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Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (survivor or new entity if merger or consolidation):

Forbes Health Foundation

Entity number, if known: **2698880** Incorporation/qualification date in PA: **June 5, 1996**

State of Inc: **PA** Federal EIN: **25-1798379** Specified effective date, if any: **upon filing**

Part II. Check proper box:

Amendment (complete Section A) Merger, Consolidation or Division (complete Section B, C or D)

Consolidation (complete Section C) Division (complete Section D)

Conversion (complete Section A & B) Correction (complete Section A)

Termination (complete Section H) Revival (complete Section G)

Dissolution before Commencement of Business (complete Section F)

Section A - Check box(es) which pertain to changes:

____ Name:

____ Registered Office: Number & street/RD number & box number City State Zip County

Purpose: **See Exhibit A to Articles of Amendment**

____ Stock (aggregate number of shares authorized): _____ Effective date: _____

____ Term of Existence: _____ Other: _____

____ **Section B - Merger Complete Section A if any changes to surviving entity:**

Merging Entities are: (attach sheet for additional merging entities)

Name:

Entity #, if known:

Effective date:

Ino./qual. date in PA.

State of Inc.

Name:

Entity #, if known:

Effective date:

Ino./qual. date in PA.

State of Inc.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name		
Address		
City	State	Zip Code

Document will be returned to the name and address you enter to the left.



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Forbes Health Foundation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):
(a) Number and Street City State Zip County
2570 Haymaker Road, Monroeville, PA 15146 Alleghey

(b) Name of Commercial Registered Office Provider County
c/o

3. The statute by or under which it was incorporated: **Nonprofit Corporation of Law of 1988**

4. The date of its incorporation: **June 5, 1996**

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____,

Forbes Health Foundation

Name of Corporation

Signature

Title

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE FORBES HEALTH FOUNDATION:**

In compliance with the requirements of ~~15 Pa.C.S. § 5306~~, the ~~undersigned~~, ~~being~~ Pennsylvania Nonprofit Corporation Law of ~~full age and desiring to incorporate~~ 1988, The Forbes Health Foundation, a Pennsylvania nonprofit corporation; (the "Corporation"), hereby ~~certifies~~ amends and restates its Articles of Incorporation as follows; which Amended and Restated Articles supersede the original Articles of Incorporation and all amendments thereto:

FIRST: ~~_____~~ 1. Corporate Name. The name of the Corporation is The Forbes Health Foundation ~~(hereinafter, the "Corporation")~~.

SECOND: ~~_____~~ The 2. Registered Office. The location and post office address of the Corporation's registered office in this Commonwealth is 2570 Haymaker Road, Monroeville, Pennsylvania 15146, ~~located in the county of Allegheny~~.

THIRD: ~~_____~~ 3. Organization and Purpose. The Corporation is ~~incorporated~~ organized under the Pennsylvania Nonprofit Corporation Law of 1988:

FOURTH: ~~_____~~ The (the "Nonprofit Corporation is formed and is to be operated exclusively Law"), for charitable, scientific, and educational purposes in such a manner that the Corporation will be an organization described in, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") by:

a) ~~Soliciting, receiving, managing, investing~~"), and distributing in this connection is organized:

(a) To operate as part of the nonprofit regional health care system governed by [UPE], a Pennsylvania nonprofit corporation ("UPE"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control, each of which (i) operates, raises funds for, or conducts activities otherwise ancillary to the operation of, health care facilities in order to extend health care to sick, injured and disabled persons, without regard to age, sex, race, religion, national origin or sexual orientation, or (ii) carries on educational and/or scientific research activities related to the causes, diagnosis, treatment, prevention or control of physical or mental diseases and impairments of persons, and each of which is an organization exempt from taxation under Section 501(c)(3) of the Code and classified as other than private foundations under Section 509(a)(1), 509(a)(2) or 509(a)(3) of the Code;

(b) To solicit, receive, manage, invest and distribute funds which will promote and support by donation, loan or otherwise, the interests of The ~~The~~ Western

Pennsylvania Hospital, Forbes Regional Campus, ~~(the "Hospital")~~, a hospital operated by ~~The Western Pennsylvania Hospital, a corporation~~ West Penn Allegheny Health System, Inc., (i) which is exempt from federal income taxation under section 501(a) of the Code as an organization, described in section 501(c)(~~)(~~) (3) of the Code, and (ii) contributions to which are deductible under sections 170(c)(~~)(~~) (2), 2055(a)(~~)(~~) (2) and 2522 (a)(2) of the Code;

- ~~b) — Providing~~(c) To provide funds to further the erection construction, establishment, organization, equipment, operation, management and maintenance of the ~~Western Pennsylvania Hospital, Forbes Regional Campus~~;
- ~~e) — Carrying on~~(d) To support or conduct training, research, educational and supportive activities related to rendering of care to the sick, injured and disabled, the furthering of knowledge in the medical arts and ~~the~~ promotion of health; and
- ~~d) — Carrying on~~(e) To conduct any lawful activity in furtherance of the foregoing purposes, subject to limitations on its actions imposed under section 501(c)(3) of the Code..

~~FIFTH: —~~ 4. Pecuniary Gain. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

~~SIXTH: —~~ 5. Non-Stock Basis. The Corporation is organized upon a nonstock basis.

~~SEVENTH: —~~ 6. Members. The Corporation shall have a single member, which shall be West Penn Allegheny Health System, Inc. (~~"WPAHS") shall serve as~~ (the sole "Member").

7. Management. Except for those powers reserved to the Member, [Provider Subsidiary Entity], and [UPE] in the Bylaws of the Corporation. ~~WPAHS may add other Members in accordance with the Corporation's Bylaws but in no event shall the Corporation add a Member or change its Member without, the prior approval of WPAHS. The Member shall have all of the rights and privileges conferred upon nonprofit corporate Members~~ affairs and business of the Corporation shall be managed by or under the laws direction of the ~~Commonwealth~~ Board of Directors. The number, term of Pennsylvania, except as otherwise specified in office, method of selection and manner of removal of the ~~Bylaws of the Corporation, as well as such additional rights and privileges as~~ Board of Directors shall be ~~specified~~ set forth in the Bylaws of the Corporation.

~~EIGHTH: —~~ 8. Exempt Organization. Notwithstanding any other provision herein, the Corporation ~~is organized and is to be operated exclusively for one or more of the purposes specified in section 501(c)(3) of the Code and shall neither have nor exercise any power, nor shall it~~ not engage directly or indirectly in any activity ~~that~~ which would ~~invalidate (i) its status prevent it from qualifying, and continuing to qualify, as a corporation which is exempt from Federal income taxation under section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and (ii) its status~~ (hereinafter referred to in these Articles as an

"exempt organization,"), or as a corporation contributions to which are deductible under sections Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

~~**NINTH:**————— No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director or officer of the Corporation or any private individual, firm, corporation or association, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article FOURTH hereof, and no trustee, director or officer of the Corporation, nor any individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.~~

~~**TENTH:**————— In the event of dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, and subject to providing prior notice to the Attorney General, obtaining the approval of the Orphans' Court of the Commonwealth of Pennsylvania, and compliance with the laws of the Commonwealth of Pennsylvania, shall arrange for either the direct distribution of all of the assets of the Corporation to The West Penn Allegheny Health System, Inc. or one or more controlled affiliates thereof (collectively and individually, the "Designated Entity"), provided that the Designated Entity is an organization that (i) qualifies for exemption under the provisions of section 501(a) of the Code as an organization described in section 501(c)(3) of the Code and is classified as a public charity pursuant to section 509(a) of the Code and the Treasury Regulations promulgated thereunder, and (ii) contributions to which then are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code. In the event no Designated Entity is so qualified, then the Corporation shall arrange for distribution of its assets for the purposes of the Corporation (as set forth in Article FOURTH hereof) or the distribution to one or more organizations (i) which qualify for exemption under the provisions of section 501(a) of the Code as an organization described in section 501(c)(3) of the Code and are classified as a public charity pursuant to section 509(a) of the code and the Treasury Regulations promulgated thereunder, and (ii) contributions to which then are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.~~

~~**ELEVENTH:**————— No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except as may otherwise be permitted by provided in Section 501(h) of the Code. ~~No part of the activities of~~), and the Corporation shall ~~be participating~~not participate in; or ~~intervening~~intervene in; (including the publishing or distribution of statements) any political ~~campaigns~~campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements).~~

~~**TWELFTH:**————— The Member may alter or amend 9. Earnings. Notwithstanding any other provisions of these Articles, subject to obtaining any additional approvals required by no part of the By-laws net earnings or assets of the Corporation, and shall inure to the benefit of or be distributable to its members, trustees, directors, officers or any other private individual; provided ~~that any~~, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such ~~alteration or amendment~~ lawful payments and~~

distributions in furtherance of the purposes set forth in Article 3 hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

10. Foundation Status. If and so long as the Corporation is a private foundation (as that term is defined in Section 509 of the Code), then notwithstanding any other provisions of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.
11. Dissolution. Upon dissolution or liquidation of the Corporation, after paying or making provision for the payment of all of the known liabilities of the Corporation, any remaining assets of the Corporation shall be ~~consistent with the Corporation's status as a corporation~~ (i) transferred to the Member, or its successor, provided that the Member or such successor is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon the dissolution or liquidation of the Corporation, the Member, or its successor, is not in existence or no longer qualifies as an exempt organization under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [Provider Subsidiary Entity], or its successor, provided that [Provider Subsidiary Entity] is then in existence and then exempt from federal income ~~taxation~~ taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, both the Member and [Provider Subsidiary Entity], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [UPE], or its successor, provided that [UPE] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, each of the Member, [Provider Subsidiary Entity] and [UPE], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(a) of the Code, ~~as an organization~~ (c)(3) of the Code, any remaining assets of the Corporation may be distributed to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and ~~(ii) contributions to~~, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are ~~deductible under sections 170(e)(2), 2055(a)(2) and 2522(a)(2) of the Code~~ organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

~~THIRTEENTH:~~ 12. Personal Liability of Directors.

- (a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.
- (b) Applicability. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

13. Indemnification.

- (a) Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 13, shall mean any director, officer or member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 13.
- (b) Right to Indemnification - Third Party Actions. Without limiting the generality of Section 13(a), any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the

Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- (c) Right to Indemnification - Derivative Actions. Without limiting the generality of Section 13(a), any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Section 13(c) in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- (d) Advance of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 13 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 13 or otherwise.
- (e) Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 13(a), Section 13(b) or Section 13(c) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of

a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

- (f) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.
- (g) When Indemnification Not Made. Indemnification pursuant to this Article 13 shall not be made in any case where (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or (b) indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code.
- (h) Grounds for Indemnification. Indemnification pursuant to this Article 13, under any other provision of the Bylaws of the Corporation, agreement, vote of directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 13 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 13 shall be applicable to all actions, suits or proceedings within the scope of Section 13(a), Section 13(b) or Section 13(c) of these Articles, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- (i) Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 13.
- (j) Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 13 or otherwise.

(k) Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.

(l) Applicability to Predecessor Companies. For purposes of this Article 13, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 13 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded pursuant to Section 13(a).

14. Code. Reference in these Articles to ~~sections of the "Code" shall be deemed to include corresponding provisions of any future United States~~ a section of the Internal Revenue Law. Code of 1986 shall be construed to refer to both the section and to the regulations promulgated thereunder, as they now exist or may hereafter be adopted or amended in this or in subsequent internal revenue laws.

Summary Report

September 18, 2012 4:08 PM

	Document	Location
Original	Amended and Restated Articles of Incorporation of The Forbes Health Foundation	TAM1_GENERAL\281215\1
Revised	Amended and Restated Articles of Incorporation of The Forbes Health Foundation	TAM1_GENERAL\281215\

1. Change Summary

	Number of Changes	Markup Format
Insertions	55	<u>Sample Text</u>
Deletions	63	Sample Text
Moved from	0	Sample Text
Moved to	0	<u>Sample Text</u>
Formatting	0	Sample Text
Total	118	

S

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (survivor or new entity if merger or consolidation):
Suburban Health Foundation

Entity number, if known: **789803** Incorporation/qualification date in PA: _____

State of Inc: **PA** Federal EIN: **25-1472073** Specified effective date, if any: **upon filing**

Part II. Check proper box:

Amendment (complete Section A) Merger, Consolidation or Division (complete Section B, C or D)

Consolidation (complete Section C) Division (complete Section D)

Conversion (complete Section A & B) Correction (complete Section A)

Termination (complete Section H) Revival (complete Section G)

Dissolution before Commencement of Business (complete Section F)

Section A - Check box(es) which pertain to changes:

____ Name:

____ Registered Office: Number & street/RD number & box number City State Zip County

Purpose: **See Exhibit A to Articles of Amendment**

____ Stock (aggregate number of share authorized): _____ Effective date: _____

____ Term of Existence: _____ Other: _____

Section B - Merger Complete Section A if any changes to surviving entity:

Merging Entities are: (attach sheet for additional merging entities)

Name:

Entity #, if known:

Effective date:

Inco./qual. date in PA.

State of Inco.

Name:

Entity #, if known:

Effective date:

Inco./qual. date in PA.

State of Inco.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name		
Address		
City	State	Zip Code

Document will be returned to the name and address you enter to the left.



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Suburban Health Foundation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
100 South Jackson Avenue,	Pittsburgh,	PA	15202	Allegheny

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated: **Nonprofit Corporation of Law of 1988**

4. The date of its incorporation: _____

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

DSCB:15-1915/5915-2

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____

Suburban Health Foundation

Name of Corporation

Signature

Title

UPE-0014369

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SUBURBAN HEALTH FOUNDATION

FIRST: _____ In compliance with the requirements of the Pennsylvania Nonprofit Corporation Law of 1988, Suburban Health Foundation, a Pennsylvania nonprofit corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles supersede the original Articles of Incorporation and all amendments thereto:

1. Corporate Name. The name of the Corporation is Suburban Health Foundation ~~(hereinafter the "Corporation").~~

SECOND: _____ ~~The~~ 2. Registered Office. The location and post office address of the Corporation's registered office in this Commonwealth is 100 South Jackson Avenue, Pittsburgh, Pennsylvania 15202, ~~located in the county of Allegheny.~~

THIRD: _____ 3. Organization and Purpose. The Corporation is ~~formed and is to be operated exclusively~~ organized under the Pennsylvania Nonprofit Corporation Law of 1988 (the "Nonprofit Corporation Law"), for charitable, scientific, and educational purposes in such a manner that the Corporation will be an organization described in, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") by:

- a) ~~Soliciting, receiving, managing, investing"), and distributing~~ in this connection is organized:

- (a) To operate as part of the nonprofit regional health care system governed by [UPE], a Pennsylvania nonprofit corporation ("UPE"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control, each of which (i) operates, raises funds for, or conducts activities otherwise ancillary to the operation of, health care facilities in order to extend health care to sick, injured and disabled persons, without regard to age, sex, race, religion, national origin or sexual orientation, or (ii) carries on educational and/or scientific research activities related to the causes, diagnosis, treatment, prevention or control of physical or mental diseases and impairments of persons, and each of which is an organization exempt from taxation under Section 501(c)(3) of the Code and classified as other than private foundations under Section 509(a)(1), 509(a)(2) or 509(a)(3) of the Code;

- (b) To solicit, receive, manage, invest and distribute funds which will ~~solely~~ promote and support by donation, loan or otherwise, the interests of Allegheny General Hospital, ~~Suburban Campus, a facility~~ (the "Hospital"), a hospital operated by West Penn Allegheny ~~General Hospital, a corporation~~ Health System, Inc., (i

which is exempt from federal income taxation under section 501(a) of the Code as an organization, described in section 501(c)(1)(3) of the Code, and (ii) contributions to which are ~~deductable~~ deductible under sections 170(c)(2), 2055(a)(2) and 2522 (a)(2) of the Code;

- b) ~~Providing(c)~~ To provide funds to further the erection construction, establishment, organization, equipment, operation, management and maintenance of ~~Allegheny General~~ The Hospital, ~~Suburban Campus only~~;
- e) ~~Carrying on(d)~~ To support or conduct training, research, educational and supportive activities related to rendering of care to the sick, injured and disabled, the furthering of knowledge in the medical arts and ~~the~~ promotion of health; and
- d) ~~Carrying on(e)~~ To conduct any lawful activity in furtherance of the foregoing purposes, subject to limitations on its actions imposed under section 501(c)(3) of the Code.

FOURTH: ~~4.~~ Pecuniary Gain. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

FIFTH: ~~5.~~ Non-Stock Basis. The Corporation is organized upon a nonstock basis.

SIXTH: ~~The Member shall be the entity and/or persons identified as such in the Corporation's Bylaws. As such, the Member or~~ 6. Members. The Corporation shall have ~~all~~ a single member, which shall be West Penn Allegheny Health System, Inc. (the "Member").

7. Management. Except for those powers reserved to the Member, [Provider Subsidiary Entity], and [UPE] in the Bylaws of the ~~rights~~ Corporation, the affairs and ~~privileges conferred upon nonprofit corporate Members~~ business of the Corporation shall be managed by or under the ~~laws of the Commonwealth of Pennsylvania, except as otherwise specified in~~ direction of the Board of Directors. The number, term of office, method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.

SEVENTH: ~~8.~~ Exempt Organizations. Notwithstanding any other provision herein, the Corporation ~~is organized and is to be operated exclusively for one or more of the purposes specified in section 501(c)(3) of the Code and shall neither have nor exercise any power, nor shall it~~ shall not engage directly or indirectly in any activity ~~that~~ which would ~~invalidate (i) its status~~ prevent it from qualifying, and continuing to qualify, as a corporation which is exempt from Federal income taxation under section 501(a) of the Code as an ~~organization~~ described in Section 501(c)(3) of the Code, ~~and (ii) its status~~ (hereinafter referred to in these Articles as an "exempt organization;"), or as a corporation contributions to which are deductible under ~~sections~~ Section 170(c)(2), ~~2055(a)(2) and 2522(a)(2)~~ of the Code.

EIGHTH: ~~No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director or officer of the Corporation or any private individual, firm,~~

corporation or association, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article THIRD hereof, and no trustee, director or officer of the Corporation, nor any individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

NINTH: ~~—————~~ In the event of dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, and subject to providing prior notice to the Attorney General, obtaining the approval of the Orphans' Court of the Commonwealth of Pennsylvania, and compliance with the laws of the Commonwealth of Pennsylvania, shall arrange for either the direct distribution of all of the assets of the Corporation for the purposes of the Corporation (as set forth in Article THIRD hereof) of the distribution to one or more organizations (i) which qualify for exemption under the provisions of section 501(a) of the Code as an organization described in section 509(a) of the Code and the Treasury Regulations promulgated thereunder, and (ii) contributions to which they are deductible under sections 170(e)(2), 2055(a)(2) and 2522(a)(2) of the Code.

TENTH: ~~—————~~ No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, ~~(except as may otherwise be permitted by provided in Section 501(h) of the Code. No part of the activities of),~~ and the Corporation shall ~~be participating~~not participate in; or ~~intervening~~intervene in; ~~(including the publishing or distribution of statements)~~ any political ~~campaigns~~campaign on behalf of or in opposition to any candidate for public office ~~(including the publishing or distributing of statements).~~.

ELEVENTH: ~~—————~~ The Member or Members may alter or amend 9. Earnings. Notwithstanding any other provisions of these Articles, ~~subject to obtaining any additional approvals required by the By-laws of the~~no part of the net earnings or assets of the Corporation, ~~and provided that any such alteration or amendment shall inure to the benefit of or be consistent with the Corporation's status as a corporation (i) exempt from Federal income taxation under section 501(a) of the Code~~distributable to its members, trustees, directors, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 3 hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

10. Foundation Status. If and so long as the Corporation is a private foundation (as that term is defined in Section 509 of the Code), then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at

such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

11. Dissolution. Upon dissolution or liquidation of the Corporation, after paying or making provision for the payment of all of the known liabilities of the Corporation, any remaining assets of the Corporation shall be transferred to the Member, or its successor, provided that the Member or such successor is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon the dissolution or liquidation of the Corporation, the Member, or its successor, is not in existence or no longer qualifies as an exempt organization under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [Provider Subsidiary Entity], or its successor, provided that [Provider Subsidiary Entity] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, both the Member and [Provider Subsidiary Entity], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [UPE], or its successor, provided that [UPE] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, each of the Member, [Provider Subsidiary Entity] and [UPE], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation may be distributed to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

12. Personal Liability of Directors.

(a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.

(b) Applicability. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any Article or provision of the Bylaws of the Corporation which has

the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

13. Indemnification.

- (a) Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 13, shall mean any director, officer or member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 13.
- (b) Right to Indemnification - Third Party Actions. Without limiting the generality of Section 13(a), any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- (c) Right to Indemnification - Derivative Actions. Without limiting the generality of Section 13(a), any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the

fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Section 13(c) in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.

- (d) Advance of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 13 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 13 or otherwise.
- (e) Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 13(a), Section 13(b) or Section 13(c) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) ~~contributions to which are deductible under sections 170(e)(2), 2055(a)(2) and 2522(a)(2) of the Code~~ if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

TWELFTH: ~~————~~ (f) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office shall continue as to a person

who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.

- (g) When Indemnification Not Made. Indemnification pursuant to this Article 13 shall not be made in any case where (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or (b) indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code.
- (h) Grounds for Indemnification. Indemnification pursuant to this Article 13, under any other provision of the Bylaws of the Corporation, agreement, vote of directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 13 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 13 shall be applicable to all actions, suits or proceedings within the scope of Section 13(a), Section 13(b) or Section 13(c) of these Articles, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- (i) Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 13.
- (j) Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 13 or otherwise.
- (k) Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.
- (l) Applicability to Predecessor Companies. For purposes of this Article 13, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or

merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 13 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded pursuant to Section 13(a).

14. Code. Reference in these Articles to ~~sections of the "Code" shall be deemed to include corresponding provisions of any future United States~~ a section of the Internal Revenue Law Code of 1986 shall be construed to refer to both the section and to the regulations promulgated thereunder, as they now exist or may hereafter be adopted or amended in this or in subsequent internal revenue laws.

~~**THIRTEENTH:**— These Amended and Restated Articles of Incorporation shall become effective on January 1, 2005.~~

Summary Report

September 18, 2012 4:34 PM

	Document	Location
Original	Amended and Restated Articles of Incorporation of Suburban Health Foundation	TAM1_GENERAL\281183\1
Revised	Amended and Restated Articles of Incorporation of Suburban Health Foundation	TAM1_GENERAL\281183\

1. Change Summary

	Number of Changes	Markup Format
Insertions	46	<u>Sample Text</u>
Deletions	50	Sample Text
Moved from	0	Sample Text
Moved to	0	<u>Sample Text</u>
Formatting	0	Sample Text
Total	96	

T

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (survivor or new entity if merger or consolidation):

West Penn Allegheny Health System, Inc.

Entity number, if known: 713904 Incorporation/qualification date in PA: March 18, 1848

State of Inc: Pennsylvania Federal EIN: 25-0969492 Specified effective date, if any: upon filing

Part II. Check proper box:

Amendment (complete Section A) Merger, Consolidation or Division (complete Section B,C or D)

Consolidation (complete Section C) Division (complete Section D)

Conversion (complete Section A & E) Correction (complete Section A)

Termination (complete Section H) Revival (complete Section G)

Dissolution before Commencement of Business (complete Section F)

Section A - Check box(es) which pertain to changes:

____ Name:

____ Registered Office: Number & street/RD number & box number City State Zip County

Purpose: See Exhibit A to Articles of Amendment

____ Stock (aggregate number of share authorized): _____ Effective date: _____

____ Term of Existence: _____ Other: _____

____ Section B - Merger: Complete Section A if any changes to surviving entity:

Merging Entities are: (attach sheet for additional merging entities)

Name:

Entity #, if known:

Effective date:

Inco./qual. date in PA.

State of Inco.

Name:

Entity #, if known:

Effective date:

Inco./qual. date in PA.

State of Inco.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name		
Address		
City	State	Zip Code

Document will be returned to the name and address you enter to the left.



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
West Penn Allegheny Health System, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
<u>4800 Friendship Avenue</u>	<u>Pittsburgh, PA</u>		<u>15224</u>	<u>Allegheny</u>

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated:
Act 182 of March 18, 1848

4. The date of its incorporation: March 18, 1848

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or §.5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____,

_____.

West Penn Allegheny Health System, Inc.
Name of Corporation

Signature

Title

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WEST PENN ALLEGHENY HEALTH SYSTEM, INC.

In compliance with the requirements of ~~15 Pa.C.S. § 5306~~, the ~~undersigned~~, ~~being~~ Pennsylvania Nonprofit Corporation Law of ~~full age and desiring to incorporate~~ 1988, West Penn Allegheny Health System, Inc., a Pennsylvania nonprofit corporation, ~~(the "Corporation")~~, hereby ~~certifies~~ amends and restates its Articles of Incorporation as follows: which Amended and Restated Articles supersede the original Articles of Incorporation and all amendments thereto:

FIRST: _____

1. Corporate Name. The name of the corporation is West Penn Allegheny Health System, Inc. ~~(the "Corporation")~~.

SECOND: _____ 2. Registered Office. The location and post office address of the ~~Corporation's~~ registered office of the Corporation in this Commonwealth is 4800 Friendship Avenue, Pittsburgh, ~~Pennsylvania, PA~~ 15224, ~~located in the county of Allegheny.~~

THIRD: _____ ~~The Corporation is incorporated under the Act of April 29, 1874.~~

FOURTH: _____ ~~The purposes of the Corporation are:~~

3. Organization and Purpose. The Corporation is organized under the Pennsylvania Nonprofit Corporation Law, (the "Nonprofit Corporation Law") for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in this connection is organized:

- (a) To provide, maintain, operate, and support, directly and through its controlled affiliates, the provision, maintenance, management, and operation of, on a not-for-profit basis, in-patient and out-patient hospital facilities and health care services for the benefit of persons who require medical care and services of the kind customarily furnished most effectively by hospitals, without regard to race, creed, color, sex, age, religion, national origin, sexual orientation, ability to pay, or any other criteria not related to medical indications for admission or treatment;
- (b) To carry on educational and scientific activities related to the care of the sick and injured;
- (c) To carry on scientific research related to the care of the sick and injured;
- (d) To carry on activities designed ~~and carried on~~ to promote the general health of the communities in which it operates;

- (e) To ~~support and manage a~~ operate as part of the nonprofit regional health care system, governed by [Ultimate Parent Entity] and support a health care provider network comprised of the Corporation and ~~its controlled affiliates, those corporations and other entities over which the Corporation exercises governance control (the "subsidiaries"),~~ each of which (i) operates, raises funds for, or conducts activities otherwise ancillary to the operation of, health care facilities in order to extend health care to sick, injured and disabled persons, without regard to age, sex, race, religion, national origin or sexual orientation, or (ii) carries on educational and/or scientific research activities related to the causes, diagnosis, treatment, prevention or control of physical or mental diseases and impairments of persons, and each of which is an organization ~~described in~~ exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and classified as ~~amended (the "Code") and are not~~ other than private foundations under Section 509(a)(1) or ~~(509(a)(2) and Section 170(b)(1)(A)(vior~~ 509(a)(3) of the Code;
- (f) To ~~maintain itself as a not-for-profit corporation organized exclusively for charitable, scientific and educational purposes, with activities conducted in~~ carry out such a manner that no part of its net earnings shall inure to the benefit of any member, Director, officer or other individual. Upon termination, dissolution or winding up, the assets remaining after payment of all liabilities shall be ~~distributed to another~~ acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes, provided, that none of such activities shall be undertaken which would cause the Corporation to lose its status as an organization described in Section 501(c)(3) of the Code ~~as selected by the Directors in their sole discretion, subject, however, to all applicable law; and~~
- g) ~~To exercise all such powers in furtherance of the forgoing purposes as are now or may be granted hereafter by Nonprofit Corporation Law of the Commonwealth of Pennsylvania, as amended from time to time, or any successor legislation, all in a manner that is described in~~ as an organization contributions to which are deductible under Section ~~501~~ 170(c)(32) of the Code; and

~~FIFTH:~~ (g) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.

4. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

~~SIXTH:~~ Non-Stock Basis. The Corporation is to be organized ~~upon~~ on a ~~nonstock~~ non-stock basis. ~~SEVENTH:~~ 6. _____

6. Members. The Corporation shall have ~~no members~~ a single member, which shall be [Provider Subsidiary] a Pennsylvania nonprofit corporation (the "Member").

~~**EIGHTH:** ———— 7. Management. Except for those powers reserved to the Member and the [Ultimate Parent Entity] in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors of the Corporation. The number, term of office, method of selection and manner of removal of the Board of Directors shall be as set forth in the Bylaws of the Corporation.~~

~~8. **Exempt Organization.** Notwithstanding any other provision herein, the Corporation is organized and is to be operated exclusively for one or more of the purposes specified in section 501(c)(3) of the Code and shall neither have nor exercise any power, nor shall it of these Articles, the Corporation shall not engage directly or indirectly in any activity that which would invalidate (i) its status prevent it from qualifying, and continuing to qualify, as a corporation which is exempt from Federal income taxation under section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and (ii) its status (hereinafter referred to in these Articles as an "exempt organization;"), or as a corporation contributions to which are deductible under sections Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.~~

~~**NINTH:** ———— No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director or officer of the Corporation) or any private individual, firm, corporation or association, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article FOURTH hereof, and no trustee, director or officer of the Corporation, nor any individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.~~

~~**TENTH:** ———— In the event of dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, and subject to providing prior notice to the Attorney General, obtaining the approval of the Orphans' Court of the Commonwealth of Pennsylvania, and compliance with the laws of the Commonwealth of Pennsylvania, shall arrange for either the direct distribution of all of the assets of the Corporation one or more controlled affiliates thereof (collectively and individually, the "Designated Entity"), provided that the Designated Entity is an organization that (i) qualifies for exemption under the provisions of section 501(a) of the Code as an organization described in section 501(c)(3) of the Code and is classified as a public charity pursuant to section 509(a) of the Code and the Treasury Regulations promulgated thereunder, and (ii) contributions to which then are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code. In the event no Designated Entity is so qualified, then the Corporation shall arrange for distribution of its assets for the purposes of the Corporation (as set forth in Article FOURTH hereof) or the distribution to one or more organizations (i) which qualify for exemption under the provisions of section 501(a) of the Code as an organization described in section 501(c)(3) of the Code and are classified as a public charity pursuant to section 509(a) of the code and the Treasury Regulations promulgated thereunder, and (ii) contributions to which then are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.~~

~~**ELEVENTH:** ———— the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation; (except as may otherwise be permitted by provided in Section 501(h) of the Code. No~~

~~part of the activities of), and the Corporation shall be participating~~not participate in; or ~~intervening~~intervene in; (including the publishing or distributing of statements) any political ~~campaigns~~campaign on behalf of or in opposition to any candidate for public office ~~(including the publishing or distributing of statements).~~

~~TWELFTH: — The Board of Directors may alter or amend~~ 9. Earnings.

~~Notwithstanding any other provision of these Articles, subject to obtaining any additional approvals required by the By-laws of the~~ no part of the net earnings or assets of the Corporation, ~~and provided that any such alteration or amendment shall inure to the benefit of or be consistent with the Corporation's status as a corporation (i) exempt from Federal income taxation under section 501(a) of~~ distributable to its members, directors, trustees, officers or any other private individual; provided, however, the ~~Code~~ Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent such payments do not prevent it from qualifying, and continuing to qualify, as an ~~exempt organization~~ and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 3 hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

10. Foundation Status. If and so long as the Corporation is a private foundation (as that term is defined in Section 509 of the Code), then notwithstanding any other provisions of these Articles or the Bylaws of the Corporation, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4949(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

11. Dissolution. Upon the dissolution or liquidation of the Corporation, after paying or making provision for payment of all of the known liabilities of the Corporation, any remaining assets of the Corporation shall be transferred to the Member, or its successor, provided that the Member or such successor is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon the dissolution or liquidation of the Corporation, the Member, or its successor, is not in existence or no longer qualifies as an exempt organization under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [Ultimate Parent Entity], or its successor, provided that [Ultimate Parent Entity] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, both the Member and [Ultimate Parent Entity], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation may be distributed to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and ~~(ii)~~

~~contributions to which are deductible under sections 170(e)(2), 2055(~~ in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a ~~(2) and 2522(~~ state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a ~~(2) of the Code.~~ court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

THIRTEENTH: ~~Reference in these Articles to sections~~ 12. Personal Liability of Directors.

- (a) Elimination of Liability. To the "~~Code~~" fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.
- (b) Applicability. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Section is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any bylaw or provision of the Articles of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

13. Indemnification.

- (a) Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 13, shall mean any director, officer or member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 13.

- (b) Right to Indemnification - Third Party Actions. Without limiting the generality of Section 13(a), any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- (c) Right to Indemnification - Derivative Actions. Without limiting the generality of Section 13(a), any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Section 13(c) in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- (d) Advance of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this

Article 13 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 13 or otherwise.

- (e) Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 13(a), Section 13(b) or Section 13(c) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding; or, (ii) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- (f) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.
- (g) When Indemnification Not Made. Indemnification pursuant to this Article 13 shall not be made in any case where (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or (b) indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code.
- (h) Grounds for Indemnification. Indemnification pursuant to this Article 13, under any other provision of the Bylaws of the Corporation, agreement, vote of directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 13 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 13 shall be applicable to all actions, suits or proceedings within the scope of Section 13(a), Section 13(b) or Section 13(c), whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

- (i) Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 13.
 - (j) Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 13 or otherwise.
 - (k) Status of Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.
 - (l) Applicability to Predecessor Companies. For purposes of this Article 13, references to the "Corporation" includes all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include ~~corresponding provisions of any future United States~~ members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 13 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded pursuant to Section 13(a).
14. Code. References in these Articles to a section of the Internal Revenue ~~Law~~ Code of 1986 shall be construed to refer both to the section and to the regulations promulgated thereunder, as they now exist or may hereafter be adopted or amended in this or in subsequent internal revenue laws.

Summary Report

September 19, 2012 8:46 AM

	Document	Location
Original	Amended and Restated Articles of Incorporation of West Penn Allegheny Health System, Inc.	TAM1_GENERAL\281218\1
Revised	West Penn Allegheny Amended and Restated Articles of Incorporation	TAM1_GENERAL\266613\

1. Change Summary

	Number of Changes	Markup Format
Insertions	64	<u>Sample Text</u>
Deletions	60	Sample Text
Moved from	0	Sample Text
Moved to	0	<u>Sample Text</u>
Formatting	0	Sample Text
Total	124	

U

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:	
<input type="checkbox"/> Revenue	<input type="checkbox"/> Labor & Industry
<input type="checkbox"/> Other _____	
File Code _____	Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (<i>survivor or new entity if merger or consolidation</i>): The Western Pennsylvania Hospital Foundation	
Entity number, if known: 809117	Incorporation/qualification date in PA: April 9, 1984
State of Inc: PA	Federal BIN: 25-1470766 Specified effective date, if any: upon filing

Part II. Check proper box:

<input checked="" type="checkbox"/> Amendment (complete Section A)	<input type="checkbox"/> Merger, Consolidation or Division (complete Section B, C or D)
<input type="checkbox"/> Consolidation (complete Section C)	<input type="checkbox"/> Division (complete Section D)
<input type="checkbox"/> Conversion (complete Section A & E)	<input type="checkbox"/> Correction (complete Section A)
<input type="checkbox"/> Termination (complete Section H)	<input type="checkbox"/> Revival (complete Section G)
<input type="checkbox"/> Dissolution before Commencement of Business (complete Section F)	

<input checked="" type="checkbox"/> Section A - Check box(es) which pertain to changes:	
___ Name: _____	
___ Registered Office: Number & street/RD number & box number City State Zip County	
<input checked="" type="checkbox"/> Purpose: See Exhibit A to Articles of Amendment	
___ Stock (aggregate number of share authorized): _____	___ Effective date: _____
___ Term of Existence: _____	___ Other: _____

___ Section B - Merger Complete Section A if any changes to surviving entity: Merging Entities are: (<i>attach sheet for additional merging entities</i>)		
Name:		Entity #, if known:
Effective date:	Inc./qual. date in PA.	State of Inc.
Name:		Entity #, if known:
Effective date:	Inc./qual. date in PA.	State of Inc.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name		
Address		
City	State	Zip Code

Document will be returned to the name and address you enter to the left.

←

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
The Western Pennsylvania Hospital Foundation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
4800 Friendship Avenue,	Pittsburgh,	PA	15224	Allegheny

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated: **Nonprofit Corporation Law of 1972**

4. The date of its incorporation: **April 9, 1984**

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____

The Western Pennsylvania Hospital Foundation
Name of Corporation

Signature

Title

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE WESTERN PENNSYLVANIA
HOSPITAL FOUNDATION**

~~In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to Articles the~~
Pennsylvania Nonprofit Corporation Law of Amendment), the undersigned 1988, The Western
Pennsylvania Hospital Foundation, a Pennsylvania nonprofit corporation, desiring to amend (the
"Corporation"), hereby amends and restates its Articles of Incorporation in their entirety,
~~hereby states that:~~ as follows, which Amended and Restated Articles supersede the original
Articles of Incorporation and all amendments thereto:

1. Corporate Name. The name of the Corporation is The Western Pennsylvania Hospital Foundation ~~(hereinafter the "Corporation").~~
- ~~2. The address of the Corporation's current registered office in this Commonwealth is 4800 Friendship Avenue, Pittsburgh, Pennsylvania 15224, located in the county of Allegheny.~~
- ~~3. The Corporation was incorporated under Pennsylvania Nonprofit Corporation Law of 1972.~~
- ~~4. The date of incorporation was April 9, 1984.~~
- ~~5. The amendment shall be effective upon filing these Articles of Amendment in the Department of State.~~
- ~~6. The amendment, restating the Articles of Incorporation, was adopted pursuant to 15 Pa.C.S. § 5914(b).~~
- ~~7. The amendment, restating the Articles of Incorporation, adopted by the corporation, set forth in full, is as follows:~~

~~**FIRST:** ————— The name of the corporation is The Western Pennsylvania Hospital Foundation (hereinafter, the "Corporation").~~

~~**SECOND:** ———— 2. Registered Office. The address of the Corporation's registered office in this Commonwealth is 4800 Friendship Avenue, Pittsburgh, Pennsylvania, 15224, ~~located in the county of Allegheny.~~~~

~~**THIRD:** ———— 3. Organization and Purpose. The Corporation is ~~formed and is to be operated exclusively~~ organized under the Pennsylvania Nonprofit Corporation Law of 1988 (the "Nonprofit Corporation Law"), for charitable, scientific and educational purposes in such a manner that the Corporation will be an organization described in,~~

within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") ~~by~~ and in this connection is organized:

- a) Soliciting, receiving, managing, investing and distributing funds which will solely(a) To operate as part of the nonprofit regional health care system governed by [UPE], a Pennsylvania nonprofit corporation ("UPE"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control, each of which (i) operates, raises funds for, or conducts activities otherwise ancillary to the operation of, health care facilities in order to extend health care to sick, injured and disabled persons, without regard to age, sex, race, religion, national origin or sexual orientation, or (ii) carries on educational and/or scientific research activities related to the causes, diagnosis, treatment, prevention or control of physical or mental diseases and impairments of persons, and each of which is an organization exempt from taxation under Section 501(c)(3) of the Code and classified as other than private foundations under Section 509(a)(1), 509(a)(2) or 509(a)(3) of the Code;
- (b) To solicit, receive, manage, invest and distribute funds which will promote and support by donation, loan or otherwise, the interests of The Western Pennsylvania Hospital (the "Hospital") and West Penn Allegheny Health System, Inc., ~~a corporation~~ (i) which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and (ii) contributions to which are ~~deductable~~ deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code;
- b) Providing(c) To provide funds to further the ~~erection~~ construction, establishment, organization, equipment, operation, management and maintenance of ~~those corporations described in (a);~~ the Hospital;
- c) Carrying on (d) To support or conduct training, research, educational and supportive activities related to rendering of care to the sick, injured and disabled, the furthering of knowledge in the medical arts and ~~the~~ promotion of health; and
- d) Carrying on (e) To conduct any lawful activity in furtherance of the foregoing purposes, subject to limitations on its actions imposed under Section 501(c)(3) of the Code.

FOURTH: ~~————~~ 4. Pecuniary Gain. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

FIFTH: 5. Non-Stock Basis. The Corporation is organized upon a nonstock basis.

SIXTH: ~~The Member or~~ 6. Members. The Corporation shall have a single member, which shall be ~~the entity and/or persons identified as such in the Corporation's Bylaws. As such,~~ West Penn Allegheny Health System, Inc. (the "Member").

7. ~~Management. Except for those powers reserved to the Member or Members shall have all of the rights, [Provider Subsidiary Entity] and [UPE] in the Bylaws of the Corporation, the affairs and privileges conferred upon nonprofit corporate Members business of the Corporation shall be managed by or under the laws of the Commonwealth of Pennsylvania, except as otherwise specified direction of the Board of Directors. The number, term of office, method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation, as well as additional rights and privileges as shall be specified in the Bylaws of the Corporation.~~

SEVENTH: ~~8. Exempt Organization. Notwithstanding any other provision herein, the Corporation is organized and is to be operated exclusively for one or more of the purposes specified in section 501(c)(3) of the Code and shall neither have nor exercise any power, nor shall it not engage directly or indirectly in any activity that which would invalidate (i) its status prevent it from qualifying, and continuing to qualify, as a corporation which is exempt from Federal income taxation under section 501(a) of the Code as an organization described in Section 501(c)(3)) of the Code, and (ii) its status (hereinafter referred to in these Articles as an "exempt organization;"), or as a corporation contributions to which are deductible under sections Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.~~

EIGHTH: ~~No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director or officer of the Corporation or any private individual, firm, corporation or association, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article THIRD hereof, and no trustee, director or officer of the Corporation, nor any individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.~~

NINTH: ~~In the event of dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, and subject to providing prior notice to the Attorney General, obtaining the approval of the Orphans' Court of the Commonwealth of Pennsylvania, and compliance with the laws of the Commonwealth of Pennsylvania, shall arrange for either the direct distribution of all of the assets of the Corporation for the purposes of the Corporation (as set forth in Article THIRD hereof) or the distribution to one or more organizations (i) which qualify for exemption under the provisions of section 501(a) of the Code as an organization described in section 509(a) of the Code and the Treasury Regulations promulgated thereunder, and (ii) contributions to which then are deductible under sections 170(e)(2), 2055(a)(2) and 2522(a)(2) of the Code.~~

TENTH: ~~No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except as may otherwise be permitted by provided in Section 501(h) of the Code. No part of the activities of), and the Corporation shall be participating not participate in, or intervening intervene in, (including the publishing or distribution of statements) any political campaigns campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements).~~

ELEVENTH: ~~The Member or Members may alter or amend~~ 9. Earnings. Notwithstanding any other provisions of these Articles, ~~subject to obtaining any additional approvals required by the By-laws of the~~ no part of the net earnings or assets of the Corporation, ~~and provided that any such alteration or amendment shall inure to the benefit of or be consistent with the Corporation's status as a corporation (i) exempt from Federal income taxation under section 501(a) of the Code~~ distributable to its members, trustees, directors, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 3 hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

10. Foundation Status. If and so long as the Corporation is a private foundation (as that term is defined in Section 509 of the Code), then notwithstanding any other provisions of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

11. Dissolution. Upon dissolution or liquidation of the Corporation, after paying or making provision for the payment of all of the known liabilities of the Corporation, any remaining assets of the Corporation shall be transferred to the Member, or its successor, provided that the Member or such successor is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon the dissolution or liquidation of the Corporation, the Member, or its successor, is not in existence or no longer qualifies as an exempt organization under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [Provider Subsidiary Entity], or its successor, provided that [Provider Subsidiary Entity] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, both the Member and [Provider Subsidiary Entity], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [UPE], or its successor, provided that [UPE] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, each of the Member, [Provider Subsidiary Entity] and [UPE], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation may be distributed to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b)

the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

12. Personal Liability of Directors.

- (a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.
- (b) Applicability. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

13. Indemnification.

- (a) Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 13, shall mean any director, officer or member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 13.
- (b) Right to Indemnification - Third Party Actions. Without limiting the generality of Section 13(a), any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether

civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(c) Right to Indemnification - Derivative Actions. Without limiting the generality of Section 13(a), any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Section 13(c) in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.

(d) Advance of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 13 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or

she is not entitled to be indemnified by the Corporation as authorized in this Article 13 or otherwise.

- (e) Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 13(a), Section 13(b) or Section 13(c) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) ~~contributions to which are deductible under sections 170(e)(2), 2055(a)(2) and 2522(a)(2) of the Code~~ if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

TWELFTH: (f) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.

- (g) When Indemnification Not Made. Indemnification pursuant to this Article 13 shall not be made in any case where (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or (b) indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code.

- (h) Grounds for Indemnification. Indemnification pursuant to this Article 13, under any other provision of the Bylaws of the Corporation, agreement, vote of directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 13 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 13 shall be applicable to all actions, suits or proceedings within the scope of Section 13(a), Section 13(b) or Section 13(c) of these Articles, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

- (i) Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a

representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 13.

- (j) Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 13 or otherwise.
- (k) Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.
- (l) Applicability to Predecessor Companies. For purposes of this Article 13, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 13 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded pursuant to Section 13(a).

14. ~~Code.~~ Reference in these Articles to ~~sections of the "Code" shall be deemed to include corresponding provisions of any future United States~~ a section of the Internal Revenue Law Code of 1986 shall be construed to refer to both the section and to the regulations promulgated thereunder, as they now exist or may hereafter be adopted or amended in this or in subsequent internal revenue laws.

8. ~~The Restated Articles of Incorporation supersede the original Articles and all amendments thereto.~~

Summary Report

September 19, 2012 8:51 AM

	Document	Location
Original	Amended and Restated Articles of Incorporation of the Western Pennsylvania Hospital Foundation	TAM1_GENERAL\281190\1
Revised	Amended and Restated Articles of Incorporation of the Western Pennsylvania Hospital Foundation	TAM1_GENERAL\281988\

1. Change Summary

	Number of Changes	Markup Format
Insertions	46	Sample Text
Deletions	50	Sample Text
Moved from	0	Sample Text
Moved to	0	Sample Text
Formatting	0	Sample Text
Total	96	

V

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (survivor or new entity if merger or consolidation):

Canonsburg General Hospital Ambulance Service

Entity number, if known: **2803781**

Incorporation/qualification date in PA: **March 5, 1998**

State of Inc: **PA**

Federal EID: **23-2939715**

Specified effective date, if any: **upon filing**

Part II. Check proper box:

Amendment (complete Section A) Merger, Consolidation or Division (complete Section B,C or D)

Consolidation (complete Section C) Division (complete Section D)

Conversion (complete Section A & B) Correction (complete Section A)

Termination (complete Section H) Revival (complete Section G)

Dissolution before Commencement of Business (complete Section F)

Section A - Check box(es) which pertain to changes:

____ Name:

____ Registered Office: Number & street/RD number & box number City State Zip County

Purpose: **See Exhibit A to Articles of Amendment**

____ Stock (aggregate number of share authorized): _____ Effective date: _____

____ Term of Existence: _____ Other: _____

Section B - Merger Complete Section A if any changes to surviving entity:

Merging Entities are: (attach sheet for additional merging entities)

Name:

Entity #, if known:

Effective date:

Inc./qual. date in PA.

State of Inc.

Name:

Entity #, if known:

Effective date:

Inc./qual. date in PA.

State of Inc.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name		
Address		
City	State	Zip Code

Document will be returned to the name and address you enter to the left.



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Canonsburg General Hospital Ambulance Service

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County
320 E. North Avenue, 16th Floor, Pittsburgh, PA 15212 Allegheny

(b) Name of Commercial Registered Office Provider County
c/o

3. The statute by or under which it was incorporated: **Nonprofit Corporation of Law of 1988**

4. The date of its incorporation: **March 5, 1998**

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____

**Canonsburg General Hospital
Ambulance Service**

Name of Corporation

Signature

Title

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
~~AUMC~~ CANONSBURG GENERAL HOSPITAL
AMBULANCE SERVICE, INC.**

In compliance with the requirements of ~~15 Pa.C.S. § 5915 (relating to Articles of Amendment)~~, the undersigned nonprofit corporation, desiring to amend and restate its Articles of Incorporation in their entirety, hereby states that:

~~1. The name of the Corporation is AUMC~~ the Pennsylvania Nonprofit Corporation Law of 1988, Canonsburg General Hospital Ambulance Service, Inc. (hereinafter the a Pennsylvania nonprofit corporation (the "Corporation")

~~2. The address of the Corporation's current registered office in this Commonwealth is 120 Fifth Avenue, Suite 2900, Pittsburgh, Pennsylvania 15222, located in the county of Allegheny.~~

~~3. The Corporation was incorporated under the Pennsylvania Nonprofit Corporation Law of 1988~~), hereby amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles supersede the original :

~~4. The date of incorporation was March 5, 1988.~~

~~5. The amendment shall be effective upon filing these Articles of Amendment in the Department of State.~~

~~6. The amendment, restating the Articles of Incorporation, was adopted by the sole member pursuant 15 Pa.C.S. § 5914(a), and all amendments thereto:~~

~~7. The amendment, restating the Articles of Incorporation, adopted by the corporation, set forth in full, is as follows:~~

FIRST: ~~1. Corporate Name. The name of the Corporation is AUMC Canonsburg~~ 1. Corporate Name. The name of the Corporation is AUMC Canonsburg ~~General Hospital Ambulance Service, Inc. (hereinafter, the "Corporation").~~

SECOND: ~~The 2. Registered Office. The location and post office address of the Corporation's registered office in this Commonwealth is 120 Fifth 320 E. North Avenue, Suite 2900 16th Floor, Pittsburgh, Pennsylvania 15222, located in the county of Allegheny. 15212.~~

THIRD: ~~The 3. Organization and Purpose. The Corporation is organized under the Pennsylvania Nonprofit Corporation Law (the "Nonprofit Corporation is formed and is to be operated exclusively Law"), for charitable, scientific and educational purposes in such a manner that the Corporation will be an organization described in~~ 3. Organization and Purpose. The Corporation is organized under the Pennsylvania Nonprofit Corporation Law (the "Nonprofit Corporation Law"), for charitable, scientific and educational purposes within the meaning of

Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") ~~for the following purposes:~~ and in this connection is organized:

1. ~~To establish~~(a) To operate as part of the nonprofit regional health care system governed by [Ultimate Parent], a Pennsylvania nonprofit corporation ("Ultimate Parent"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control, each of which (i) operates, raises funds for, or conducts activities otherwise ancillary to the operation of, health care facilities in order to extend health care to sick, injured and disabled persons, without regard to age, sex, race, religion, national origin or sexual orientation, or (ii) carries on educational and/or scientific research activities related to the causes, diagnosis, treatment, prevention or control of physical or mental diseases and impairments of persons, and each of which is an organization exempt from taxation under Section 501(c)(3) of the Code and classified as other than private foundations under Section 509(a)(1), 509(a)(2) or 509(a)(3) of the Code;

(b) To provide, maintain, operate and support the provision, maintenance and operation of, on a not-for-profit basis, facilities and health care services throughout Western Pennsylvania, to all persons who are acutely ill or otherwise require medical care and services, including but not limited to community based health care transport services and agencies or facilities providing for persons in their home, without regard to race, creed, color, sex, age, religion, national origin, sexual orientation, ability to pay, or any other criteria not related to medical indications or treatment, all in a manner that is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); andCode;
2. ~~To carry on educational and scientific activities related to the care of the sick and injured.~~
3. ~~To carry on scientific research related to the care of the sick and injured.~~
4. ~~To carry on activities designed and carried on to promote the general health of the Western Pennsylvania community.~~
5. ~~To maintain itself as a not-for-profit corporation organized exclusively for charitable, scientific and educational purposes, with activities conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, Director, officer or other individual. Upon termination, dissolution or winding up, the assets remaining after payment of all liabilities shall be distributed to another organization described in Section 501(c)(3) of the Code as selected by the Directors in their sole discretion, subject, however, to prior notice to the Attorney General of the Commonwealth of Pennsylvania (the "Attorney General"), approval by the Orphans' Court of the Commonwealth of Pennsylvania (the "Orphan's Court"), and all applicable law.~~

~~6.(c)~~ To exercise such powers in furtherance of the foregoing purposes as are now or may be granted hereafter by the Nonprofit Corporation Law ~~of the Commonwealth of Pennsylvania~~, as amended from time to time, or any successor legislation ~~(the "PNCL")~~;

~~FOURTH: (d) To carry out~~ The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

~~FIFTH: The Corporation is organized upon a nonstock basis.~~

~~SIXTH: The Member or Members shall be the entity and/or persons identified as such in the Corporation's Bylaws. As other acts and to undertake such, the Member or Members shall have all of the rights and privileges conferred upon nonprofit corporate Members under the laws of the Commonwealth of Pennsylvania, except as otherwise specified in the Bylaws of the Corporation, as well as additional rights and privileges as shall be specified in the Bylaws of the Corporation.~~

~~SEVENTH: Notwithstanding any other provision herein, the Corporation is organized and is to be operated exclusively for one or more of the purposes specified in section 501(c)(3) of the Code and shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate (i) its status as a corporation which is exempt from Federal income taxation under section 501(a) of the Code as other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes, provided, that none of such activities shall be undertaken which would cause the Corporation to lose its status as an organization described in Section 501(c)(3) of the Code, and (ii) its status or as an organization, contributions to which are deductible under sections Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code; and~~

~~(e) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.~~

~~4. EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director or officer of the Corporation or any private individual, firm, corporation or association, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article THIRD hereof, and no trustee, director or officer of the Corporation, nor any individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.~~

~~NINTH: In the event of dissolution of the Corporation, its Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.~~

~~Board of Directors, after making provision for the payment of all of the liabilities of 5. Non-Stock Basis. The Corporation, and subject to providing prior notice to the Attorney General, obtaining the approval of the Orphans' Court of the Commonwealth of Pennsylvania, and compliance with the laws of the Commonwealth of Pennsylvania, shall~~

~~arrange for either the direct distribution of all of the assets of~~ is organized upon a nonstock basis.

6. Members. The Corporation ~~for the purposes~~ shall have a single member which shall be Canonsburg General Hospital (the "Member").

7. Management. Except for those powers reserved to the Member, West Penn Allegheny Health System, Inc., [Provider Subsidiary Entity] and [Ultimate Parent] in the Bylaws of the Corporation ~~(as set forth in Article THIRD hereof)~~, the affairs and business of the Corporation shall be managed by or the distribution to one or more organizations (i) which qualify for exemption under the provisions of section 501(a) of the Code as an organization ~~direction of the Board of Directors.~~ The number, term of office, method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.

8. Exempt Organizations. Notwithstanding any other provision herein, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code ~~and classified~~ (hereinafter referred to in these Articles as an "exempt organization"), or as a ~~public charity pursuant to section 509(a) of the Code and the Treasury Regulations promulgated thereunder, and (ii)~~ corporation contributions to which ~~then~~ are deductible under ~~sections~~ Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

~~TENTH: ———~~ No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, ~~(except as may otherwise be permitted by provided in Section 501(h) of the Code. No part of the activities of)~~, and the Corporation shall ~~be participating~~ not participate in; or ~~intervening~~ intervene in; (including the publishing or distribution of statements) any political ~~campaigns~~ campaign on behalf of or in opposition to any candidate for public office ~~(including the publishing or distributing of statements).~~

~~ELEVENTH: ———~~ ~~The Member or Members may alter or amend~~ 9. Earnings. Notwithstanding any other provisions of these Articles, ~~subject to obtaining any additional approvals~~ no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 3 hereof as may from time to time be either required or permitted by ~~the By-laws~~ Section 501(c)(3) of the Code.

10. Foundation Status. If and so long as the Corporation, ~~and~~ is a private foundation (as that term is defined in Section 509 of the Code), then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in

such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

11. Dissolution. Upon dissolution or liquidation of the Corporation, after paying or making provision for the payment of all of the known liabilities of the Corporation, any remaining assets of the Corporation shall be transferred to the Member, or its successor, provided that ~~any such alteration or amendment shall be consistent with the Corporation's status as a corporation (i)~~the Member or such successor is then in existence and then exempt from federal income ~~taxation under section 501~~taxes under Section 501(c)(3) of the Code. If upon the dissolution or liquidation of the Corporation, the Member, or its successor, is not in existence or no longer qualifies as an exempt organization under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to West Penn Allegheny Health System, Inc. ("WPAHS"), or its successor, provided that WPAHS or such successor is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon the dissolution or liquidation of the Corporation, WPAHS, or its successor is not then in existence or no longer qualifies as an exempt organization under Section 501(c)(3) of the Code, any remaining assets of the corporation shall be distributed to [Provider Subsidiary Entity], or its successor, provided that [Provider Subsidiary Entity] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, both the Member and [Provider Subsidiary Entity], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [Ultimate Parent], or its successor, provided that [Ultimate Parent] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, each of the Member, [Provider Subsidiary Entity] and [Ultimate Parent], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation may be distributed to (a) ~~of the Code, as an organization~~ such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

12. Personal Liability of Directors.

- (a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.
- (b) Applicability. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

13. Indemnification.

- (a) Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 13, shall mean any director, officer or member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 13.
- (b) Right to Indemnification - Third Party Actions. Without limiting the generality of Section 13(a), any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of

any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- (c) Right to Indemnification - Derivative Actions. Without limiting the generality of Section 13(a), any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Section 13(c) in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- (d) Advance of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 13 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 13 or otherwise.
- (e) Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 13(a), Section 13(b) or Section 13(c) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) ~~contributions to which are deductible under sections 170(e)(2),~~

~~2055(a)(2) and 2522(a)(2) of the Code~~ if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

- ~~TWELFTH:~~ (f) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.
- (g) When Indemnification Not Made. Indemnification pursuant to this Article 13 shall not be made in any case where (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or (b) indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code.
- (h) Grounds for Indemnification. Indemnification pursuant to this Article 13, under any other provision of the Bylaws of the Corporation, agreement, vote of directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 13 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 13 shall be applicable to all actions, suits or proceedings within the scope of Section 13(a), Section 13(b) or Section 13(c) of these Articles, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- (i) Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 13.
- (j) Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 13 or otherwise.

(k) Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.

(l) Applicability to Predecessor Companies. For purposes of this Article 13, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 13 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded pursuant to Section 13(a).

14. Code. Reference in these Articles to ~~sections of the "Code" shall be deemed to include corresponding provisions of any future United States~~ a section of the Internal Revenue Law. Code of 1986 shall be construed to refer to both the section and to the regulations promulgated thereunder, as they now exist or may hereafter be adopted or amended in this or in subsequent internal revenue laws.

~~8. The restated Articles of Incorporation supersede the original Articles and all amendments thereto.~~

~~IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof as of this 9th day of August, 2000.~~

~~AUMC-CANONSBURG-AMBULANCE
SERVICE, INC.~~

By: _____
Name: _____
Title: _____

Summary Report

September 18, 2012 4:15 PM

	Document	Location
Original	Amended and Restated Articles of Incorporation of AUMC Canonsburg Ambulance Service, Inc.	TAM1_GENERAL\281214\1
Revised	Amended and Restated Articles of Incorporation of AUMC Canonsburg Ambulance Service, Inc.	TAM1_GENERAL\281214\

1. Change Summary

	Number of Changes	Markup Format
Insertions	44	<u>Sample Text</u>
Deletions	54	Sample Text
Moved from	2	Sample Text
Moved to	2	<u>Sample Text</u>
Formatting	0	Sample Text
Total	102	

W

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (survivor or new entity if merger or consolidation):

West Penn Allegheny Oncology Network

Entity number, if known: **3130977** Incorporation/qualification date in PA: **March 19, 2003**

State of Inc: **PA** Federal EIN: **11-3683376** Specified effective date, if any: **upon filing**

Part II. Check proper box:

Amendment (complete Section A) Merger, Consolidation or Division (complete Section B, C or D)

Consolidation (complete Section C) Division (complete Section D)

Conversion (complete Section A & B) Correction (complete Section A)

Termination (complete Section H) Revival (complete Section G)

Dissolution before Commencement of Business (complete Section F)

Section A - Check box(es) which pertain to changes:

____ Name:

____ Registered Office: Number & street/RD number & box number City State Zip County

Purpose: **See Exhibit A to Articles of Amendment**

____ Stock (aggregate number of share authorized): _____ Effective date: _____

____ Term of Existence: _____ Other: _____

Section B - Merger Complete Section A if any changes to surviving entity:

Merging Entities are: (attach sheet for additional merging entities)

Name:

Entity #, if known:

Effective date:

Inc./qual. date in PA.

State of Inc.

Name:

Entity #, if known:

Effective date:

Inc./qual. date in PA.

State of Inc.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name		
Address		
City	State	Zip Code

Document will be returned to the name and address you enter to the left.



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
West Penn Allegheny Oncology Network

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
4800 Friendship Avenue,	Pittsburgh,	PA	15224	Allegheny

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated: **Nonprofit Corporation of Law of 1988**

4. The date of its incorporation: **March 19, 2003**

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(o) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____,

_____.

West Penn Allegheny Oncology Network

Name of Corporation

Signature

Title

EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WEST PENN ALLEGHENY ONCOLOGY NETWORK

In compliance with the requirements of ~~15 Pa.C.S. § 5306, the undersigned, being of full age and desiring to incorporate~~ the Pennsylvania Nonprofit Corporation Law of 1988, West Penn Allegheny Oncology Network, a Pennsylvania nonprofit corporation, (the "Corporation"), hereby ~~certifies~~ amends and restates its Articles of Incorporation as follows: ~~which Amended and Restated Articles supersede the original Articles of Incorporation and all amendments thereto:~~

FIRST: ~~_____~~ 1. Corporate Name. The name of the Corporation is West Penn Allegheny Oncology Network ~~(hereinafter the "Corporation").~~

SECOND: ~~_____~~ 2. Registered Office. The location and post office address of the Corporation's ~~initial~~ registered office in this Commonwealth is ~~e/o Jerry J. Fedele, 4800 Friendship Avenue, PittsburgPittsburgh, PA 15224, located in the county of Allegheny.~~

THIRD: ~~_____~~ 3. Organization and Purpose. The Corporation is ~~incorporated~~ organized under the Pennsylvania Nonprofit Corporation Law of 1988:

FOURTH: ~~_____~~ ~~The~~ (the "Nonprofit Corporation ~~is formed and is to be operated exclusively~~ Law"), ~~for the following~~ charitable, scientific and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"): ~~supporting, benefitting~~, and ~~carrying out the functions in this connection is organized:~~

- (a) To operate as part of ~~the nonprofit~~ regional health care system, governed by [UPE], a Pennsylvania nonprofit corporation ("UPE"), and support a health care provider network comprised of the Member and those corporations, ~~each of which (x) has a sole corporate member that maintains and other entities over which the Member exercises governance control and oversight of the Corporation, (y) has either~~ ~~(, each of which (i) operates, raises funds for, or conducts activities otherwise ancillary to the operation of, health care facilities in Western Pennsylvania order to extend health care to sick, injured and disabled persons, without regard to age, sex, race, religion, national origin or sexual orientation, or (ii) carries on educational and/or scientific research activities related to the causes, diagnosis, treatment, prevention or control of physical or mental diseases and impairments of persons, and (z) each of which is described in sections an organization exempt from taxation under Section 501(c)(3) of the Code and either classified as other than private foundations under Section 509(a)(1), 509(a)(2) or 509(a)(2) of the Code (all health care facilities operated by such corporations are referred to herein as 3) of the "Constituent Hospitals," and such corporations are referred to herein as the "Constituent Corporations") by:~~ Code:

- a) ~~maintaining~~(b) To maintain and ~~operating~~operate programs ~~rendering~~that render diagnostic ~~and~~, clinical and other health care ~~services~~ and health related services in support of clinical programs, education and research in the Western Pennsylvania community;
- b) ~~providing~~(c) To provide health care for sick, injured, disabled, indigent or infirm persons in the Western Pennsylvania community;
- e) ~~supporting~~(d) To support or ~~carrying on~~carry out research and educational activities of ~~the Constituent~~ hospitals and ~~Constituent Corporations~~, other health care facilities operated by the Member or subsidiaries of the Member related to the rendering of care to the sick, injured and disabled, the furthering of knowledge in the medical arts and in promotion of health;
- d) ~~assisting~~(e) To assist the ~~Constituent~~ hospitals and ~~Constituent Corporations~~ other health care facilities operated by the Member or subsidiaries of the Member in their residency training programs in various medical specialties and related teaching programs; ~~and~~
- e) ~~exercising~~(f) To exercise such powers in furtherance of the foregoing purposes ~~as are now or may be granted hereafter by the Nonprofit Corporation Law of the Commonwealth of Pennsylvania~~, as amended from time to time, or any successor legislation;:

FIFTH: ~~(g) To carry out~~The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

SIXTH: ~~The Corporation is organized upon a nonstock basis.~~

SEVENTH: ~~The Western Pennsylvania Hospital shall be the Member of the Corporation. As such, the Western Pennsylvania Hospital shall have all of the rights and privileges conferred upon nonprofit corporate members under the laws of the Commonwealth of Pennsylvania, except as otherwise specified in the Bylaws of the Corporation, as well as other acts and to undertake such additional rights and privileges~~other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes, provided, that none of such activities shall be specified in the Bylaws of~~undertaken which would cause~~ the Corporation-

EIGHTH: ~~The name and address of the incorporator is:~~

Jerry J. Fedele
4800 Friendship Avenue
Pittsburgh, PA 15224

NINTH: ~~Notwithstanding any other provision herein, the Corporation is organized and is to be operated exclusively for one or more of the purposes specified in section 501(c)(3) of the Code and shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would~~

~~invalidate (i) lose its status as a corporation which is exempt from Federal income taxation under section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and (ii) its status as a public charity under section 509(a)(3) of the Code, or (iii) its status as an organization; contributions to which are deductible under sections~~Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code; and

(h) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.

4. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Non-Stock Basis. The Corporation is organized upon a nonstock basis.~~TENTH:— No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director or officer of the Corporation or any private individual, firm, corporation or association; except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article FOURTH hereof; and no trustee, director or officer of the Corporation, nor any individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.~~

~~ELEVENTH:— In the event of dissolution of the Corporation, its~~

6. Members. The Corporation shall have a single member, which shall be West Penn Allegheny Health System, Inc. (the "Member").

7. Management. Except for those powers reserved to the Member, [Provider Subsidiary Entity] and [UPE] in the Bylaws of the Corporation, the affairs and business of the Corporation shall be managed by or under the direction of the Board of Directors, after making provision for. The number, term of office, method of selection and manner of removal of the Board of Directors shall be set forth in the ~~payment of all of the liabilities~~Bylaws of the Corporation, ~~and subject to providing prior notice to the Attorney General, obtaining the approval of the Court of Common Pleas, Orphans' Court Division of the Commonwealth of Pennsylvania, shall arrange for either the direct distribution of all of the assets of.~~

8. Exempt Organization. Notwithstanding any other provision herein, the Corporation to the Western Pennsylvania Hospital or one or more organizations (i) which qualify for exemption under the provisions of section 501(a) of the Code as an organization shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify as a corporation described in Section 501(c)(3) of the Code and classified as a public charity pursuant to section 509(a) of the Code and the Treasury Regulations promulgated thereunder, and (ii) (hereinafter referred to in these Articles as an "exempt organization"), or as a corporation contributions to which then are deductible under sectionsSection 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

TWELFTH: ~~—No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except as may otherwise be permitted by provided in Section 501(h) of the Code. No part of the activities of), and the Corporation shall be participating not participate in, or intervening intervene in, (including the publishing or distribution of statements) any political campaigns campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements).~~

THIRTEENTH: ~~—The Member may alter or amend these Articles provided that any such alteration or amendment shall be consistent with the Corporation's status as (i) a corporation which is exempt from Federal income taxation under section 501(a) of the Code, as an organization described in section 501(c)(3) if the Code, (ii) a public charity under section 509(a)(3) of the Code, and (iii) a corporation, contributions to which are deductible under sections 170(e)(2), 2055(a)(2) and 2522(a)(2) of the Code.~~

FOURTEENTH: ~~—9. Earnings. Notwithstanding any other provisions of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 3 hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.~~

10. Foundation Status. If and so long as the Corporation is a private foundation (as that term is defined in Section 509 of the Code), then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

11. Dissolution. Upon dissolution or liquidation of the Corporation, after paying or making provision for the payment of all of the known liabilities of the Corporation, any remaining assets of the Corporation shall be transferred to the Member, or its successor, provided that the Member or such successor is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon the dissolution or liquidation of the Corporation, the Member, or its successor, is not in existence or no longer qualifies as an exempt organization under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [Provider Subsidiary Entity], or its successor, provided that [Provider Subsidiary Entity] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, both the Member and [Provider Subsidiary Entity], or

their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [UPE], or its successor, provided that [UPE] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, each of the Member, [Provider Subsidiary Entity] and [UPE], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation may be distributed to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

12. Personal Liability of Directors.

- (a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.
- (b) Applicability. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

13. Indemnification.

- (a) Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in

connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 13, shall mean any director, officer or member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 13.

(b) Right to Indemnification - Third Party Actions. Without limiting the generality of Section 13(a), any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(c) Right to Indemnification - Derivative Actions. Without limiting the generality of Section 13(a), any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Section 13(c) in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly

and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.

- (d) Advance of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 13 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 13 or otherwise.
- (e) Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 13(a), Section 13(b) or Section 13(c) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- (f) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.
- (g) When Indemnification Not Made. Indemnification pursuant to this Article 13 shall not be made in any case where (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or (b) indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code.
- (h) Grounds for Indemnification. Indemnification pursuant to this Article 13, under any other provision of the Bylaws of the Corporation, agreement, vote of directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in

this Article 13 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 13 shall be applicable to all actions, suits or proceedings within the scope of Section 13(a), Section 13(b) or Section 13(c) of these Articles, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

- (i) Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 13.
- (j) Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 13 or otherwise.
- (k) Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.
- (l) Applicability to Predecessor Companies. For purposes of this Article 13, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 13 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded pursuant to Section 13(a).

14. Code. Reference in these Articles to ~~sections of the "Code" shall be deemed to include corresponding provisions of any future United States~~ a section of the Internal Revenue

Law: Code of 1986 shall be construed to refer to both the section and to the regulations promulgated thereunder, as they now exist or may hereafter be adopted or amended in this or in subsequent internal revenue laws.

~~_____ IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this _____ day of _____, 2003.~~

~~_____

_____ Jerry J. Fedele
_____ 4800 Friendship Avenue
_____ Pittsburgh, PA 15224~~

Summary Report

September 18, 2012 4:12 PM

	Document	Location
Original	Articles of Incorporation of West Penn Allegheny Oncology Network	TAM1_GENERAL\281783\1
Revised	Articles of Incorporation of West Penn Allegheny Oncology Network	TAM1_GENERAL\281783\ 1. Change Summary

	Number of Changes	Markup Format
Insertions	60	<u>Sample Text</u>
Deletions	73	Sample Text
Moved from	2	Sample Text
Moved to	2	<u>Sample Text</u>
Formatting	0	Sample Text
Total	137	

X

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (survivor or new entity if merger or consolidation):

Alle-Kiski Medical Center

Entity number, if known: 2972583

Incorporation/qualification date in PA: November 13, 2000

State of Inc: Pennsylvania

Federal EIN: 25-1875178

Specified effective date, if any: upon filing

Part II. Check proper box:

Amendment (complete Section A) Merger, Consolidation or Division (complete Section B, C or D)

Consolidation (complete Section C) Division (complete Section D)

Conversion (complete Section A & B) Correction (complete Section A)

Termination (complete Section H) Revival (complete Section G)

Dissolution before Commencement of Business (complete Section F)

Section A - Check box(es) which pertain to changes:

Name:

Registered Office: Number & street/RD number & box number City State Zip County

Purpose: See Exhibit A to Articles of Amendment

Stock (aggregate number of share authorized): _____ Effective date: _____

Term of Existence: _____ Other: _____

Section B - Merger: Complete Section A if any changes to surviving entity:

Merging Entities are: (attach sheet for additional merging entities)

Name:

Entity #, if known:

Effective date:

Ino./qual. date in PA.

State of Ino.

Name:

Entity #, if known:

Effective date:

Ino./qual. date in PA.

State of Ino.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name _____		
Address _____		
City _____	State _____	Zip Code _____

Document will be returned to the
name and address you enter to
the left.



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned,
desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Alle-Kiski Medical Center

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its
commercial registered office provider and the county of venue is (the Department is hereby authorized to
correct the following information to conform to the records of the Department):
(a) Number and Street City State Zip County
1301 Carlisle St., Natrona Heights, PA 15065 Allegheny

(b) Name of Commercial Registered Office Provider County
c/o _____

3. The statute by or under which it was incorporated:
Nonprofit Corporation Law of 1988

4. The date of its incorporation:
November 13, 2000

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(a) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____

Aile-Kiski Medical Center

Name of Corporation

Signature

Title

EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALLE-KISKI MEDICAL CENTER

In compliance with the requirements of ~~15 Pa.C.S. § 5306 (relating to articles of incorporation)~~, the ~~undersigned, desiring to incorporate~~ Pennsylvania Nonprofit Corporation Law of 1988, Alle-Kiski Medical Center, a Pennsylvania nonprofit corporation, (the "Corporation"), hereby ~~states that~~ amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles supersede the original Articles of Incorporation and all amendments thereto:

FIRST: _____

1. Corporate Name. The name of the Corporation is Alle-Kiski Medical Center ~~(hereinafter, the "Corporation")~~.

SECOND: _____ The

2. Registered Office. The location and post office address of the Corporation's registered office in this Commonwealth is 1301 Carlisle Street, Natrona Heights, Pennsylvania; ~~located in the county of Allegheny.~~

THIRD: _____

3. Organization and Purpose. The Corporation is ~~formed~~ organized under the Pennsylvania Nonprofit Corporation Law of 1988 ~~and is to be operated exclusively (the "Nonprofit Corporation Law")~~, for charitable, scientific and educational purposes ~~in such a manner that the Corporation will be an organization described in~~ within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") ~~by:~~

a) ~~Providing, maintaining, operating,~~ and supporting in this connection is organized:

- (a) To operate as part of the nonprofit regional health care system governed by [UPE], a Pennsylvania nonprofit corporation ("UPE"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control, each of which (i) operates, raises funds for, or conducts activities otherwise ancillary to the operation of, health care facilities in order to extend health care to sick, injured and disabled persons, without regard to age, sex, race, religion, national origin or sexual orientation, or (ii) carries on educational and/or scientific research activities related to the causes, diagnosis, treatment, prevention or control of physical or mental diseases and impairments of persons, and each of which is an organization exempt from taxation under Section 501(c)(3) of the Code and classified as other than private foundations under Section 509(a)(1), 509(a)(2) or 509(a)(3) of the Code;
- (b) To provide, maintain, operate, and support the provision, maintenance and operation of, on a not-for-profit basis, in-patient and out-patient hospital facilities and health care services throughout Western Pennsylvania, to all persons who are acutely ill or otherwise require medical care and services of the kind customarily

furnished most effectively by hospitals without regard to race, creed, color, sex, age, religion, national origin, sexual orientation, ability to pay, or any other criteria not related to medical indications for admission or treatment, all in a manner that is described in Section 501(c)(3) of the Code;

- ~~b) Providing funds to further the erection, establishment, organization, equipment, operation, management and maintenance of those corporations described in (a);~~
- ~~e) Carrying on training, research;~~ (c) To maintain and operate programs that render diagnostic, clinical and other health care and health related services in support of clinical programs, education and research in the Western Pennsylvania community;:
- (d) To provide health care for sick, injured, disabled, indigent or infirm persons in the Western Pennsylvania community;
- (e) To support or carry out research and educational activities related to of other hospitals and health care facilities operated by the Member or subsidiaries of the Member related to the rendering of care to the sick, injured and disabled, the furthering of knowledge in the medical arts and the in promotion of health; and
- ~~d) Carrying on any lawful activity~~ (f) To assist the hospitals and other health care facilities operated by the Member or subsidiaries of the Member in their residency training programs in various medical specialties and related teaching programs;
- (g) To exercise such powers in furtherance of the foregoing purposes, subject to limitations on its actions imposed under section 501(c)(3) of the Code.

~~FOURTH: The names and addresses of the initial directors of the Corporation as are as follows:~~ now or may be granted hereafter by the Nonprofit Corporation Law, as amended from time to time, or any successor legislation;

~~Charles M. O'Brien, Jr.
4800 Friendship Avenue
Pittsburgh, PA 15224~~

~~Joseph Calig
1301 Carlisle Street
Natrona Heights, PA 15065~~

~~Jerry J. Fedele
320 E. North Avenue
Pittsburgh, PA 15224~~

~~David A. Samuel
320 E. North Avenue
Pittsburgh, PA 15212~~

~~**FIFTH:** (h) To carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes, provided, that none of such activities shall be undertaken which would cause the Corporation to lose its status as The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.~~

~~**SIXTH:** The Corporation is organized upon a nonstock basis.~~

~~**SEVENTH:** The Member or Members shall be the entity and/or persons identified as such in the Corporation's Bylaws. As such, the Member or Members shall have all of the rights and privileges conferred upon nonprofit corporate Members under the laws of the Commonwealth of Pennsylvania, except as otherwise specified in the Bylaws of the Corporation, as well as additional rights and privileges as shall be specified in the Bylaws of the Corporation.~~

~~**EIGHTH:** Notwithstanding any other provision herein, the Corporation is organized and is to be operated exclusively for one or more of the purposes specified in section 501(c)(3) of the Code and shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate (i) its status as a corporation which is exempt from Federal income taxation under section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and (ii) its status or as an organization, contributions to which are deductible under sections Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code; and~~

~~**NINTH:** No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director or officer of the Corporation or any private individual, firm, corporation or association, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article THIRD hereof, and no trustee, director or officer of the Corporation, nor any individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.~~

~~**TENTH:** In the event of dissolution of the Corporation, its~~

~~(i) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.~~

~~4. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.~~

~~Board of Directors, after making provision for the payment of all of the liabilities of~~

~~5. Non-Stock Basis. The Corporation, and subject to providing prior notice to the Attorney General, obtaining the approval of the Orphans' Court of the Commonwealth of Pennsylvania, and compliance with the laws of the Commonwealth of Pennsylvania, shall arrange for either the direct distribution of all of the assets of is organized upon a nonstock basis.~~

6. Members. The Corporation ~~for the purposes~~ shall have a single member, which shall be West Penn Allegheny Health System, Inc. (the "Member").
7. Management. Except for those powers reserved to the Member, [Provider Subsidiary Entity], and [Ultimate Parent] in the Bylaws of the Corporation ~~(as set forth in Article THIRD hereof)~~, the affairs and business of the Corporation shall be managed by or ~~the distribution to one or more organizations (i) which qualify for exemption under the provisions of section 501(a) of the Code as an organization~~ direction of the Board of Directors. The number, term of office, method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.

8. Exempt Organizations. Notwithstanding any other provision herein, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code and classified (hereinafter referred to in these Articles as an "exempt organization"), or as a ~~public charity pursuant to section 509(a) of the Code and the Treasury Regulations promulgated thereunder, and (ii) corporation~~ contributions to which ~~then~~ are deductible under ~~sections~~ Section 170(c)(2), ~~2055(a)(2) and 2522(a)(2)~~ of the Code.

ELEVENTH: ~~—————~~ No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation; (except as ~~may otherwise be permitted by~~ provided in Section 501(h) of the Code. ~~No part of the activities of~~), and the Corporation shall ~~be participating~~ not participate in; or ~~intervening~~ intervene in; (including the publishing or distribution of statements) any political ~~campaigns~~ campaign on behalf of or in opposition to any candidate for public office ~~(including the publishing or distributing of statements)~~.

TWELFTH: ~~—————~~ The Member or Members may alter or amend

9. Earnings. Notwithstanding any other provisions of these Articles, ~~subject to obtaining any additional approvals required by the By-laws of the~~ no part of the net earnings or assets of the Corporation ~~, and provided that any such alteration or amendment shall inure to the benefit of or be consistent with the Corporation's status as a corporation (i) exempt from Federal income taxation under section 501(a) of the Code~~ distributable to its members, trustees, directors, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 3 hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.
10. Foundation Status. If and so long as the Corporation is a private foundation (as that term is defined in Section 509 of the Code), then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any

taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

11. Dissolution. Upon dissolution or liquidation of the Corporation, after paying or making provision for the payment of all of the known liabilities of the Corporation, any remaining assets of the Corporation shall be transferred to the Member, or its successor, provided that the Member or such successor is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon the dissolution or liquidation of the Corporation, the Member, or its successor, is not in existence or no longer qualifies as an exempt organization under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [Provider Subsidiary Entity], or its successor, provided that [Provider Subsidiary Entity] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, both the Member and [Provider Subsidiary Entity], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [Ultimate Parent], or its successor, provided that [Ultimate Parent] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, each of the Member, [Provider Subsidiary Entity] and [Ultimate Parent], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation may be distributed to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

12. Personal Liability of Directors.

(a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.

(b) Applicability. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article

is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

13. Indemnification.

- (a) Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 13, shall mean any director, officer or member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 13.
- (b) Right to Indemnification - Third Party Actions. Without limiting the generality of Section 13(a), any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- (c) Right to Indemnification - Derivative Actions. Without limiting the generality of Section 13(a), any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Section 13(c) in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- (d) Advance of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 13 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 13 or otherwise.
- (e) Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 13(a), Section 13(b) or Section 13(c) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) ~~contributions to which are deductible under sections 170(e)(2), 2055(a)(2) and 2522(a)(2) of the Code~~ if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- THIRTEENTH:** ~~_____~~ (f) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall not be deemed exclusive of any other rights to which a person

seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.

- (g) When Indemnification Not Made. Indemnification pursuant to this Article 13 shall not be made in any case where (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or (b) indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code.
- (h) Grounds for Indemnification. Indemnification pursuant to this Article 13, under any other provision of the Bylaws of the Corporation, agreement, vote of directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 13 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 13 shall be applicable to all actions, suits or proceedings within the scope of Section 13(a), Section 13(b) or Section 13(c) of these Articles, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- (i) Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 13.
- (j) Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 13 or otherwise.
- (k) Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.

(l) Applicability to Predecessor Companies. For purposes of this Article 13, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 13 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded pursuant to Section 13(a).

14. Code. Reference in these Articles to ~~sections of the "Code" shall be deemed to include corresponding provisions of any future United States~~ a section of the Internal Revenue Law. Code of 1986 shall be construed to refer to both the section and to the regulations promulgated thereunder, as they now exist or may hereafter be adopted or amended in this or in subsequent internal revenue laws."

Summary Report

September 18, 2012 3:57 PM

	Document	Location
Original	Articles of Incorporation of Alle-Kiski Medical Center	TAM1_GENERAL\281211\1
Revised	Articles of Incorporation of Alle-Kiski Medical Center	TAM1_GENERAL\281211\
1.	Change Summary	

	Number of Changes	Markup Format
Insertions	47	<u>Sample Text</u>
Deletions	47	Sample Text
Moved from	1	Sample Text
Moved to	1	<u>Sample Text</u>
Formatting	0	Sample Text
Total	96	

Y

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (*survivor or new entity if merger or consolidation*):
Allegheny Medical Practice Network

Entity number, if known: 2882865 Incorporation/qualification date in PA: June 16, 1999

State of Inc: Pennsylvania Federal BIN: 25-1838457 Specified effective date, if any: upon filing

Part II. Check proper box:

- Amendment (complete Section A) Merger, Consolidation or Division (complete Section B, C or D)
 Consolidation (complete Section C) Division (complete Section D)
 Conversion (complete Section A & E) Correction (complete Section A)
 Termination (complete Section H) Revival (complete Section G)
 Dissolution before Commencement of Business (complete Section F)

Section A -- Check box(es) which pertain to changes:

____ Name:

____ Registered Office: Number & street/RD number & box number City State Zip County

Purpose: See Exhibit A to Articles of Amendment

____ Stock (aggregate number of share authorized): _____ Effective date: _____

____ Term of Existence: _____ Other: _____

Section B -- Merger: Complete Section A if any changes to surviving entity:
Merging Entities are: (*attach sheet for additional merging entities*)

Name: _____ Entity #, if known: _____

Effective date: _____ Inc./qual. date in PA: _____ State of Inc. _____

Name: _____ Entity #, if known: _____

Effective date: _____ Inc./qual. date in PA: _____ State of Inc. _____

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name		
Address		
City	State	Zip Code

Document will be returned to the name and address you enter to the left.



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Allegheny Medical Practice Network

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
4800 Friendship Ave.,	Pittsburgh,	PA	15224	Allegheny

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated:
Nonprofit Corporation Law of 1988

4. The date of its incorporation:
June 16, 1999

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(o) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____,

Allegheny Medical Practice Network

Name of Corporation

Signature

Title

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALLEGHENY MEDICAL PRACTICE NETWORK

In compliance with the requirements of ~~15 Pa.C.S. § 5306~~, the ~~undersigned~~, ~~being~~ Pennsylvania Nonprofit Corporation Law of ~~full age and desiring to incorporate~~ 1988, Allegheny Medical Practice Network, a ~~Pennsylvania nonprofit corporation~~, (the "Corporation"), hereby ~~certifies~~ ~~amends and restates its Articles of Incorporation~~ as follows: ~~which Amended and Restated Articles supersede the original Articles of Incorporation and all amendments thereto:~~

FIRST: ~~_____~~ 1. Corporate Name. The name of the Corporation is Allegheny Medical Practice Network. ~~(hereinafter the "Corporation").~~

SECOND: ~~_____~~ ~~The~~ 2. Registered Office. The location and post office address of the Corporation's initial registered office in this Commonwealth is 4800 Friendship Avenue, Pittsburgh, Pennsylvania, 15224, ~~located in the county of Allegheny.~~

THIRD: ~~_____~~ 3. Organization and Purpose. The Corporation is ~~incorporated~~ organized under the Pennsylvania Nonprofit Corporation Law of 1988, ~~as amended.~~

FOURTH: ~~_____~~ ~~The~~ (the "Nonprofit Corporation ~~is formed and is to be operated exclusively~~ Law"), for ~~the~~ charitable, scientific, and ~~education~~ educational purposes; within the meaning of ~~sections~~ Section 501(c)(3) of the Internal Revenue Code of 1986 ~~(or the corresponding provision of any future United States Internal Revenue Law)~~, as amended (the "Code":), and in this connection is organized:

- ~~a) establishing, maintaining and operating programs and facilities rendering diagnostic and clinical and other health care services and health related services in the Western Pennsylvania community (including, without limitation, offices and clinics, hospitals, psychiatric hospitals, children's hospitals, rehabilitation hospitals, ambulatory care services and facilities, long term care facilities, and agencies or facilities providing for persons in their homes);~~
- b) ~~_____~~ providing (a) To operate as part of the nonprofit regional health care system governed by [UPE], a Pennsylvania nonprofit corporation ("UPE"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control, each of which (i) operates, raises funds for, or conducts activities otherwise ancillary to the operation of, health care facilities in order to extend health care to sick, injured and disabled persons, without regard to age, sex, race, religion, national origin or sexual orientation, or (ii) carries on educational and/or scientific research activities related to the causes, diagnosis, treatment, prevention or control of physical or mental diseases and impairments of persons, and each of which is an

organization exempt from taxation under Section 501(c)(3) of the Code and classified as other than private foundations under Section 509(a)(1), 509(a)(2) or 509(a)(3) of the Code;

(b) To maintain and operate programs that render diagnostic, clinical and other health care and health related services in support of clinical programs, education and research in the Western Pennsylvania community;

(c) To provide health care for sick, injured, disabled, indigent, or infirm persons in the Western Pennsylvania community;

~~e) providing for the preservation of health of the Western Pennsylvania community;~~

~~d) establishing, maintaining and operating such activities, services, and facilities as are designed or intended to advance or support medical education, clinical research, and preventive health activity; in each case as determined by the Corporation's sole member and as an integral part of the regional health care system comprised of corporations of which the Corporation's sole member is also the sole member and that are described in section 501(c)(3) of the Code; and~~

~~e) exercising~~ (d) To support or carry out research and educational activities of hospitals and other health care facilities operated by the Member or subsidiaries of the Member related to the rendering of care to the sick, injured and disabled, the furthering of knowledge in the medical arts and in promotion of health;

(e) To assist the hospitals and other health care facilities operated by the Member or subsidiaries of the Member in their residency training programs in various medical specialties and related teaching programs;

(f) To exercise such powers in furtherance of the foregoing purposes are now or may be granted hereafter by the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, as amended from time to time, or any successor legislation;

~~**FIFTH:** (g) To carry out The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.~~

~~**SIXTH:** The Corporation is organized upon a nonstock basis.~~

~~**SEVENTH:** The Member or Members shall be the entity and/or persons identified as such in the Corporation's Bylaws. A other acts and to undertake such, the Member or Members shall have all of the rights and privileges conferred upon nonprofit corporate Members under the laws of the Commonwealth of Pennsylvania, except as otherwise specified in the Bylaws of the Corporation, as well as such additional rights and privileges as shall be specified in the Bylaws of the Corporation.~~

~~**EIGHTH:** The name and address of the incorporator is:~~

Name:
Michael A. Lehmann

Address:
e/o Kalkines, Arky, Zall & Fernstein, LLP
1675 Broadway, 27th Floor
New York, New York 10019

~~**NINTH:** Notwithstanding any other provision herein, the Corporation is organized and is to be operated exclusively for one or more of the purposes specified in section 501(c)(3) of the Code and shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate (i) its status as a corporation which is exempt from Federal income taxation under Section 501(a) of the Code, as other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes, provided, that none of such activities shall be undertaken which would cause the Corporation to lose its status as an organization described in Section 501(c)(3) of the Code, and (ii) its status or as an organization, contributions to which are deductible under Sections Section 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.; and~~

(h) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.

4. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

~~**TENTH:** No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, or officer of the Corporation, or any private individual, firm, corporation, or association, except that reasonable compensation may be paid for services rendered and to payments and distributions may be made in furtherance of the purposes set forth in these Article FOURTH hereof, and no trustee, director or officer of the Corporation, nor any private individual, firm, corporation or association shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.~~

~~**ELEVENTH:** In the event of dissolution of the Corporation, its~~ 5. Non-Stock Basis. The Corporation is organized upon a nonstock basis.

6. Members. The Corporation shall have a single member, which shall be West Penn Allegheny Health System, Inc. (the "Member").

7. Management. Except for those powers reserved to the Member, [Provider Subsidiary Entity] and [UPE] in the Bylaws of the Corporation, the affairs and business of the Corporation shall be managed by or under the direction of the Board of Directors, after making provision for. The number, term of office, method of selection and manner of removal of the Board of Directors shall be set forth in the payment of all of the liabilities Bylaws of the Corporation, and subject to providing prior notice to the Attorney General, obtaining the approval of the Orphans' Court of the Commonwealth of Pennsylvania, and compliance with the laws of the Commonwealth of Pennsylvania, shall arrange for either the direct distribution of all of the assets of,

8. Exempt Organization. Notwithstanding any other provision herein, the Corporation for the purposes of the Corporation (asset forth in Article FOURTH hereof) or the distribution to one or more organizations (i) which qualify for exemption under the provisions of

~~section 501(a) of the Code as an organization shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code and classified as a public charity pursuant to section 509(a) of the Code and the Treasury Regulations promulgated thereunder, and (ii) (hereinafter referred to in these Articles as an "exempt organization"), or as a corporation contributions to which ~~then~~ are deductible under ~~sections~~ Section 170(c)(2), 2055(a)(2) and 2522(a) of the Code.~~

TWELFTH: ~~————~~ No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, ~~(except as may otherwise be permitted to provided in Section 501(h) of the Code. No part of the activities of), and~~ the Corporation shall ~~be participating~~ not participate in, or ~~intervening in,~~ intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office ~~(including the publishing or distributing of statements).~~

THIRTEENTH: ~~————~~ The Member or Members may alter or amend ~~9.~~ Earnings. Notwithstanding any other provisions of these Articles, ~~no part of incorporation, subject to obtaining any additional approvals required by the Bylaws~~ net earnings or assets of the Corporation, ~~and provided that any such alternation or amendment shall inure to the benefit of or be consistent with the Corporation's status as (i) a corporation which is exempt from Federal income taxation under section 501(a) of~~ distributable to its members, trustees, directors, officers or any other private individual; provided, however, the ~~Code~~ Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 3 hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

10. Foundation Status. If and so long as the Corporation is a private foundation (as that term is defined in Section 509 of the Code), then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

11. Dissolution. Upon dissolution or liquidation of the Corporation, after paying or making provision for the payment of all of the known liabilities of the Corporation, any remaining assets of the Corporation shall be transferred to the Member, or its successor, provided that the Member or such successor is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon the dissolution or liquidation of the Corporation, the Member, or its successor, is not in existence or no longer qualifies as an exempt organization under Section 501(c)(3) of the Code, any

remaining assets of the Corporation shall be distributed to [Provider Subsidiary Entity], or its successor, provided that [Provider Subsidiary Entity] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, both the Member and [Provider Subsidiary Entity], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [UPE], or its successor, provided that [UPE] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, each of the Member, [Provider Subsidiary Entity] and [UPE], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation may be distributed to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, ~~and (ii)~~ and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

12. Personal Liability of Directors.

- (a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.
- (b) Applicability. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

13. Indemnification.

- (a) Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether

brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, ~~contributions to which are deductible under sections 170(e)(2), 2055(a)(2) and 2522(a)(2) of the Code~~ partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 13, shall mean any director, officer or member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 13.

FOURTEENTH: ~~—————~~ (b) Right to Indemnification - Third Party Actions.

Without limiting the generality of Section 13(a), any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(c) Right to Indemnification - Derivative Actions. Without limiting the generality of Section 13(a), any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be

made under this Section 13(c) in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.

- (d) Advance of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 13 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 13 or otherwise.
- (e) Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 13(a), Section 13(b) or Section 13(c) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- (f) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.
- (g) When Indemnification Not Made. Indemnification pursuant to this Article 13 shall not be made in any case where (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or (b) indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code.

- (h) Grounds for Indemnification. Indemnification pursuant to this Article 13, under any other provision of the Bylaws of the Corporation, agreement, vote of directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 13 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 13 shall be applicable to all actions, suits or proceedings within the scope of Section 13(a), Section 13(b) or Section 13(c) of these Articles, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- (i) Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 13.
- (j) Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 13 or otherwise.
- (k) Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.
- (l) Applicability to Predecessor Companies. For purposes of this Article 13, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 13 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director,

officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded pursuant to Section 13(a).

14. ~~Code.~~ Reference in these Articles to ~~sections of the "Code" shall be deemed to include corresponding provisions of any future United States~~ a section of the Internal Revenue law. Code of 1986 shall be construed to refer to both the section and to the regulations promulgated thereunder, as they now exist or may hereafter be adopted or amended in this or in subsequent internal revenue laws.

~~IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this 15th day of June, 1999.~~

~~Michael A. Lehmann~~

~~e/o Kalkines, Arky, Zall & Bernstein, LLP
1675 Broadway, 27th Floor
New York, New York 10019~~

Summary Report

September 18, 2012 4:40 PM

	Document	Location
Original	Articles of Incorporation of the Allegheny Medical Practice Network	TAM1_GENERAL\281220\1
Revised	Articles of Incorporation of the Allegheny Medical Practice Network	TAM1_GENERAL\281220\

1. Change Summary

	Number of Changes	Markup Format
Insertions	44	<u>Sample Text</u>
Deletions	55	Sample Text
Moved from	1	Sample Text
Moved to	1	<u>Sample Text</u>
Formatting	0	Sample Text
Total	101	

Z

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (survivor or new entity if merger or consolidation):
Canonsburg General Hospital

Entity number, if known: **2586382** Incorporation/qualification date in PA: **June 20, 1994**

State of Inc: **PA** Federal BIN: **25-1737079** Specified effective date, if any: **upon filing**

Part II. Check proper box:

- Amendment (complete Section A) Merger, Consolidation or Division (complete Section B,C or D)
 Consolidation (complete Section C) Division (complete Section D)
 Conversion (complete Section A & B) Correction (complete Section A)
 Termination (complete Section H) Revival (complete Section G)
 Dissolution before Commencement of Business (complete Section F)

Section A - Check box(es) which pertain to changes:

___ Name:

___ Registered Office: Number & street/RD number & box number City State Zip County

Purpose: **See Exhibit A to Articles of Amendment**

___ Stock (aggregate number of share authorized): _____ Effective date: _____

___ Term of Existence: _____ Other: _____

___ **Section B - Merger Complete Section A if any changes to surviving entity:**

Merging Entities are: (attach sheet for additional merging entities)

Name:

Entity #, if known:

Effective date:

Ino./qual. date in PA.

State of Ino.

Name:

Entity #, if known:

Effective date:

Ino./qual. date in PA.

State of Ino.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name		
Address		
City	State	Zip Code

Document will be returned to the name and address you enter to the left.
←

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is: **Canonsburg General Hospital**

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
320 E. North Ave., 16th Floor,	Pittsburgh	PA	15212	Allegheny

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated: **Nonprofit Corporation of Law of 1988**

4. The date of its incorporation: **June 20, 1994**

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(e) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment revises the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____,

Canonsburg General Hospital

Name of Corporation

Signature

Title

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AUMC/CANONSBURG GENERAL HOSPITAL**

In compliance with the requirements of ~~15 Pa.C.S. § 5915 (relating to Article~~the Pennsylvania Nonprofit Corporation Law of Amendment), the undersigned ~~1988, Canonsburg General Hospital, a Pennsylvania nonprofit corporation, desiring to amend (the "Corporation"), hereby amends and restates~~ restates its Articles of Incorporation ~~in their entirety, hereby states that~~ as follows, which Amended and Restated Articles supersede the original Articles of Incorporation and all amendments thereto:

1. Corporate Name. The name of the Corporation is ~~AUMC/Canonsburg (hereinafter the "Corporation").~~ General Hospital.
2. Registered Office. ~~The address of the Corporation's current registered location and post office address of the Corporation's registered office~~ in this Commonwealth is ~~500 Finley Street, Suite 2900~~ 320 E. North Avenue, 16th Floor, Pittsburgh, Pennsylvania 15206, ~~located in the county of Allegheny.~~ 15212.
3. Organization and Purpose. The Corporation ~~was incorporated~~ is organized under the Pennsylvania Nonprofit Corporation Law of 1988 ~~(~~

~~4.—The date of incorporation was July 1, 1994.~~

~~5.—The amendment shall be effective upon filing these Articles of Amendment in the Department of State.~~

~~6.—The amendment, restating the Articles of Incorporation, was adopted by the sole member pursuant 15 Pa.C.S. § 5914(a).~~

~~7.—The amendment, restating the Articles of Incorporation, adopted by the corporation, set forth in full, is as follows:~~

~~**FIRST:**—————The name of the corporation is AUMC/Canonsburg (hereinafter, the "Corporation").~~

~~**SECOND:**—————The address of the Corporation's registered office in this Commonwealth is R.D. #1 Route 519, Canonsburg, Pennsylvania, located in the county of Washington.~~

~~**THIRD:**—————The "Nonprofit Corporation is formed and is to be operated exclusively Law"), for charitable, scientific and educational purposes in such a manner that the Corporation will be an organization described in within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") by:", and in this connection is organized:~~

1. ~~Providing, maintaining, operating, and supporting~~(a) To operate as part of the nonprofit regional health care system governed by [Ultimate Parent], a Pennsylvania nonprofit corporation ("Ultimate Parent"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control, each of which (i) operates, raises funds for, or conducts activities otherwise ancillary to the operation of, health care facilities in order to extend health care to sick, injured and disabled persons, without regard to age, sex, race, religion, national origin or sexual orientation, or (ii) carries on educational and/or scientific research activities related to the causes, diagnosis, treatment, prevention or control of physical or mental diseases and impairments of persons, and each of which is an organization exempt from taxation under Section 501(c)(3) of the Code and classified as other than private foundations under Section 509(a)(1), 509(a)(2) or 509(a)(3) of the Code;
 - (b) To provide, maintain, operate, and support the provision, maintenance and operation of, on a not-for-profit basis, in-patient and out-patient hospital facilities and health care services throughout Western Pennsylvania, to all persons who are acutely ill or otherwise require medical care and services of the kind customarily furnished most effectively by hospitals without regard to race, creed, color, sex, age, religion, national origin, sexual orientation, ability to pay, or any other criteria not related to medical indications for admission or treatment; all in a manner that is described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended
2. ~~Carrying on training~~(c) To maintain and operate programs that render diagnostic, clinical and other health care and health related services in support of clinical programs, education and research; in the Western Pennsylvania community;
 - (d) To provide health care for sick, injured, disabled, indigent or infirm persons in the Western Pennsylvania community;
 - (e) To support or carry out research and educational activities of other hospitals and health care facilities operated by the Member or subsidiaries of the Member related to the rendering of care to the sick, injured and disabled, the furthering of knowledge in the medical arts and in the promotion of health; and.
3. ~~Carrying on any lawful activity~~(f) To assist the hospitals and other health care facilities operated by the Member or subsidiaries of the Member in their residency training programs in various medical specialties and related teaching programs;
 - (g) To exercise such powers in furtherance of the foregoing purposes, subject to limitations on its actions imposed under section 501(e)(3) of the Code..

FOURTH: ~~The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.~~

~~FIFTH: The Corporation is organized upon a nonstock basis.~~

~~SIXTH: The Member or Members shall be the entity and/or persons identified as such in the Corporation's Bylaws. As such, the Member or Members shall have all of the rights and privileges conferred upon nonprofit corporate Members under the laws of the Commonwealth of Pennsylvania, except as otherwise specified in the Bylaws of the Corporation, as well as additional rights and privileges as shall be specified in the Bylaws of the Corporation.~~ are now or may be granted hereafter by the Nonprofit Corporation Law, as amended from time to time, or any successor legislation;

~~SEVENTH: Notwithstanding any other provision herein, the Corporation is organized and is to be operated exclusively for one or more of the purposes specified in section 501(c)(3) of the Code and shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate (i) its status as a corporation which is exempt from Federal income taxation under section 501(a) of the Code as (h) To carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes, provided, that none of such activities shall be undertaken which would cause the Corporation to lose its status as an organization described in Section 501(c)(3) of the Code, and (ii) its status or as an organization; contributions to which are deductible under sections Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.; and~~

~~(i) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.~~

4. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

~~EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director or officer of the Corporation or any private individual, firm, corporation or association, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article THIRD hereof, and no trustee, director or officer of the Corporation, nor any individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.~~

~~NINTH: In the event of dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, and subject to providing prior notice to the Attorney General, obtaining the approval of the Orphans' Court of the Commonwealth of Pennsylvania, and compliance with the laws of the Commonwealth of Pennsylvania, shall arrange for either the direct distribution of all of the assets of the Corporation for the purposes of the Corporation (as set forth in Article THIRD hereof) or the distribution to one or more organizations (i) which 5. Non-Stock Basis. The Corporation is organized upon a nonstock basis.~~

6. Members. The Corporation shall have a single member which shall be West Penn Allegheny Health System, Inc. (the "Member").
7. Management. Except for those powers reserved to the Member, [Provider Subsidiary Entity], and [Ultimate Parent] in the Bylaws of the Corporation, the affairs and business of the Corporation shall be managed by or under the direction of the Board of Directors. The number, term of office, method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.

8. Exempt Organization. Notwithstanding any other provision herein, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify ~~for exemption under the provisions of section 501(a) of the Code as an organization,~~ as a corporation described in Section 501(c)(3) of the Code ~~and classified~~ (hereinafter referred to in these Articles as an "exempt organization"), or as a ~~public charity pursuant to section 509(a) of the Code and the Treasury Regulations promulgated thereunder,~~ and (ii) corporation contributions to which ~~then~~ are deductible under ~~sections~~ Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

TENTH: ~~————~~ No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, ~~(except as may otherwise be permitted by provided in Section 501(h) of the Code.~~ ~~No part of the activities of),~~ and the Corporation shall ~~be participating~~ not participate in, or ~~intervening~~ intervene in, (including the publishing or distribution of statements) any political ~~campaigns~~ campaign on behalf of or in opposition to any candidate for public office ~~(including the publishing or distributing of statements).~~

ELEVENTH: ~~————~~ ~~The Member or Members may alter or amend~~ 9. Earnings. Notwithstanding any other provisions of these Articles, ~~subject to obtaining any additional approvals~~ no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 3 hereof as may from time to time be either required or permitted by ~~the By-laws~~ Section 501(c)(3) of the Code.

10. Foundation Status. If and so long as the Corporation, ~~and~~ is a private foundation (as that term is defined in Section 509 of the Code), then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying

distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

11. Dissolution. Upon dissolution or liquidation of the Corporation, after paying or making provision for the payment of all of the known liabilities of the Corporation, any remaining assets of the Corporation shall be transferred to the Member, or its successor, provided that ~~any such alteration or amendment shall be consistent with the Corporation's status as a corporation (i)~~the Member or such successor is then in existence and then exempt from federal income ~~taxation under section 501~~taxes under Section 501(c)(3) of the Code. If upon the dissolution or liquidation of the Corporation, the Member, or its successor, is not in existence or no longer qualifies as an exempt organization under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [Provider Subsidiary Entity], or its successor, provided that [Provider Subsidiary Entity] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, both the Member and [Provider Subsidiary Entity], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [Ultimate Parent], or its successor, provided that [Ultimate Parent] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, each of the Member, [Provider Subsidiary Entity] and [Ultimate Parent], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation may be distributed to (a) ~~of the Code, as an organization~~ such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

12. Personal Liability of Directors.

(a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.

(b) Applicability. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be so serving in reliance on

the provisions of this Article. Any amendment or repeal of this Article or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

13. Indemnification.

- (a) Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 13, shall mean any director, officer or member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 13.
- (b) Right to Indemnification - Third Party Actions. Without limiting the generality of Section 13(a), any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- (c) Right to Indemnification - Derivative Actions. Without limiting the generality of Section 13(a), any person who was or is a party, or is threatened to be made a

party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Section 13(c) in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.

- (d) Advance of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 13 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 13 or otherwise.
- (e) Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 13(a), Section 13(b) or Section 13(c) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) ~~contributions to which are deductible under sections 170(e)(2), 2055(a)(2) and 2522(a)(2) of the Code~~ if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- ~~TWELFTH:~~ (f) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested

directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.

- (g) When Indemnification Not Made. Indemnification pursuant to this Article 13 shall not be made in any case where (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or (b) indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code.
- (h) Grounds for Indemnification. Indemnification pursuant to this Article 13, under any other provision of the Bylaws of the Corporation, agreement, vote of directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 13 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 13 shall be applicable to all actions, suits or proceedings within the scope of Section 13(a), Section 13(b) or Section 13(c) of these Articles, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- (i) Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 13.
- (j) Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 13 or otherwise.
- (k) Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.

(l) Applicability to Predecessor Companies. For purposes of this Article 13, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 13 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded pursuant to Section 13(a).

14. Code. Reference in these Articles to ~~sections of the "Code" shall be deemed to include corresponding provisions of any future United States~~ a section of the Internal Revenue Law.

~~8. The restated Articles of Incorporation supersede the original Articles and all amendments thereto.~~

~~IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof as of this first day of August, 1999.~~

AUMC/CANONSBURG

By: _____

Name: _____

Title: _____ Code of 1986 shall be construed to refer to both the section and to the regulations promulgated thereunder, as they now exist or may hereafter be adopted or amended in this or in subsequent internal revenue laws.

Summary Report

September 18, 2012 4:01 PM

	Document	Location
Original	Amended and Restated Articles of Incorporation of AUMC@Canonsburg	TAM1_GENERAL\281222\1
Revised	Amended and Restated Articles of Incorporation of AUMC@Canonsburg	TAM1_GENERAL\281222\ 1. Change Summary

	Number of Changes	Markup Format
Insertions	50	<u>Sample Text</u>
Deletions	53	Sample Text
Moved from	2	<u>Sample Text</u>
Moved to	2	<u>Sample Text</u>
Formatting	0	Sample Text
Total	107	

AA

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (survivor or new entity if merger or consolidation): West Penn Physician Practice Network			
Entity number, if known:	866444	Incorporation/qualification date in PA:	April 29, 1985
State of Inc:	PA	Federal BIN:	25-1494317 Specified effective date, if any: upon filing

Part II. Check proper box:

<input checked="" type="checkbox"/> Amendment (complete Section A)	_____ Merger, Consolidation or Division (complete Section B, C or D)
_____ Consolidation (complete Section C)	_____ Division (complete Section D)
_____ Conversion (complete Section A & B)	_____ Correction (complete Section A)
_____ Termination (complete Section H)	_____ Revival (complete Section G)
_____ Dissolution before Commencement of Business (complete Section F)	

<input checked="" type="checkbox"/> Section A - Check box(es) which pertain to changes:
_____ Name: _____
_____ Registered Office: Number & street/RD number & box number City State Zip County
<input checked="" type="checkbox"/> Purpose: See Exhibit A to Articles of Amendment
_____ Stock (aggregate number of share authorized): _____ Effective date: _____
_____ Term of Existence: _____ Other: _____

_____ Section B - Merger Complete Section A if any changes to surviving entity: Merging Entities are: (attach sheet for additional merging entities)		
Name:	Entity #, if known:	
Effective date:	Inc./qual. date in PA.	State of Inc.
Name:	Entity #, if known:	
Effective date:	Inc./qual. date in PA.	State of Inc.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name		
Address		
City	State	Zip Code

Document will be returned to the name and address you enter to the left.



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
West Penn Physician Practice Network

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
4800 Friendship Avenue,	Pittsburgh,	PA	15224	Allegheny

(b) Name of Commercial Registered Office Provider: _____ County: _____
c/o _____

3. The statute by or under which it was incorporated: **Nonprofit Corporation of Law of 1988**

4. The date of its incorporation: **April 29, 1985**

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- The amendment adopted by the corporation, set forth in full, is as follows
-
-
- The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____,

West Penn Physician Practice Network
Name of Corporation

Signature

Title

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WEST PENN PHYSICIAN PRACTICE NETWORK

FIRST: ~~_____~~ In compliance with the requirements of the Pennsylvania Nonprofit Corporation Law of 1988, West Penn Physician Practice Network, a Pennsylvania nonprofit corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles supersede the original Articles of Incorporation and all amendments thereto:

1. Corporate Name. The name of the Corporation is West Penn Physician Practice Network. (hereinafter the "Corporation").

SECOND: ~~_____~~ 2. Registered Office. The location and post office address of the Corporation's ~~initial~~ registered office in this Commonwealth is ~~e/o Chief Legal Counsel, The Western Pennsylvania Hospital, 4800 Friendship Avenue, Pittsburgh, Pennsylvania, 15224, located in the county of Allegheny.~~

THIRD: ~~_____~~ 3. Organization and Purpose. The Corporation is ~~incorporated~~ organized under the Pennsylvania Nonprofit Corporation Law of 1988, ~~as amended.~~

FOURTH: ~~_____~~ The (the "Nonprofit Corporation is formed and is to be operated exclusively for the Law"), for charitable, scientific, and education purposes as defined and limited by within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)(the "Code") and to do all lawful acts incidental to the accomplishment of said charitable, scientific, and educational purposes., as amended (the "Code"), and in this connection is organized:

- FIFTH:** ~~_____~~ (a) To operate as part of the nonprofit regional health care system governed by [UPE], a Pennsylvania nonprofit corporation ("UPE"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control, each of which (i) operates, raises funds for, or conducts activities otherwise ancillary to the operation of, health care facilities in order to extend health care to sick, injured and disabled persons, without regard to age, sex, race, religion, national origin or sexual orientation, or (ii) carries on educational and/or scientific research activities related to the causes, diagnosis, treatment, prevention or control of physical or mental diseases and impairments of persons, and each of which is an organization exempt from taxation under Section 501(c)(3) of the Code and classified as other than private foundations under Section 509(a)(1), 509(a)(2) or 509(a)(3) of the Code;

- (b) To maintain and operate programs that render diagnostic, clinical and other health care and health related services in support of clinical programs, education and research in the Western Pennsylvania community;
- (c) To provide health care for sick, injured, disabled, indigent or infirm persons in the Western Pennsylvania community;
- (d) To support or carry out research and educational activities of hospitals and other health care facilities operated by the Member or subsidiaries of the Member related to the rendering of care to the sick, injured and disabled, the furthering of knowledge in the medical arts and in promotion of health;
- (e) To assist the hospitals and other health care facilities operated by the Member or subsidiaries of the Member in their residency training programs in various medical specialties and related teaching programs;
- (f) To exercise such powers in furtherance of the foregoing purposes are now or may be granted hereafter by the Nonprofit Corporation Law, as amended from time to time, or any successor legislation;
- (g) To carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes, provided, that none of such activities shall be undertaken which would cause the Corporation to lose its status as an organization described in Section 501(c)(3) of the Code, or as an organization contributions to which are deductible under Section 170(c)(2) of the Code; and
- (h) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.

4. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

~~SIXTH:~~ ~~————~~ 5. Non-Stock Basis. The Corporation is organized upon a nonstock basis.

~~SEVENTH:~~ ~~————~~ ~~The sole Member of~~ 6. Members. The Corporation shall ~~be The Western Pennsylvania Hospital. As such,~~ have a single member, which shall be West Penn Allegheny Health System, Inc. (the "Member").

7. Management. Except for those powers reserved to the ~~Western Pennsylvania Hospital shall have all of the rights~~ Member, [Provider Subsidiary Entity], and ~~privileges conferred upon members of nonprofit corporations under the laws of the Commonwealth of Pennsylvania, except as otherwise specified~~ [UPE] in the Bylaws of the Corporation, ~~as well as such additional rights and privileges and shall be specified in the Bylaws of the Corporation.~~

EIGHTH: ~~the affairs and business of the Corporation shall be managed, supervised, and controlled by or under the direction of the Board of Directors. The qualifications, election, number, tenure, powers, and duties of the member term of office, method of selection and manner of removal of the Board of Directors shall be as provided set forth in the Bylaws of the Corporation.~~

NINTH: ~~8. Exempt Organization. Notwithstanding any other provisions provision of these Articles of Incorporation, the Corporation shall not engage directly or indirectly in any activity that would invalidate (a) its status as an organization exempt from Federal income taxation under Section 501(a) of the Code which would prevent it from qualifying, and continuing to qualify, as an organization a corporation described in Section 501(c)(3) of the Code, (b) its status (hereinafter referred to in these Articles as a public charity under Section 509(a)(1), (2) or (3) of the Code, or (c) its status an "exempt organization"), or as an organization, a corporation contributions to which are deductible under Sections Section 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.~~

TENTH: ~~No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except as may otherwise be permitted by provided in Section 501(h) of the Code. No part of the activities of), and the Corporation shall be participating in, or intervening in, not participate in or intervene in (including the publishing or distributing of statements) any political campaigns campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements).~~

ELEVENTH: ~~9. Earnings. Notwithstanding any other provisions of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributed to any trustee, director, or officer of the Corporation, or to distributable to its members, trustees, directors, officers or any private individual, firm, corporation, or association, except that; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of its the purposes as set forth in these Article Article 3 hereof as may from time to time be either required or permitted by Section 501(c)(3) of Incorporation the Code.~~

TWELFTH: ~~In the event of the dissolution of the Corporation, the Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, and subject to providing prior notice to the Attorney General, obtaining the approval of the Court of Common Pleas, Orphans' Court Division of the Commonwealth of Pennsylvania (if deemed necessary), and compliance with the laws of the Commonwealth of Pennsylvania, shall arrange for either the direct distribution of all assets of the Corporation to the Western Pennsylvania Hospital or one or more organizations (a) which qualify for exemption from Federal income taxation under Section 501(e)(3) of the Code, (b) a public charity under Section 509(a) of the Code, and (c) a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code. Any such net assets not so distributed shall be disposed of pursuant to an order by a Court of Common Pleas of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine.~~

~~**THIRTEENTH:** The sole Member may alter or amend these Articles of Incorporation, provided that any such alternation or amendment shall be consistent with the Corporation's status as (a) an organization exempt from Federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, (b) a public charity under Section 509(a)(1), (2) or (3) of the Code, and (c) an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.~~

~~**FOURTEENTH:** These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and any and all amendments hereto.10.~~

Foundation Status. If and so long as the Corporation is a private foundation (as that term is defined in Section 509 of the Code), then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

11. Dissolution. Upon dissolution or liquidation of the Corporation, after paying or making provision for the payment of all of the known liabilities of the Corporation, any remaining assets of the Corporation shall be transferred to the Member, or its successor, provided that the Member or such successor is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon the dissolution or liquidation of the Corporation, the Member, or its successor, is not in existence or no longer qualifies as an exempt organization under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [Provider Subsidiary Entity], or its successor, provided that [Provider Subsidiary Entity] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, both the Member and [Provider Subsidiary Entity], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [UPE], or its successor, provided that [UPE] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, each of the Member, [Provider Subsidiary Entity] and [UPE], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation may be distributed to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as

organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

12. Personal Liability of Directors.

- (a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.
- (b) Applicability. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

13. Indemnification.

- (a) Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 13, shall mean any director, officer or member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 13.
- (b) Right to Indemnification - Third Party Actions. Without limiting the generality of Section 13(a), any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture,

trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- (c) Right to Indemnification - Derivative Actions. Without limiting the generality of Section 13(a), any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Section 13(c) in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- (d) Advance of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 13 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 13 or otherwise.

- (e) Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 13(a), Section 13(b) or Section 13(c) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- (f) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.
- (g) When Indemnification Not Made. Indemnification pursuant to this Article 13 shall not be made in any case where (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or (b) indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code.
- (h) Grounds for Indemnification. Indemnification pursuant to this Article 13, under any other provision of the Bylaws of the Corporation, agreement, vote of directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 13 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 13 shall be applicable to all actions, suits or proceedings within the scope of Section 13(a), Section 13(b) or Section 13(c) of these Articles, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- (i) Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not

the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 13.

- (j) Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 13 or otherwise.
- (k) Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.
- (l) Applicability to Predecessor Companies. For purposes of this Article 13, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 13 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded pursuant to Section 13(a).

14. Code. Reference in these Articles to a section of the Internal Revenue Code of 1986 shall be construed to refer to both the section and to the regulations promulgated thereunder, as they now exist or may hereafter be adopted or amended in this or in subsequent internal revenue laws.

Summary Report

September 18, 2012 4:29 PM

	Document	Location
Original	Amended and Restated Articles of Incorporation of West Penn Physician Practice Network	TAM1_GENERAL\281219\1
Revised	Amended and Restated Articles of Incorporation of West Penn Physician Practice Network	TAM1_GENERAL\281219\

1. Change Summary

	Number of Changes	Markup Format
Insertions	37	<u>Sample Text</u>
Deletions	47	Sample Text
Moved from	0	Sample Text
Moved to	0	<u>Sample Text</u>
Formatting	0	Sample Text
Total	84	

BB

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (survivor or new entity if merger or consolidation):
Allegheny Specialty Practice Network

Entity number, if known: 2882863 Incorporation/qualification date in PA: June 16, 1999

State of Inc: Pennsylvania Federal BIN: 25-1838458 Specified effective date, if any: upon filing

Part II. Check proper box:

Amendment (complete Section A) Merger, Consolidation or Division (complete Section B,C or D)

Consolidation (complete Section C) Division (complete Section D)

Conversion (complete Section A & B) Correction (complete Section A)

Termination (complete Section H) Revival (complete Section G)

Dissolution before Commencement of Business (complete Section F)

Section A -- Check box(es) which pertain to changes:

____ Name:

____ Registered Office: Number & street/RD number & box number City State Zip County

Purpose: See Exhibit A to Articles of Amendment

____ Stock (aggregate number of shares authorized): _____ Effective date: _____

____ Term of Existence: _____ Other: _____

____ Section B -- Merger: Complete Section A if any changes to surviving entity:

Merging Entities are: (attach sheet for additional merging entities)

Name:

Entity #, if known:

Effective date:

Inc./qual. date in PA.

State of Inc.

Name:

Entity #, if known:

Effective date:

Inc./qual. date in PA.

State of Inc.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name		
Address		
City	State	Zip Code

Document will be returned to the name and address you enter to the left.

←

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Allegheny Specialty Practice Network

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
4800 Friendship Avenue,	Pittsburgh,	PA	15224	Allegheny

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated:
Nonprofit Corporation Law of 1988

4. The date of its incorporation:
June 16, 1999

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____.

Allegheny Specialty Practice Network

Name of Corporation

Signature

Title

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALLEGHENY SPECIALTY PRACTICE NETWORK

In compliance with the requirements of ~~15 Pa.C.S. § 5306~~, the ~~undersigned~~, ~~being~~ Pennsylvania Nonprofit Corporation Law of ~~full age and desiring to incorporate~~ 1988, Allegheny Specialty Practice Network, a Pennsylvania nonprofit corporation, ~~(the "Corporation")~~, hereby ~~certifies~~ amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles supersede the original Articles of Incorporation and all amendments thereto:

FIRST: ~~_____~~ 1. Corporate Name. The name of the Corporation is Allegheny Specialty Practice Network. ~~(hereinafter the "Corporation")~~.

SECOND: ~~_____~~ 2. Registered Office. The location and post office address of the Corporation's initial registered office in this Commonwealth is 4800 Friendship Avenue, Pittsburgh, Pennsylvania, 15224, ~~located in the county of Allegheny.~~

THIRD: ~~_____~~ 3. Organization and Purpose. The Corporation is ~~incorporated~~ organized under the Pennsylvania Nonprofit Corporation Law of 1988.

FOURTH: ~~_____~~ 4. The ~~(the "Nonprofit Corporation is formed and is to be operated exclusively~~ Law"), for ~~the~~ charitable, scientific, and ~~education~~ educational purposes, within the meaning of ~~sections~~ Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"): ~~supporting, benefitting~~, and ~~carrying out in this connection is organized~~:

(a) To operate as part of the ~~functions of a~~ nonprofit regional health care system; governed by [UPE], a Pennsylvania nonprofit corporation ("UPE"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control, each of which ~~(x) has a sole corporate member that is also the sole corporate member of the Corporation, (y) either~~ (i) operates, raises funds for, or conducts activities otherwise ancillary to the operation of, health care facilities in ~~Western Pennsylvania~~ order to extend health care to sick, injured and disabled persons, without regard to age, sex, race, religion, national origin or sexual orientation, or (ii) carries on educational and/or scientific research activities related to the ~~cause~~ causes, diagnosis, treatment, prevention or control of physical or mental diseases and impairments of persons, and ~~(z) each of which is described in sections~~ an organization exempt from taxation under Section 501(c)(3) of the Code and either classified as other than private foundations under Section 509(a)(1), 509(a)(2) or 509(a)(2) of the Code (all health care facilities operated by such corporations are referred to herein as 3) of the "Constituent Hospitals", and such corporations are referred to herein as the "Constituent Corporations") by: Code:

- a) ~~maintaining~~(b) To maintain and operatingoperate programs ~~rendering~~that render diagnostic ~~and~~, clinical and other health ~~care services~~care and health related services in support of clinical programs, education and research in the Western Pennsylvania community;
- b) ~~providing~~(c) To provide health care for sick, injured, disabled, indigent, or infirm persons in the Western Pennsylvania community;
- e) ~~supporting~~(d) To support or carrying oncarry out research and educational activities of ~~the Constituent~~hospitals and ~~Constituent Corporations~~,other health care facilities operated by the Member or subsidiaries of the Member related to the rendering of care to the sick, injured and disabled, the furthering of knowledge in the medical arts and in promotion of health;;
- d) ~~assisting~~(e) To assist the Constituenthospitals and ~~Constituent Corporations~~other health care facilities operated by the Member or subsidiaries of the Member in their residency training programs in various medical specialties and related teaching programs;~~and~~
- e) ~~exereising~~(f) To exercise such powers in furtherance of the foregoing purposes are now or may be granted hereafter by the Nonprofit Corporation Law ~~of the Commonwealth of Pennsylvania~~, as amended from time to time, or any successor legislation.;

FIFTH: ~~(g) To carry out The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.~~

SIXTH: ~~The Corporation is organized upon a nonstock basis.~~

SEVENTH: ~~The Member or Members shall be the entity and/or persons identified as such in the Corporation's Bylaws. A~~other acts and to undertake such, ~~the Member or Members shall have all of the rights and privileges conferred upon nonprofit corporate Members under the laws of the Commonwealth of Pennsylvania, except as otherwise specified in the Bylaws of the Corporation, as well as such additional rights and privileges as shall be specified in the Bylaws of the Corporation.~~

EIGHTH: ~~The name and address of the incorporator is:~~

Name:
Michael A. Lehmann

Address:
e/o Kalkines, Arky, Zall & Fernstein, LLP
1675 Broadway, 27th Floor
New York, New York 10019

~~**NINTH:** Notwithstanding any other provision herein, the Corporation is organized and is to be operated exclusively for one or more of the purposes specified in section 501(c)(3) of the Code and shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate (i) its status as a corporation which is exempt from Federal income taxation under Section 501(a) of the Code, as other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes, provided, that none of such activities shall be undertaken which would cause the Corporation to lose its status as an organization described in Section 501(c)(3) of the Code, and (ii) its status as public charity under 509(a)(3) of the Code, and (iii) its status or as an organization contributions to which are deductible under SectionsSection 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.; and~~

(h) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.

4. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

~~**TENTH:** No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, or officer of the Corporation, or any private individual, firm, corporation, or association, except that reasonable compensation may be paid for services rendered and to payments and distributions may be made in furtherance of the purposes set forth in these Article FOURTH hereof, and no trustee, director or officer of the Corporation, nor any private individual, firm, corporation or association shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.~~

~~**ELEVENTH:** In the event of dissolution of the Corporation, its~~ 5. Non-Stock Basis. The Corporation is organized upon a nonstock basis.

6. Members. The Corporation shall have a single member, which shall be West Penn Allegheny Health System, Inc. (the "Member").

7. Management. Except for those powers reserved to the Member, [Provider Subsidiary Entity] and [UPE] in the Bylaws of the Corporation, the affairs and business of the Corporation shall be managed by or under the direction of the Board of Directors, ~~after making provision for.~~ The number, term of office, method of selection and manner of removal of the Board of Directors shall be set forth in the ~~payment of all of the liabilities~~Bylaws of the Corporation, ~~and subject to providing prior notice to the Attorney General, obtaining the approval of the Orphans' Court of the Commonwealth of Pennsylvania, and compliance with the laws of the Commonwealth of Pennsylvania, shall arrange for either the direct distribution of all of the assets of.~~

8. Exempt Organization. Notwithstanding any other provision herein, the Corporation ~~for the purposes of the Corporation (asset forth in Article FOURTH hereof) or the~~

~~distribution to one or more organizations (i) which qualify for exemption under the provisions of section 501(a) of the Code as an organization shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code and classified as a public charity pursuant to section 509(a) of the Code and the Treasury Regulations promulgated thereunder, and (ii) (hereinafter referred to in these Articles as an "exempt organization"), or as a corporation contributions to which ~~then~~ are deductible under ~~sections~~ Section 170(c)(2), 2055(a)(2) and 2522(a) of the Code.~~

TWELFTH: ~~——~~ No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, ~~(except as may otherwise be permitted to provided in Section 501(h) of the Code. No part of the activities of), and the Corporation shall be participating~~not participate in, or ~~intervening in,~~intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office ~~(including the publishing or distributing of statements).~~;

THIRTEENTH: ~~——~~ ~~The Member or Members may alter or amend~~ 9. Earnings. Notwithstanding any other provisions of these Articles ~~of Incorporation, subject~~, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to ~~obtaining any additional approvals required by the Bylaws of the Corporation, and provided that any the extent such alternation or amendment shall be consistent with the Corporation's status as (i) a corporation which is exempt from Federal income taxation under section 501(a) of the Code~~ payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 3 hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

10. Foundation Status. If and so long as the Corporation is a private foundation (as that term is defined in Section 509 of the Code), then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

11. Dissolution. Upon dissolution or liquidation of the Corporation, after paying or making provision for the payment of all of the known liabilities of the Corporation, any remaining assets of the Corporation shall be transferred to the Member, or its successor, provided that the Member or such successor is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon the dissolution or

liquidation of the Corporation, the Member, or its successor, is not in existence or no longer qualifies as an exempt organization under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [Provider Subsidiary Entity], or its successor, provided that [Provider Subsidiary Entity] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, both the Member and [Provider Subsidiary Entity], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation shall be distributed to [UPE], or its successor, provided that [UPE] is then in existence and then exempt from federal income taxes under Section 501(c)(3) of the Code. If upon dissolution of the Corporation, each of the Member, [Provider Subsidiary Entity] and [UPE], or their successors, are not in existence or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, any remaining assets of the Corporation may be distributed to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and ~~(ii) a public charity under section 509(a)~~, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and ~~(iii) a corporation, contributions to which are deductible under sections 170(e)(2), 2055(a)(2) and 2522(a)(2) of the Code~~, which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

FOURTEENTH: ~~Reference in these Articles to sections~~ 12. Personal Liability of Directors.

- (a) Elimination of Liability. To the "~~Code~~" fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.
- (b) Applicability. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

13. Indemnification.

- (a) Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 13, shall mean any director, officer or member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 13.
- (b) Right to Indemnification - Third Party Actions. Without limiting the generality of Section 13(a), any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- (c) Right to Indemnification - Derivative Actions. Without limiting the generality of Section 13(a), any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in

a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Article in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.

- (d) Advance of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 13 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 13 or otherwise.
- (e) Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 13(a), Section 13(b) or Section 13(c) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- (f) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.
- (g) When Indemnification Not Made. Indemnification pursuant to this Article 13 shall not be made in any case where (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or (b) indemnification would jeopardize the

Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code.

- (h) Grounds for Indemnification. Indemnification pursuant to this Article 13, under any other provision of the Bylaws of the Corporation, agreement, vote of directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 13 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 13 shall be applicable to all actions, suits or proceedings within the scope of Section 13(a), Section 13(b) or Section 13(c) of these Articles, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- (i) Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 13.
- (j) Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 13 or otherwise.
- (k) Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 13 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.
- (l) Applicability to Predecessor Companies. For purposes of this Article 13, references to the "Corporation" include ~~corresponding provisions of any future United States~~ all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member or other representative of another corporation, partnership, joint venture, trust or other enterprise at the

request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 13 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded pursuant to Section 13(a).

14. Code. Reference in these Articles to a section of the Internal Revenue law Code of 1986 shall be construed to refer to both the section and to the regulations promulgated thereunder, as they now exist or may hereafter be adopted or amended in this or in subsequent internal revenue laws.

~~IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this 15th day of June, 1999.~~

Michael A. Lehmann

~~e/o Kalkines, Arky, Zall & Bernstein, LLP
1675 Broadway, 27th Floor
New York, New York 10019~~

Summary Report

September 18, 2012 4:06 PM

	Document	Location
Original	Articles of Incorporation of the Allegheny Specialty Practice Network	TAM1_GENERAL\281221\1
Revised	Articles of Incorporation of the Allegheny Specialty Practice Network	TAM1_GENERAL\281221\
1.	Change Summary	

	Number of Changes	Markup Format
Insertions	65	<u>Sample Text</u>
Deletions	70	Sample Text
Moved from	1	Sample Text
Moved to	1	<u>Sample Text</u>
Formatting	0	Sample Text
Total	137	