HERSTEIN  
 DAVID A. ETTINGER

PHYLLIS G. ROZOF\*  
 LAWRENCE D. McLAUGHLIN  
 SHERILL SIEBERT  
 LARRY D. HUNTER  
 STEPHEN J. MILLER  
 MARGARET SHANNON  
 L. A. HYND  
 ANDRONIKE A. TSAGARIS  
 ROBERT S. WEISS  
 DANIEL J. DENLOW  
 I. W. WINSTEN  
 NORMAN H. BEITNER  
 THOMAS E. MARSHALL  
 NORMAN C. ANKERS  
 JAY E. BRANT  
 LAURENCE J. SCHIFF  
 PHILIP A. GRASHOFF, JR.  
 THOMAS J. BEALE  
 GARY A. TREPCCO  
 WILLIAM M. CASSETTA  
 RANDALL P. WHATELY  
 DAVID POLYNN  
 STUART M. TEGER  
 RICHARD S. SOBIE  
 WENDY ANDERSON\*\*  
 E. LEE WORSWAM\*\*  
 EDWARD R. SCHONBERG  
 WILLIAM A. WICHERS D  
 MARK R. WERDER  
 STEVEN G. HOWELL  
 THERESA BYRNES  
 ALAN M. HURVITZ  
 WILLIAM F. FREY  
 MARGUERITE MUNSON LENTZ  
 TODD M. HALBERT  
 JEFFREY A. NYMAN  
 DONALD J. KUNZ  
 JEFFREY R. KRAVITZ  
 STEVEN L. SCHWARZBERG\*\*  
 JAMES W. ROVIS  
 FREDERICK M. BAKER, JR.  
 RICHARD E. ZUCKERMAN  
 W. ANTHONY JENKINS  
 CAROL A. CLARK  
 JOSEPH G. NUYEN, JR.  
 JAMES H. KACENELL

TELEPHONE (313) 256-7800  
 TELECOPIER (313) 962-0176  
 TELEX 235705

MICHIGAN NATIONAL TOWER  
 SUITE 1400  
 LANSING, MICHIGAN 48233 1707  
 TELEPHONE (313) 484-8282

1655 PALM BEACH LAKES BOULEVARD  
 SUITE 600  
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 GREGORY J. DEMARS  
 ELIZABETH A. LOWERY\*  
 BRIAN D. FIGOT  
 DAVID B. JAFFE  
 ANN I. KENNEDY  
 SAMUEL T. STAHL  
 BELINDA RUSKIN  
 ROBERT L. SCHWARTZ  
 ROBERT J. KRUEGER, JR.  
 BRAD M. TOMTISHEN  
 DENISE J. LEWIS  
 MARGARET E. GREENE  
 FRANK T. MAMAT\*  
 KEVIN I. GREEN  
 MARK A. STERN  
 JONATHAN R. SORENSTEIN  
 KENNETH R. MARCUS  
 MITCHELL R. WEISNER  
 KEITH B. BRAUN  
 REBECCA L. BURTLESS-CREPS  
 MICHAEL J. HAINER  
 MARK A. GOLDSMITH  
 ANTONETTE R. RAHEEM  
 RONALD E. CHRISTIAN  
 LORE A. ROGERS  
 ALAN D. WASSERMAN  
 BARBARA A. BREEDING  
 NANCY HALLEY GRAHAM\*\*  
 ROBERT J. TONOS  
 MICHAEL R. SHPIECE  
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 DONALD F. BATT, JR.  
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 WILLIAM D. SARGENT  
 HAROLD S. GLASSMAN  
 W. JAY SCHWARTZ  
 JABETH NORMA CARROLL  
 W. W. SCHREIBER\*\*  
 RADLEY LAMBERT

NORMAN D. HAWKINS  
 ROBERT M. JACKSON  
 DANIEL P. PERK  
 KEVIN M. ROWLS  
 JUDY B. CALTON  
 SANDRA L. JASINSKI  
 JOHN FRIEDL  
 JEFFREY D. MODELL  
 DAVID W. CALTON  
 SHERYL L. TOBY  
 KIMBERLY K. MUDOLIN  
 E. POWELL MILLER  
 ARTHUR H. SHEGAL  
 ROBERT H. KURNICK, JR.  
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 CHARLES R. PINZONE, JR.  
 RALPH R. MCKEE  
 VERONIQUE M. LERNER  
 MANN NUSSBAUM  
 DEBORAH E. FISHER  
 LEE W. BROOKS  
 ELIZABETH A. BARROEN  
 LYNDIA J. OSWALD  
 MICHAEL A. GRUSKIN  
 JENNIFER J. STAN PEREGORD  
 H. ALAN GOCHA, JR.  
 THEODORE S. SYLWESTRAK  
 LISA L. HARRIS  
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 DAVID WUNDER  
 REGIS A. CAROZZA  
 J. ADAM ROTHSTEIN  
 MARGARET CUMMING

DONALD H. REED, JR. \*\*  
 OF COUNSEL (FLORIDA)  
 DIC L. DORNEY  
 OF COUNSEL

March 7, 1988

**UPDATE FILE**

965-044

TER'S DIRECT DIAL NO.

\* COUNSELOR TO THE FIRM  
 \* MEMBER FLORIDA AND MICHIGAN BAR  
 \*\*MEMBER FLORIDA BAR

Michigan Department of Commerce  
 Corporation and Securities Bureau  
 6546 Mercantile Way  
 Lansing, Michigan 48909

(313) 256-7708

Re: Children's Hospital of Michigan, CID 865-044

Dear Sir or Madam:

Enclosed for filing is a certificate of amendment to the articles of incorporation of Children's Hospital of Michigan. A check for \$10.00 representing the filing fee has already been submitted.

Based on our review of the Michigan Nonprofit Corporation Act, MCLA 450.2101 et seq. (the "Act") as amended by Public Act 170 of 1987, it is our opinion that the enclosed amendment is permissible.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN

By: Richard S. Glassman  
 Richard S. Glassman

RSG/emr  
 A2934j

MICHIGAN DEPARTMENT OF COMMERCE — CORPOF		9028#6038	0803	ORG&FI	\$10.00
(FOR BUREAU USE ONLY)		<b>FILED</b>  AUG 2 1990  Administrator MICHIGAN DEPARTMENT OF COMMERCE Registration & Securities Dept.			AUG 2 1990

**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: Children's Hospital of Michigan

2. The corporation identification number (CID) assigned by the Bureau is: 

8	6	5	—	0	4	4
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3. The location of its registered office is:

3901 Beaubien Blvd. Detroit , Michigan 48201  
(Street Address) (City) (ZIP Code)

4. Articles II, IV, V, VII, and X of the Restated Articles of Incorporation are hereby amended added to read as follows:

See attached supplemental pages i-7.

*lg*

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 3rd day of July, 1990

By  (Signature)

Thomas M. Rozek,  
(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  
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) — 1/2 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 RESTATED  
ARTICLES OF INCORPORATION OF  
CHILDREN'S HOSPITAL OF MICHIGAN

ARTICLE II

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

To care and provide for sick, injured, suffering or crippled children, without discrimination as to race, creed, color or ability to pay, and to furnish such medical, surgical, nursing and educational aid as is within the Corporation's financial ability to provide; to maintain a training program for nurses; to establish and maintain such research and teaching facilities as are desirable for the development of medical and surgical science;

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; and

To do all things necessary or appropriate to such ends.

In furtherance of the foregoing, but not by way of limitation, the Corporation is authorized to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the Corporation, whether

at the time owned or thereafter acquired, and to guarantee the debt of any corporation or other entity whenever the same is in the best interests of the Corporation in furtherance of its purposes.

#### ARTICLE IV

The address of the current registered office of the Corporation as well as the Corporation's mailing address, is 3901 Beaubien Blvd., Detroit, Michigan 48201. The name of the current resident agent is Thomas M. Rozek.

#### ARTICLE V

The sole member 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 member of the Corporation, hereby reserves to itself the following reserved powers, which The DMC may exercise, as the sole member of the Corporation, pursuant to the authorities of the Michigan Nonprofit Corporation Act (the "Act"), and specifically Sections 209, 303(1), and 602(j) thereof, and/or as a committee of the members, pursuant to the authorities described in Sections 527(3) and 528 of the Act:

(a) To approve, on behalf of the Corporation, the strategic capital and operating plans and budgets of the Corporation after consultation with and

receipt of the advice of the Board of Trustees of the Corporation;

(b) To establish, on behalf of the Corporation, such policies as it deems necessary or appropriate with regard to the cash and asset management of the Corporation;

(c) To establish, on behalf of the Corporation, such other policies affecting the Corporation as The DMC deems necessary or appropriate to facilitate the attainment of the system-wide mission and objectives of The DMC;

(d) To select, nominate, evaluate, promote and terminate if necessary the President of the Corporation, except that the appointment of such individual must be approved by the Board of Trustees of the Corporation; and

(e) To take such other actions as it deems necessary and appropriate on behalf of the Corporation.

In furtherance of the foregoing but without limitation, The DMC shall have the authority to:

- i) cause the Corporation to guarantee the debts and obligations of other corporations;
- ii) incur liabilities on behalf of the Corporation;

- iii) determine if, when and in what amounts any income or other cash of the Corporation should be distributed to The DMC, as sole member;
- iv) establish policies regarding cash transfers of the Corporation to support new institutional or system-wide programs or operations or to fund existing programs or operations requiring subsidization;
- v) cause the services of the institution to be reconfigured, in conjunction with the other institutions and operations of The DMC, in a manner determined by The DMC to best ensure that the missions of its institutions will be preserved;
- vi) establish such management reporting relationships as shall ensure that all personnel working on behalf of the Corporation shall contribute to a cohesive, unified and functionally-integrated DMC system;
- vii) fill any vacancies in the position of the President of the Corporation on an interim basis until an individual nominated by the President and Chief Executive Officer of The DMC and approved by the Board of Trustees of the Corporation has been appointed;

- viii) place the President of the Corporation on the payroll of The DMC and establish such standards of accountability with regard to his or her performance as it deems appropriate;
- ix) establish limits beyond which the approval of The DMC will be required for (i) capital expenditures, (ii) short-term, long-term and alternative indebtedness and obligations (including guarantees and lines of credit) and (iii) acquisitions, leases, encumbrances and dispositions of land, buildings and equipment by the Corporation;
- x) review, evaluate and take such actions as may be necessary in response to the operating, financial and other performance of the Corporation;
- xi) establish policies requiring approval by The DMC of any affiliations, joint ventures and other business relationships of the Corporation (either with another DMC hospital or any other entity);
- xii) adopt all changes in these Articles of Incorporation or the Bylaws of the Corporation; and

- xiii) act on all other matters requiring approval by The DMC as the sole member of the Corporation under the Articles of Incorporation, the Bylaws of the Corporation or applicable law;

To the extent any actions taken by The DMC pursuant to the foregoing authorities are beyond the scope of the powers permitted by Section 528 of the Michigan Nonprofit Corporation Act, such actions may be taken by The DMC pursuant to other authorities described in the Act. Notwithstanding the foregoing, only the Board of Trustees of the Corporation shall have the authority to adopt an agreement of merger or consolidation or to recommend the sale, lease, or exchange of all or substantially all of the Corporation's property and assets.

#### ARTICLE VII

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to The DMC or its successor, provided that The DMC or its successor is then existing and qualified under the provisions of Section 501(c)(3) of the Code, or if The DMC or its successor is not so existing and qualified, to such other charitable, scientific or educational organizations which then qualify under the provisions of Section 501(c)(3) of the Code as the Board of Trustees of the Corporation shall direct.

**ARTICLE X**

The Corporation is authorized to confer benefits, including dividends or distributions of income or profits, upon The DMC as the Corporation's sole member, in conformity with the purposes of the Corporation and consistent with Section 301 of the Michigan Nonprofit Corporation Act.

D7952j