



(Non-Profit Domestic Corporations)
ARTICLES OF INCORPORATION
OF

HURON VALLEY HOSPITAL, INC.

(Name of Corporation)

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

ARTICLE I.

The name of the corporation is Huron Valley Hospital, Inc.

ARTICLE II.

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

To create, develop, erect, build, own and operate a hospital for the principal purpose or function of providing medical or hospital care, including medical and surgical aid and care and emergency, dispensary and out-patient service, and to carry on such educational, philanthropic and scientific activities and functions as are a part of an efficient modern hospital service.

To receive and administer assets exclusively for charitable, scientific, literary or educational purposes, no part of the earnings of which shall inure to the benefit of any private shareholder or individual, no part of the activities of which shall be to carry out propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

In the event of the dissolution of this Corporation, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws, as determined by the Board of Trustees.

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE III.

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

(a)

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

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

~~A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows: _____~~

ARTICLE VI.

The names and addresses of the first board of directors (or trustees) are as follows:

NAMES	RESIDENCE OR BUSINESS ADDRESS
Zenaida Stevens	2290 First National Bldg., Detroit, Mich. 48226
Charlotte W. Surface	2290 First National Bldg., Detroit, Mich. 48226
Helen L. White	2290 First National Bldg., Detroit, Mich. 48226

ARTICLE VII.

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

Provisions for membership in the Corporation and the method of membership selection shall be governed by the By-Laws. The members shall be subject to such dues and/or assessment as may be provided by the By-Laws.

IN WITNESS WHEREOF, the undersigned, the incorporators of the above-named corporation, have hereunto signed these Articles of Incorporation on this 26th day of November, 1975

_____ *Zenaida Stevens*
 Zenaida Stevens

_____ *Charlotte W. Surface*
 Charlotte W. Surface

_____ *Helen L. White*
 Helen L. White

(See Instructions on Reverse Side)

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

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
Date Received	<p style="text-align: center;">FILED Michigan Department of Commerce</p> <p style="text-align: center;">DEC 10 1975</p> <p style="text-align: center;"><i>Richard K. Hendrick</i> DIRECTOR</p>
DEC 5 1975	

C & S-102

INFORMATION AND INSTRUCTIONS

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

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

Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P. O. Drawer C
Lansing, Michigan 48904

MICHIGAN DEPARTMENT OF COMMERCE — CORPORAT

YC2BH6038

0903

DRG:FI

\$10.00

(FOR BUREAU USE ONLY)

FILED

AUG 2 1990

Administrator
 MICHIGAN DEPARTMENT OF COMMERCE
 Corporation & Securities Bureau

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: Huron Valley Hospital, Inc.

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

7	5	8	-	1	0	0
---	---	---	---	---	---	---

3. The location of its registered office is:

1601 E. Commerce Rd.

(Street Address)

Milford

(City)

, Michigan 48382

(ZIP Code)

4. Articles II, IV, VII of the Articles of Incorporation ^{are} hereby amended to read as follows:

See attached supplemental pages 1 - 10.

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b)

a. The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the board of directors or trustees.

Signed this _____ day of _____, 19____

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

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 25th day of July, 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(2) of the Act.

Signed this 25 day of July, 1990

By Mark A. Eustis
(Signature)

Mark A. Eustis

, President

(Type or Print Name)

(Type or Print Title)

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

Name of person or organization remitting fees:

Honigman Miller Schwartz

and Cohn

Preparer's name and business telephone number:

Linda S. Ross

(313) 256-7341

Linda S. Ross
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

SUPPLEMENTAL PAGES TO
ARTICLES OF INCORPORATION OF
HURON VALLEY HOSPITAL, INC.

ARTICLE II

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

A. To establish, maintain and operate a hospital with facilities for inpatient and outpatient care, accommodation, diagnosis and treatment to persons suffering from injury, disease, or from any other condition where medical, surgical, obstetrical, nursing and allied professional services may be required.

B. To carry on education and research activities related to rendering care to the sick and injured or the protection of health, which, in the opinion of either the Board of Trustees or The Detroit Medical Center ("The DMC"), a Michigan nonprofit Corporation, as sole member, may be justified by the facilities, personnel, funds or other requirements that are or can be made available.

C. To participate, as far as circumstances may warrant, in any activity designated and carried on to promote the general health of the community.

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

E. To strive to achieve the system-wide mission and objectives of The DMC 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.

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

- (1) 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;
- (1f) To loan, borrow, raise, manage, contribute, donate, give and invest funds, to issue bonds, notes or debentures;
- (1fi) To secure its financial obligations by mortgage or other lien upon any and all of the property of the Corporation whether at the time owned or thereafter acquired;

- (iv) 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;
- (v) To receive and administer assets for purposes of promoting and participating in activities to improve patient care and public health;
- (vi) To conduct activities, either directly, through related organizations or in cooperation with other organizations exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or corresponding provisions of subsequent law, in order to raise funds to further the purposes of the Corporation;
- (vii) To confer benefits, including dividends or distributions of income or profits, upon The DMC as the Corporation's sole member, in furtherance of the tax-exempt purposes of the Corporation, and consistent with Section 301 of the Michigan Nonprofit Corporation Act (as long as The DMC is an organization exempt from tax under Section 501(c)(3) of the Code, or corresponding provisions of subsequent law); to make gifts, grants and donations to The DMC and to other tax-exempt entities in furtherance of the

tax-exempt purposes of the Corporation and to sponsor and assist, financially and otherwise, entities affiliated with The DMC and the Corporation in furtherance of its tax-exempt purposes;

(viii) To guarantee the indebtedness of any corporation or other entity or to become jointly and severally liable for the indebtedness of others, to the extent that any such guarantee or joint and several liability is determined by the Board of Trustees or The DMC to be in furtherance of the purposes of the Corporation; and

(ix) To take all such actions and do all such things as may be necessary, convenient 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.

In the event of the dissolution of this Corporation, all assets, real and personal, 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 organizations as are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue

Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws, as determined by the Board of Trustees.

Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

The address of the current registered office of the Corporation as well as the Corporation's mailing address is 1601 E. Commerce Road, Milford, Michigan 48382. The name of the current resident agent is Mark A. Euclid.

ARTICLE VII

Powers Reserved To Sole Member

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.

D7983j

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
FILED APR 21 1988 Administration MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau	Date Received
	APR 12 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:	Huron Valley Hospital, Inc.
2. The corporation identification number (CID) assigned by the Bureau is:	7 5 8 - 1 0 0
3. The location of its registered office is:	
<u>1601 East Commerce Road</u> <small>(Street Address)</small>	<u>Milford</u> <small>(City)</small> , Michigan <u>48042</u> <small>(ZIP Code)</small>

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

Article VIII is hereby added to the Articles of Incorporation to read in its entirety as set forth on the attached Supplemental Page 1.

57

SUPPLEMENTAL PAGE ONE TO
CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF HURON VALLEY HOSPITAL, INC.

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

The Corporation assumes all liability to any person other than the Corporation or its 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.

A7064X

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 February, 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 17 day of April, 1988

By Glenn E. Lowery
(Signature)

Glenn E. Lowery
(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.

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

Name of person or organization
remitting fees:
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

LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN
 2250 WEST NATIONAL BUILDING
 DETROIT, MICHIGAN 48226

JASON L. HONIGMANT
 MILTON J. MILLER
 ALAN E. SCHWARTZ
 MILES JAFFE
 JOHN SKLAR
 MAURICE S. WINKOW
 DAVID K. PAGE
 NORMAN HYMAN
 CYRIL MOSCOW
 MARK SHAFER
 ASHER WASHINGTON
 JEROME M. SALLE
 A. DAVID MIREDELL
 WILLIAM J. ZOUSMER
 ROBERT A. FINEMAN
 JOEL S. ADELMAN
 GERALD R. COO
 ALAN STUART SCHWARTZ
 JOHN E. AMERMAN
 SHELDON S. TOLL
 JAMES K. ROBINSON
 JOHN R. BAKER
 CHARLES N. DA
 WILLIAM O. HOCHKAMMER
 RICHARD J. BURSTEIN
 CHARLES H. TOBIAS
 JOHN H. KAMINS
 G. SCOTT ROMNEY
 MICHAEL B. SHAPIRO
 PETER M. ALTER
 WILLIAM G. CHRISTOPHER
 FREDERICK L. FELDKAMP
 HERSHEL P. FINK
 EDWARD F. RICHMAN
 HARVIN S. ROSEN
 STUART M. LOCKMAN
 JUDITH H. EGGERTSEN
 ROGER TOOK
 CHRIS E. RUSHMAN
 JOSEPH M. POLITIC
 RONALD S. LONGHOFFER

STEPHEN WASINGER
 JOHN W. VOELPEL
 PATRICK T. QUERR
 CARL W. HERSTEIN
 DAVID A. EITNER
 PHYLLIS G. ROZOF
 LAWRENCE D. McLAUGHLIN
 SHEPILL S. EBERT
 LARRY D. HUNTER
 STEPHEN J. MILLER
 MARGARET SHANNON
 L.A. HYNDIS
 ANDRONIKI A. TSAGARIS
 ROBERT B. WEISS
 DANIEL C. CUMLOW
 IW. WINSTEN
 NORMAN C. BEITNER
 THOMAS J. MARSHALL
 MARIE S. INNISC
 NORMAN C. ANKERS
 JAYE BRANT
 LAURENCE J. SCHIFF
 PHILIP A. GRASHOFF, JR.
 THOMAS J. SCALF
 GARY A. TREPPOD
 WILLIAM M. CASSETTA
 RANDALL P. WHATFLY
 DAVID FOLTYN
 STUART H. TEGER
 RICHARD S. SOBLE
 WENDY ANDERSON**
 E. LEE WORSHAM**
 EDWARD R. SCHONBERG
 WILLIAM A. WICKERS II
 MARK R. WERDER
 STEVEN G. HOWELL
 THERESE BYRNES
 ALAN M. HURVITZ
 WILLIAM F. FRY
 MARGUERITE MURSON LENTZ
 TODD M. HALBERT

TELEPHONE (313) 256-7500
 TELECOPIER (313) 962-0176
 TELEX 235705

MICHIGAN NATIONAL TOWER
 124 WEST ALLEGAN
 LANSING, MICHIGAN 48933
 TELEPHONE (313) 494-8282

1655 PALM BEACH LAKES BOULEVARD
 SUITE 600
 WEST PALM BEACH, FLORIDA 33401
 TELEPHONE (305) 683-3400

2250 GLADES ROAD
 BOCA RATON, FLORIDA 33431
 TELEPHONE (305) 395-7505

JEFFREY A. HYMAN
 DONALD J. KUNE
 STEVEN L. SCHWARTZBERG**
 FREDERICK J. BAKER, JR.
 W. ANTHONY...
 CAROL A. CLARK
 JOSEPH G. RUYEN, JR.
 JAMES H. KABCENELL
 GERARD MANTESE
 HARRY CHRISTOPHER GOPLERUD
 PATTI A. VELAZQUEZ**
 ALEX L. PARRISH
 FREDERICK J. FRANK
 CYNTHIA F. WISNER
 LAWRENCE B. PITT**
 GREGORY J. DEMARS
 ELIZABETH A. LOWERY**
 BRIAN D. FICOT
 DAVID B. JAFFE
 ANN I. KENNEDY
 SAMUEL T. STAHL
 BELINDA RUSKIN
 ROBERT L. SCHWARTZ
 ROBERT J. KRULGER, JR.
 BRAD M. TOMTISHEN
 DENISE J. LEWIS
 MICHAEL A. HECK
 KEVIN I. GREEN
 MARK A. STERN
 JONATHAN R. FORENSTEIN
 KENNETH R. MARCUS
 MITCHELL R. MEISNER
 KEITH B. BRAUN
 SUSAN D. HOFFMAN
 REBECCA L. SHIRTLESS CREPS
 S. HAILES
 JEL...
 NETTE...
 J. E. CHRISTIAN
 A. ROGERS

ALAN J. WASSERMAN
 BARBARA A. BREEDING
 MICHAEL R. SHPIECE
 DAVID B. NELSON
 DONALD F. BATTY, JR.
 RONALD A. LANG
 WILLIAM D. SARGENT
 RICHARD R. GLASSMAN
 GLENN M. GRIFFITH
 ALAN JACOBSON
 RANDALL S. B...
 ELIZABETH NORMA CARROLL
 NORMAN D. HAWKINS
 DANIEL P. PERK
 KEVIN M. KOHLIS
 JUDY R. CALTON
 SANDRA L. JASINSKI
 JOHN FRIEDL
 JEFFREY D. HOEHL
 DAVID W. CALTON
 SHERYL L. TOBY
 KIMBERLY K. HUDDLIN
 E. POWELL MILLER
 ANTHUR H. SIEGAL
 ROBERT M. KURNICK, JR.
 JEFFREY N. BRAUN
 JAMES B. PUTNEY**
 CHARLES R. PINZONE, JR.
 RALPH R. MCKEE
 VERONIQUE M. LIEM
 MARK NUSSBAUM
 DEBORAH E. FISHER

DONALD H. REED, JR.**
 OF COUNSEL (FLORIDA)

DIC L. DORNEY
 OF COUNSEL

April 11, 1988

UPDATE FILE

758-100

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

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

(313) 256-7500
 Michigan Department of

APR 11 1988

Re: Huron Valley Hospital, Inc., CID No. 758-100

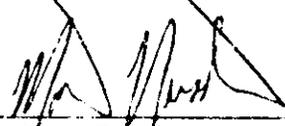
Corporation & Securities Bureau

Gentlemen/Ladies:

Enclosed for filing is a certificate of amendment to the Articles of Incorporation of Huron Valley Hospital, Inc., together with a check in the amount of \$10.00 for the filing fee.

Based on our review of the Michigan Nonprofit Corporation Act, MCLA 450.2101 et seq. (the "Act") as amended by Public Act No. 170 of the Public Acts of 1987, it is our opinion that Article VIII is permissible under the Act because the Article substantially conforms with Sections 209(c)(v) and (d) of the Act.

Very truly yours,
 HONIGMAN MILLER SCHWARTZ AND COHN

By: 
 Mark Nussbaum

D0700X
 cc: Stuart M. Lockman, Esq. (w/out enc.)

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

Date Received DEC 21 1995
 DEC 21 1995

FILED

DEC 21 1995

Administrator
 MICHIGAN DEPARTMENT OF COMMERCE
 Corporation & Securities Bureau

EFFECTIVE DATE: January 1, 1996

Name Cynthia Wisner, General Counsel		
Address 4th Floor, Mac Hall, 3990 John R		
City Detroit	State MI	Zip Code 48201

Document will be returned to the name and address you enter above

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

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

1. The present name of the corporation is: Huron Valley Hospital, Inc.

2. The identification number assigned by the Bureau is:

7	5	8	-	1	0	0
---	---	---	---	---	---	---

3. The location of the registered office is:

1601 E. Commerce Road Milford Michigan 48382
 (Street Address) (City) (ZIP Code)

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

See Attachment

R
 12.50 am c 20677

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a. The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19_____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, 19_____.

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 19th day of December, 1995. The amendment: (check one of the following)

- was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- was duly adopted by the written consent of all directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 19th day of December, 1995

By Elliot Joseph
(Only Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Elliot Joseph President
(Type or Print Name) (Type or Print Title)

Supplemental Article

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

Article IX

Effective at 12:01 am on January 1, 1996 (the "Effective Date"), the Board of Directors/Trustees of the Corporation shall consist of those persons who on the Effective Date are serving on the Executive Committee of the Board of Trustees of The Detroit Medical Center, a Michigan nonprofit corporation and the sole member of the Corporation ("The DMC"). The members of the Executive Committee of the Board of Trustees of The DMC shall succeed those persons who were serving on the Board of Directors/Trustees of the Corporation immediately prior to the Effective Date. On the Effective Date the committees of the Board of the Corporation shall disband and the duties, responsibilities and obligations of such committees shall be fulfilled by the Board of the Corporation or designees of the Board. The chairperson of the Corporation shall be chosen by The DMC, and the President of the Corporation shall be chosen by the President and CEO of The DMC.

This Article shall supersede and replace any conflicting provision of the Articles of Incorporation or Bylaws of the Corporation and shall control from and after the Effective Date.