

**BEFORE THE INSURANCE DEPARTMENT
OF THE
COMMONWEALTH OF PENNSYLVANIA**

Statement Regarding the Acquisition of Control of or Merger with
Domestic Insurers

Highmark Inc., First Priority Life Insurance Company, Inc.,
Gateway Health Plan, Inc , Highmark Casualty Insurance Company;
Highmark Senior Resources Inc.; HM Casualty Insurance Company;
HM Health Insurance Company, d/b/a Highmark Health Insurance Company;
HM Life Insurance Company, HMO of Northeastern Pennsylvania, Inc.,
d/b/a First Priority Health, Inter-County Health Plan, Inc.;
Inter-County Hospitalization Plan, Inc.; Keystone Health Plan West, Inc.;
United Concordia Companies, Inc.; United Concordia Dental Plans of Pennsylvania, Inc ,
United Concordia Life and Health Insurance Company

By UPE, a Pennsylvania nonprofit corporation

**SUPPLEMENTAL RESPONSE TO PID INFORMATION REQUEST 5.1.1.1 FROM THE
PENNSYLVANIA INSURANCE DEPARTMENT**

REQUEST 5.1.1.1:

Articles of incorporation or other formation document, except for those entities for which such documents have been provided. Identify the entities for which such documents have been provided and where such documents are located in the Form A filing and accompanying material.

RESPONSE:

Attachment 5.1.1.1 is a copy of the Articles of Incorporation or Certificates of Organization for the following WPAHS Affiliates:

- Allegheny Imaging of McCandless, L.L C
- Allegheny Medical Practice Network
- Allegheny-Singer Research Institute
- Allegheny Specialty Practice Network
- Alle-Kiski Medical Center
- Alle-Kiski Medical Center Trust
- Canonsburg General Hospital
- Canonsburg General Hospital Ambulance Service
- Forbes Health Foundation
- Forbes Regional Urologic, L.L C

- McCandless Endoscopy Center, L.L.C.
- North Shore Endoscopy Center, L.L.C.
- Open MRI of Washington County, L.L.C.
- Optima Imaging, Inc.
- Peters Township Surgery Center, L.L.C.
- Suburban Health Foundation
- The Western Pennsylvania Hospital Foundation
- West Penn Allegheny Foundation, L.L.C.
- West Penn Allegheny Health System, Inc.
- West Penn Allegheny Oncology Network
- West Penn Ambulatory Surgical Company, L.L.C.
- West Penn Physician Practice Network

See attached

West Penn Allegheny Health System
30 Isabella St , Suite 300
Pittsburgh, PA 15212

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EXHIBIT 2

**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 a nonprofit corporation, hereby states that:

FIRST: The name of the corporation is Alle-Kiski Medical Center (hereinafter the "Corporation").

SECOND: The address of the Corporation's registered office in this Commonwealth is 1301 Carlisle Street, Natrona Heights, Pennsylvania, located in the county of Allegheny.

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

- (a) Providing, maintaining, operating, and supporting 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;
- (b) Carrying on training, research and educational activities 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
- (c) Carrying on any lawful activity in furtherance of the foregoing purposes, subject to limitations on its actions imposed under section 501(c)(3) of the Code.

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FOURTH: The names and addresses of the initial directors of the Corporation are as follows:

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

Jerry J. Fedele
320 E. North Avenue
Pittsburgh, PA 15212

David A. Samuel
320 E. North Avenue
Pittsburgh, PA 15224

Joseph Calig
1301 Carlisle Street
Natrona Heights, PA 15065

FIFTH: 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 such 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 as an organization, contributions to which are deductible under sections 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 THIRD 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.

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 for the purposes of the Corporation (as

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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 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) 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 carrying on propaganda, or otherwise attempting to influence legislation, except as may otherwise be permitted by section 501(h) of the Code. No part of the activities of the Corporation shall be participating in, or intervening in, any political 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 these Articles, subject to obtaining any additional approvals required by the By-laws of the Corporation, and provided that any such alteration or amendment shall be consistent with the Corporation's status as a corporation (i) 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.

THIRTEENTH: Reference in these Articles to sections of the "Code" shall be deemed to include corresponding provisions of any future United States Internal Revenue law.

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

In compliance with the requirements of 15 Pa.C.S. § 5306, the undersigned, being of full age and desiring to incorporate a nonprofit corporation, hereby certifies as follows:

FIRST: The name of the corporation is Alle-Kiski Medical Center Trust (hereinafter the "Corporation").

SECOND: The address of the Corporation's registered office in this Commonwealth is 1301 Carlisle Street, Natrona Heights, PA 15065, located in the county of Allegheny.

THIRD: The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988.

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

- (a) Soliciting, receiving, managing, investing and distributing funds which will promote and support by donation, loan or otherwise, the interests of Alle-Kiski Medical Center, 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 deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code;
- (b) Providing funds to further the erection, establishment, organization, equipment, operation, management and maintenance of the corporation described in (a);
- (c) Carrying on 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 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: 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 such additional rights and privileges as shall be specified in the Bylaws of the Corporation.

EIGHTH: The name and address of the incorporator is:

Judy J. Hlafcsak
Allegheny General Hospital
320 East North Avenue
16th Floor, South Tower
Pittsburgh, PA 15212

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 an organization described in section 501(c)(3) of the Code, and (ii) its status as an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

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 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 Board of Trustees, after making provision for the payment of all of the liabilities of the Corporation, and subject to providing prior notice to the Attorney General and complying with the laws of the Commonwealth of Pennsylvania, shall distribute all of the assets of the Corporation to Alle-Kiski Medical Center ("AKMC") or if AKMC is not then recognized as exempt under the provisions of Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code (an "Exempt Entity"), then to the West Penn Allegheny Health System, Inc. ("WPAHS") or if WPAHS is not then recognized as an Exempt Entity, then to one or more of WPAHS'

affiliates which qualify and are recognized as an Exempt Entity or, if there are none, then that Corporation 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 FOURTH hereof) or the distribution to one or more organizations which qualify as an Exempt Entity.

TWELFTH: No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may otherwise be permitted by section 501(h) of the Code. No part of the activities of the Corporation shall be participating in, or intervening in, 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 these Articles, subject to obtaining any additional approvals required by the Bylaws of the Corporation, and provided that any such alteration or amendment shall be consistent with the Corporation's status as a corporation (i) exempt from Federal income taxation under section 501(a) of the Code, as an organization described in section 591(e)(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.

FOURTEENTH: Reference in these Articles to sections of the "Code" shall be deemed to include corresponding provisions of any future United States Internal Revenue law.

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this ___ day of _____, 2005.

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 10, 2012

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

ALLEGHENY IMAGING OF MCCANDLESS, LLC

I, Carol Alchele, Secretary of the Commonwealth of Pennsylvania
do hereby certify that the foregoing and annexed is a true and correct
copy of

1 Limited filed on May 6, 2005

which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

Carol Alchele

Secretary of the Commonwealth

WPAHS-000565

2005048-1423

FOI ROHSCHILD

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Entity Number

3304628

Certificate of Organization
Domestic Limited Liability Company
(15 Pa.C.S. § 8913)

Name

Christopher Arnold, Esquire

Address

625 Liberty Avenue, 29th Floor

City

Pittsburgh

State

PA

Zip Code

15222

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

Fee: \$125

Filed in the Department of State on

MAY 06 2005

Perla C. Cantor

Secretary of the Commonwealth

In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation):
Allegheny Imaging of McCandless, LLC

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street City State Zip County
Allegheny General Hospital, 320 East North Ave, Ste 103, Pgh., PA 15212, Allegheny

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

3. The name and address, including street and number, if any, of each organizer is (all organizers must sign on page 2):

Name Address
Christopher Arnold 625 Liberty Avenue, 29th Fl., Pgh., PA 15222

DSCB:15-8913-2

4. ~~Strike out if inapplicable term~~
~~A member's interest in the company is to be evidenced by a certificate of membership interest.~~

5. ~~Strike out if inapplicable:~~
Management of the company is vested in a manager or managers.

6. The specified effective date, if any is: _____,
month date year hour, if any

7. ~~Strike out if inapplicable: The company is a restricted professional company organized to render the following~~
~~restricted professional service(s):~~

N/A

8. For additional provisions of the certificate, if any, attach an 8 1/2 x 11 sheet.

IN TESTIMONY WHEREOF, the organizer(s) has (have)
signed this Certificate of Organization this
5th day of March 2005



Signature

Signature

Signature

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Filed in the Department of
State

Kim D. ...
Secretary of the Commonwealth

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**ARTICLES OF INCORPORATION
OF THE
ALLEGHENY MEDICAL PRACTICE NETWORK**

In compliance with the requirements of 15 Pa.C.S. § 5306, the undersigned, being of full age and desiring to incorporate a nonprofit corporation, hereby certifies as follows.

FIRST: The name of the corporation is Allegheny Medical Practice Network (hereinafter the "Corporation").

SECOND: The 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: The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988.

FOURTH: The Corporation is formed and is to be operated exclusively for the following charitable, scientific and educational purposes, within the meaning of sections 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"):

- (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 health care for sick, injured, disabled, indigent, or infirm persons in the Western Pennsylvania community;
- (c) 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 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: 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 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	Address
Michael A. Lehmann	c/o Kalkines, Arly, Zall & Bernstein 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 an organization described in section 501(c)(3) of the Code, and (ii) its status as an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

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

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 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 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 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) of the Code.

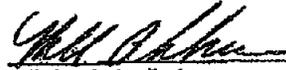
TWELFTH: No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may otherwise be permitted by section 501(h) of the Code. No part of the activities of the Corporation shall be participating in, or intervening in, 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 these Articles, subject to obtaining any additional approvals required by the Bylaws of the Corporation, and 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) of the Code, and (ii) a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

FOURTEENTH: Reference in these Articles to sections of the "Code" shall be deemed to include corresponding provisions of any future United States Internal Revenue law

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IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this 5th day of June, 1999.


Michael A. Lehmann

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

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ARTICLES OF INCORPORATION
OF THE
ALLEGHENY SPECIALTY PRACTICE NETWORK

In compliance with the requirements of 15 Pa. C.S. § 5306, the undersigned, being of full age and desiring to incorporate a nonprofit corporation, hereby certifies as follows:

FIRST: The name of the corporation is Allegheny Specialty Practice Network (hereinafter the "Corporation").

SECOND: The 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: The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988.

FOURTH: The Corporation is formed and is to be operated exclusively for the following charitable, scientific and educational purposes, within the meaning of section 501(c)(5) of the Internal Revenue Code of 1986, as amended (the "Code"): supporting, benefiting and carrying out the functions of a regional health care system, comprised of corporations, 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 without regard to age, sex, race, religion, national origin or sexual orientation, or (ii) carries on scientific research related to the causes, diagnosis, treatment, prevention or control of physical or mental disease and impairments of persons, and (z) is described in sections 501(c)(3) and either 509(a)(1) or 509(a)(2) of the Code (all health care facilities operated by such corporations are referred to herein as the "Constituent Hospitals", and such corporations are referred to herein as the "Constituent Corporations") by.

- (a) maintaining and operating programs rendering 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,

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- (b) providing health care for sick injured, disabled, indigent, or infirm persons in the Western Pennsylvania community;
- (c) supporting or carrying on research and educational activities of the Constituent Hospitals and Constituent Corporations, 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 the Constituent Hospitals and Constituent Corporations in their residency training programs in various medical specialties and related teaching programs; and
- (e) exercising 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: 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 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	Address
Michael A. Lehmann	c/o Kalkines, Arky, Zall & Bernstein 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 an organization described in section 501(c)(3) of the Code, (ii) its status as a public charity under 509(a)(3) of the Code, and

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(11) in status as an organization, contributions in which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

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 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 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 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 classified as a public charity pursuant to section 509(a) of the Code and the Treasury Regulations promulgated thereunder, and (ii) contributions in which there are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a) of the Code.

TWELFTH: No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, except as may otherwise be permitted by section 501(h) of the Code. No part of the activities of the Corporation shall be participating in, or intervening in, 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 these Articles, subject to obtaining any additional approvals required by the Bylaws of the Corporation, and 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) of 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(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

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Filed in the Department of
State on AUG 04 1999

Kim Riggillo
Secretary of the Commonwealth

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THIS IS A TRUE COPY OF
THE ORIGINAL SIGNED
DOCUMENT FILED WITH
THE DEPARTMENT OF STATE.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

ALLEGHENY-SINGER RESEARCH INSTITUTE

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 Allegheny-Singer Research Institute (hereinafter the "Corporation")
2. The address of the Corporation's current registered office in this Commonwealth is 320 East North Avenue, Pittsburgh, Pennsylvania 15212, located in the county of Allegheny.
3. The Corporation was incorporated under the Pennsylvania Nonprofit Corporation Law of 1972.
4. The date of incorporation was June 24, 1977.
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 Allegheny-Singer Research Institute (hereinafter the "Corporation").

SECOND: The address of the Corporation's registered office in this Commonwealth is 320 East North Avenue, Pittsburgh, Pennsylvania 15212, located in the county of Allegheny.

THIRD: The Corporation is formed and is to be operated exclusively for charitable, scientific and educational purposes in such a manner that the Corporation will be an organization described in section 501(c)(3) of the Internal Revenue Code

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of 1986, as amended (the "Code") by:

Carrying on investigations, experiments, and studies to discover, develop, or verify knowledge relating to the causes, diagnosis, treatment, prevention, or control of physical or mental diseases and impairments.

Carrying on training, research and educational activities 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

Carrying on 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: 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 such 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 an organization described in section 501(c)(3) of the Code, and (ii) its status as an organization, contributions to which are deductible under sections 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 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.

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 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) contributions to which there are deductible under sections 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 carrying on propaganda, or otherwise attempting to influence legislation, except as may otherwise be permitted by section 501(h) of the Code. No part of the activities of the Corporation shall be participating in, or intervening in, any political 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 these Articles, subject to obtaining any additional approvals required by the By-laws of the Corporation, and provided that any such alteration or amendment shall be consistent with the Corporation's status as a corporation (i) 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.

TWELFTH: Reference in these Articles to sections of the "Code" shall be deemed to include corresponding provisions of any future United States 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.

ALLEGHENY-SINGER RESEARCH INSTITUTE

By: 
Name: CONNIE M. LIBRONE
Title: PRESIDENT

008477/01000/632322.1

WPAHS-000579

Document Divider

200061-850

Filed in the Department of
State on AUG 09 2000
[Signature]
Secretary of the Commonwealth
JK

2803781

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

AUMC CANONSBURG 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 Canonsburg Ambulance Service, Inc., (hereinafter 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.
4. The date of incorporation was March 5, 1998.
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 Ambulance Service, Inc. (hereinafter the "Corporation").

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

THIRD: The Corporation is formed and is to be operated exclusively for charitable, scientific and educational purposes in such a manner that the Corporation will be an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), for the following purposes:

PA DEPT OF STATE

{P0017621.2}

<08/08/2000 11:32 AM>

WPAHS-000580

1. To establish, 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"); and
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. 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: 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 such 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 an organization described in section 501(c)(3) of the Code, and (ii) its status as an organization, contributions to which are deductible under sections 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 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.

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 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.

TENTH: No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may otherwise be permitted by section 501(h) of the Code. No part of the activities of the Corporation shall be participating in, or intervening in, any political 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 these Articles, subject to obtaining any additional approvals required by the Bylaws of the Corporation, and provided that any such alteration or amendment shall be consistent with the Corporation's status as a corporation (i) 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.

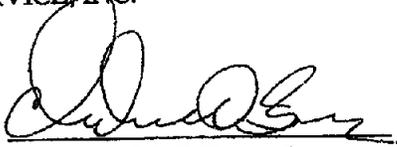
TWELFTH: Reference in these Articles to sections of the "Code" shall be deemed to include corresponding provisions of any future United States Internal Revenue law.

200061-853

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: Charles M. O'Brien, Jr.

Title: Authorized Signatory

200061-854

**RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF
AUMC CANONSBURG AMBULANCE SERVICE, INC.**

Authorized Signatories Defined

For the purposes of determining whether a Transaction Document has been duly and validly executed and delivered by the Obligated Group Representative or any Member of the Obligated Group, the Authorized Signatories are constituted by the following individuals: Charles M. O'Brien, David A. Samuel and Jerry J. Fedele, each of whom is an officer of the Obligated Group Representative, and James L. Rosenberg, who is the Executive Vice President of the Obligated Group Representative.

WPAHS-000584

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Filed in the Department of State on AUG 04 1999

Kim D. Fitzgerald
Secretary of the Commonwealth

THIS IS A TRUE COPY OF THE ORIGINAL SIGNED DOCUMENT FILED WITH THE DEPARTMENT OF STATE.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AUMC/CANONSBURG

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/Canonsburg, (hereinafter the "Corporation")
2. The address of the Corporation's current registered office in this Commonwealth is 500 Finley Street, Pittsburgh, Pennsylvania 15206, located in the county of Allegheny.
3. The Corporation was incorporated 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 Corporation is formed and is to be operated exclusively for charitable, scientific and educational purposes in such a manner that the Corporation will be an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended

(the "Code") by:

Providing, maintaining, operating, and supporting 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;

Carrying on training, research and educational activities 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

Carrying on 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: 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 such 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 an organization described in section 501(c)(3) of the Code, and (ii) its status as an organization, contributions to which are deductible under sections 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 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.

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 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) contributions to which then are deductible under sections 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 carrying on propaganda, or otherwise attempting to influence legislation, except as may otherwise be permitted by section 501(h) of the Code. No part of the activities of the Corporation shall be participating in, or intervening in, any political 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 these Articles, subject to obtaining any additional approvals required by the By-laws of the Corporation, and provided that any such alteration or amendment shall be consistent with the Corporation's status as a corporation (i) 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.

TWELFTH: Reference in these Articles to sections of the "Code" shall be deemed to include corresponding provisions of any future United States Internal Revenue law.

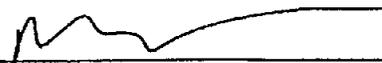
* * *

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: Andrew E. Thurman
Title: Secretary

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PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Incorporation-Nonprofit
(15 Pa.C.S.)

Entity Number
3276777

Domestic Nonprofit Corporation (§ 5306)
 Nonprofit Cooperative Corporation (§ 7102B)

Name
Judy J. Hlafcsak
Address
320 E. North Avenue, 16th Floor - South Tower
City State Zip Code
Pittsburgh, PA 15212-4772

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

Fee: \$125

Filed in the Department of State on JAN 18 2005
Pech C. Cortes
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperation corporation, hereby state(s) 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:
(a) Number and Street City State Zip County
2570 Haymaker Road, Monroeville, PA 15146
(b) Name of Commercial Registered Office Provider County
c/o:

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.
See attached.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

AS

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2005 JAN 18 AM 11:22

**ARTICLES OF INCORPORATION
OF
THE FORBES HEALTH FOUNDATION**

In compliance with the requirements of 15 Pa.C.S. § 5306, the undersigned, being of full age and desiring to incorporate a nonprofit corporation, hereby certifies as follows:

FIRST: The name of the corporation is The Forbes Health Foundation (hereinafter the "Corporation").

SECOND: The address of the Corporation's registered office in this Commonwealth is 2570 Haymaker Road, Monroeville, Pennsylvania 15146, located in the county of Allegheny.

THIRD: The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988.

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

- (a) Soliciting, receiving, managing, investing and distributing funds which will promote and support by donation, loan or otherwise, the interests of Forbes Regional Hospital, 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 deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code;
- (b) Providing funds to further the erection, establishment, organization, equipment, operation, management and maintenance of the corporation described in (a);
- (c) Carrying on 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 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: 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 such additional rights and privileges as shall be specified in the Bylaw of the Corporation.

EIGHTH: The name and address of the incorporator is:

Judy J. Hlafcsak
Allegheny General Hospital
320 East North Avenue
16th Floor, South Tower
Pittsburgh, PA 15212

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 an organization described in section 501(c)(3) of the Code, and (ii) its status as an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

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 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 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 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.

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TWELFTH: No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may otherwise be permitted by section 501(h) of the Code. No part of the activities of the Corporation shall be participating in, or intervening in, 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 these Articles, subject to obtaining any additional approvals required by the Bylaws of the Corporation, and provided that any such alteration or amendment shall be consistent with the Corporation's status as a corporation (i) 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.

FOURTEENTH: Reference in these Articles to sections of the "Code" shall be deemed to include corresponding provisions of any future United States Internal Revenue law.

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this 14th day of July, 2005.



Judy J. Hlufcsak
Incorporator

(FHF Articles of Incorporation, Jjf. Articles of Incorporation)

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 8, 2012

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Forbes Regional Urologic, L.L.C.

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct

copy of

- 1 Certificate of Organization filed on June 5, 2006
- 2 CERTIFICATE OF ANNUAL REPORT - LLC filed on April 19, 2007
- 3 CERTIFICATE OF ANNUAL REPORT - LLC filed on July 7, 2008
- 4 CERTIFICATE OF ANNUAL REPORT - LLC filed on April 17, 2009
- 5 CERTIFICATE OF ANNUAL REPORT - LLC filed on March 29, 2010

(List of documents continued on next page)

WPAHS-000594

(List of documents continued)

6 CERTIFICATE OF ANNUAL REPORT - LLC filed on April 21, 2011
which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

Carol A. ...

Secretary of the Commonwealth

WPAHS-000595

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PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Organization
Domestic Limited Liability Company
(15 Pa.C.S. § 8913)

Name		
Timothy B. Finnerty, Esquire		
Address		
4800 Friendship Avenue		
City	State	Zip Code
Pittsburgh,	PA	15224

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

←

Fee: \$125

In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (*designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation*):

Forbes Regional Urologic, L.L.C.

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
2570 Haymaker Road,	Monroeville,	PA	15146	Allegheny

(b) Name of Commercial Registered Office Provider

c/o:

County

3. The name and address, including street and number, if any, of each organizer is (*all organizers must sign on page 2*):

Name	Address
Timothy B. Finnerty	4800 Friendship Avenue
	Pittsburgh, PA 15224

Commonwealth of Pennsylvania
CERTIFICATE OF ORGANIZATION 4 Page(s)



PA DEPT. OF STATE

JUN 05 2006
Certification # 0090634-1 Page 1 of 11

WPAHS-000596

4. *Strike out if inapplicable term*
~~A member's interest in the company is to be evidenced by a certificate of membership interest.~~

5. *Strike out if inapplicable:*
~~Management of the company is vested in a manager or managers.~~

6. The specified effective date, if any is: June 1, 2006
month date year hour, if any

7. *Strike out if inapplicable:* The company is a restricted professional company organized to render the following restricted professional service(s):
Medicine and Surgery

8. For additional provisions of the certificate, if any, attach an 8½ x 11 sheet.

See attached.

IN TESTIMONY WHEREOF, the organizer(s) has (have) signed this Certificate of Organization this
1st day of June, 2006.

Timothy B. Finnesty
Signature

Signature

Signature

8. This Certificate of Organization and the Operating Agreement of the Company may be amended in the manner prescribed at the time by statute, and all rights conferred upon members in this Certificate of Organization or the Operating Agreement of the Company are granted subject to this reservation.

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PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Annual Registration
(15 Pa.C.S.)

- Registered Limited Liability Partnership (§ 8221)
 Limited Liability Company (§ 8998)

Name Forbes Regional Urologic, LLC		
Address 2570 Haymaker Road		
City Monroeville	State PA	Zip Code 15146

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



Fee: See Instructions D. and F.

In compliance with the requirements of the applicable provisions (relating to annual registration), the undersigned domestic or foreign registered limited liability partnership/limited liability company, hereby states that:

1. The name of the registered limited liability partnership/limited liability company is:
Forbes Regional Urologic, LLC

Limited Liability Partnership: complete only paragraph 2

2. The prescribed annual base fee of \$280 times _____ (the number of persons who were general partners of this partnership on December 31, _____ and who are described in § 8221(b)(1)) accompanies this Certificate of Annual Registration.

Limited Liability Company: complete only paragraphs 3 and 4

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

- The company did not engage in any business not permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.
- The company did engage in business not permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.

4. The prescribed annual base fee of \$420 times ⁴ _____ (the number of persons who were members of this company on December 31, 06 _____ and who are described in § 8998(b)(1)) accompanies this Certificate of Annual Registration.

PA DEPT. OF STATE

APR 19 2007

Certification# 10090634-1 Page 4 of 11

Commonwealth of Pennsylvania
CERTIFICATE OF ANNUAL REPORT - LLC (Annual Report) 2 Page(s)



T0710911236

WPAHS-000599

IN TESTIMONY WHEREOF, the undersigned general partner/member has executed this Certificate of Annual Registration this

11 day of April, 2007.

Forbes Regional Urologic, LLC

Name of Limited Liability Partnership/Company

John S. Almy, CPA

Signature

Document Divider

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Annual Registration
(15 Pa.C.S.)

- Registered Limited Liability Partnership (§ 8221)
- Limited Liability Company (§ 8998)

Name Forbes Regional Urologic, LLC		
Address 2570 Haymaker Road		
City Monroeville	State PA	Zip Code 15146

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

Commonwealth of Pennsylvania
CERTIFICATE OF ANNUAL REPORT - LLC (Annual Report) 2 Page(s)



T0819064160

Fee: See Instructions D. and F.

In compliance with the requirements of the applicable provisions (relating to annual registration), the undersigned domestic or foreign registered limited liability partnership/limited liability company, hereby states that:

1. The name of the registered limited liability partnership/limited liability company is:
Forbes Regional Urologic, LLC

Limited Liability Partnership: complete only paragraph 2

2. The prescribed annual base fee of \$280 times _____ (the number of persons who were general partners of this partnership on December 31, _____ and who are described in § 8221(b)(1)) accompanies this Certificate of Annual Registration.

Limited Liability Company: complete only paragraphs 3 and 4

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

- The company did not engage in any business not permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.
- The company did engage in business not permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.

4. The prescribed annual base fee of \$420 times ⁴ _____ (the number of persons who were members of this company on December 31, 07 and who are described in § 8998(b)(1)) accompanies this Certificate of Annual Registration.

PA DEPT. OF STATE
MAY 27 2008

PA DEPT. OF STATE

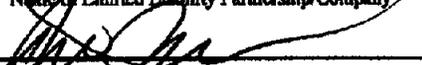
JUL 07 2008

IN TESTIMONY WHEREOF, the undersigned general partner/member has executed this Certificate of Annual Registration this

8 day of May 2008

Forbes Regional Urologic, LLC

Name of Limited Liability Partnership/Company


Signature

Document Divider

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Annual Registration
(15 Pa.C.S.)

- Registered Limited Liability Partnership (§ 8221)
 Limited Liability Company (§ 8998)

Name Forbes Regional Urologic, LLC		
Address 2570 Haymaker Road		
City Monroeville	State PA	Zip Code 15146

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

Commonwealth of Pennsylvania
CERTIFICATE OF ANNUAL REPORT - LLC (Annual Report 2 Page(s))



Fee: See Instructions D. and F.

In compliance with the requirements of the applicable provisions (relating to annual registration), the undersigned domestic or foreign registered limited liability partnership/limited liability company, hereby states that:

1. The name of the registered limited liability partnership/limited liability company is:
Forbes Regional Urologic, LLC

Limited Liability Partnership: complete only paragraph 2

2. The prescribed annual base fee of \$280 times _____ (the number of persons who were general partners of this partnership on December 31, _____ and who are described in § 8221(b)(1)) accompanies this Certificate of Annual Registration.

Limited Liability Company: complete only paragraphs 3 and 4

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

The company did not engage in any business not permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.

The company did engage in business not permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.

4. The prescribed annual base fee of \$420 times 5 (the number of persons who were members of this company on December 31, 2008 and who are described in § 8998(b)(1)) accompanies this Certificate of Annual Registration.

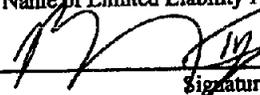
Certification# 10090634-1 Page 2
2009 APR 17 AK11:51
PA. DEPT. OF STATE

IN TESTIMONY WHEREOF, the undersigned general partner/member has executed this Certificate of Annual Registration this

15 day of March, 2008

Forbes Regional Urologic, LLC

Name of Limited Liability Partnership/Company



Signature

Document Divider

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Annual Registration
(15 Pa.C.S.)

Registered Limited Liability Partnership (§ 8221)
 Limited Liability Company (§ 8998)

Name		
FORBES REGIONAL UROLOGIC, LLC		
Address		
2570 HAYMAKER ROAD		
City	State	Zip Code
MONROEVILLE	PA	15146

Commonwealth of Pennsylvania
CERTIFICATE OF ANNUAL REPORT - LLC (Annual Report) 1 Page(s)



Fee: See Instructions C. and E.

In compliance with the requirements of the applicable provisions (relating to annual registration), the undersigned domestic or foreign registered limited liability partnership/limited liability company, hereby states that:

1. The name of the registered limited liability partnership/limited liability company is:

FORBES REGIONAL UROLOGIC, LLC

Limited Liability Partnership: complete only paragraph 2

2. The prescribed annual base fee of \$310 times _____ (the number of persons who were general partners of this partnership on December 31, _____ (year) and who are described in § 8221(b)(1)) accompanies this Certificate of Annual Registration.

Limited Liability Company: complete only paragraphs 3 and 4

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

The company did not engage in any business not permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.

The company did engage in business not permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.

4. The prescribed annual base fee of \$460 times 5 (the number of persons who were members of this company on December 31, 2009 year) and who are described in § 8998(b)(1)) accompanies this Certificate of Annual Registration.

IN TESTIMONY WHEREOF, the undersigned general partner/member has executed this Certificate of Annual Registration this

25 day of Feb, 2010



Signature
CARL BRUNING, MD

Certification# 10090634-1 Page 10 of 11

PA DEPT. OF STATE

MAR 29 2010

WPAHS-000605

Document Divider

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Annual Registration
(15 Pa.C.S.)

Registered Limited Liability Partnership (§ 8221)
 Limited Liability Company (§ 8998)

Name		
FORBES REGIONAL UROLOGIC LLC		
Address		
2570 HAYMAKER ROAD		
City	State	Zip Code
MONROEVILLE	PA	15146

Commonwealth of Pennsylvania
CERTIFICATE OF ANNUAL REPORT LLC (Annual Report) 1 Page(s)



T1111647149

Fee: See Instructions C. and E.

In compliance with the requirements of the applicable provisions (relating to annual registration), the undersigned domestic or foreign registered limited liability partnership/limited liability company, hereby states that:

1. The name of the registered limited liability partnership/limited liability company is:
FORBES REGIONAL UROLOGIC LLC

Limited Liability Partnership: complete only paragraph 2

2. The prescribed annual base fee of \$310 times _____ (the number of persons who were general partners of this partnership on December 31, _____ (year) and who are described in § 8221(b)(1)) accompanies this Certificate of Annual Registration.

Limited Liability Company: complete only paragraphs 3 and 4

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

The company did not engage in any business not permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.

The company did engage in business not permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.

4. The prescribed annual base fee of \$460 times 5 (the number of persons who were members of this company on December 31, 2010 (year) and who are described in § 8998(b)(1)) accompanies this Certificate of Annual Registration.

Dept. of State
APR 21 2011

IN TESTIMONY WHEREOF, the undersigned general partner/member has executed this Certificate of Annual Registration this
15 day of April, 2011

Signature

Document Divider

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 10, 2012

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

NORTH SHORE ENDOSCOPY CENTER, LLC

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct
copy of

- 1 Limited filed on January 31, 2001
- 2 LIMITED LIABILITY AMENDMENT filed on April 22, 2002
- 3 CERTIFICATE OF ANNUAL REPORT - LLC filed on July 6, 2006

which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

Carol Aichele

Secretary of the Commonwealth

WPAHS-000607

Document Divider

200108-1727

JAN 31 2001

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 2986049

Kim Dujovick

Secretary of the Commonwealth ✓

CERTIFICATE OF ORGANIZATION-DOMESTIC LIMITED LIABILITY COMPANY

DSCB:15-8913 (Rev 95)

In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned, desiring to organize a limited liability company, hereby state(s) that:

1 The name of the limited liability company is: North Shore Endoscopy Center, LLC

2 The (a) address of this limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) 1020 Madison Avenue Pittsburgh PA 15212 ALLEGHENY
Number and Street City State Zip County

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

For a limited liability company represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the limited liability company is located for venue and official publication purposes

3 The name and address, including street and number, if any, of each organizer are:

NAME ADDRESS
Paul Lebovitz, MD 1020 Madison Avenue, Pittsburgh PA 15212

4. (Strike out if inapplicable): A member's interest in the company is to be evidenced by a certificate of membership interest

5 (Strike out if inapplicable): Management of the company is vested in a manager or managers.

6. The specified effective date, if any is: January 22, 2001
month day year hour, if any

7 (Strike out if inapplicable): The company is a restricted professional company organized to render the following restricted professional service(s):

The company will provide medical services conducted by only
licensed doctors.

8 For additional provisions of the certificate, if any, attach an 8 1/2 x 11 sheet.

PA DEPT. OF STATE

JAN 31 2001

Certification#. 10090630-1 Page 1 of 8

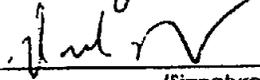
WPAHS-000608

200108-1728

DSCB:15-8913 (Rev 95)-2

IN TESTIMONY WHEREOF, the organizer(s) has (have) signed this Certificate of Organization this 19th day of

January, 2001.



(Signature)

(Signature)

(Signature)

Document Divider

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Amendment-Domestic
(15 Pa.C.S.)

Entity Number

2986049

Limited Partnership (§ 8512)
 Limited Liability Company (§ 8951)

Name

LANDMAN, ROLL AND ASSOCIATES, L.L.C.

Address

205 EAST WATERFRONT DR., STE 160

City

State

Zip Code

HOMESTEAD

PA

15120

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

←

Fee: \$52

Filed in the Department of State on

APR 22 2002

C. Michael Stewart

ACTING Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to certificate of amendment), the undersigned, desiring to amend its Certificate of Limited Partnership/Organization, hereby certifies that:

1. The name of the limited partnership/limited liability company is:

NORTH SHORE ENDOSCOPY CENTER, LLC

2. The date of filing of the original Certificate of Limited Partnership/Organization:

January 31, 2001

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

The amendment adopted by the limited partnership/limited liability company, set forth in full, is as follows:

The amendment adopted by the limited partnership/limited liability company is set forth in full in Exhibit A attached hereto and made a part hereof.

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

The amendment shall be effective upon filing this Certificate of Amendment in the Department of State.

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

APR 22 2002

WPAHS-000610

2002039-534

DSCB.15-8512/8931-2

5. Check if the amendment restates the Certificate of Limited Partnership/Organization.

The restated Certificate of Limited Partnership/Organization supersedes the original Certificate of Limited Partnership/Organization and all previous amendments thereto.

IN TESTIMONY WHEREOF, the undersigned limited partnership/limited liability company has caused this Certificate of Amendment to be executed this

12 day of April 2002

NORTH SHORE ENDOSCOPY CENTER, LLC
 Name of Limited Partnership/Limited Liability Company

[Signature]
 Signature

ORGANIZER
 Title

Document Divider

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

AS AMENDED
Certificate of Organization
Domestic Limited Liability Company
(15 Pa.C.S. § 8913)

Entry Number

2986049

Name

LANDMAN, ROLL AND ASSOCIATES, LLC.

Address

2815 EAST WATERFRONT DR., STE 160

City

State

Zip Code

HOMESTEAD

PA

15120

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

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Fee: \$100

Filed in the Department of State on _____

Secretary of the Commonwealth

In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization) the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation):

NORTH SHORE ENDOSCOPY CENTER, LLC

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street

City

State

Zip

County

1020 MADISON AVE.

PITTSBURGH

PA

15212

ALLEGHENY

(b) Name of Commercial Registered Office Provider

County

c/o:

3. The name and address, including street and number, if any, of each organizer is (all organizers must sign on page 2):

Name

Address

PAUL LEBOVITZ, M.D.

1020 MADISON AVE.

PITTSBURGH PA 15212

2002039-536

DSCB:15-8913-2

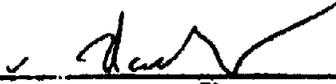
4. *Strike out if inapplicable term*
A member's interest in the company is to be evidenced by a certificate of membership interest.

5. *Strike out if inapplicable:*
Management of the company is vested in a manager or managers.

6. The specified effective date, if any is upon receipt
month date year hour if any

7. ~~*Strike out if inapplicable.* The company is a restricted professional company organized to render the following restricted professional service(s).~~

8. For additional provisions of the certificate, if any, attach an 8 1/2 x 11 sheet.

IN TESTIMONY WHEREOF, the organizer(s) has (have) signed this Certificate of Organization this
12 day of April, 2007


Signature

Signature

Signature

Document Divider

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Annual Registration
(15 Pa.C.S.)

- Registered Limited Liability Partnership (§ 8221)
 Limited Liability Company (§ 8996)

Name	
Address	CT CORP-COUNTER
City	State Zip Code

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

Fec: See Instructions D. and F.

In compliance with the requirements of the applicable provisions (relating to annual registration), the undersigned domestic or foreign registered limited liability partnership/limited liability company, hereby states that:

1. The name of the registered limited liability partnership/limited liability company is:
North Shore Endoscopy Center, LLC

Limited Liability Partnership: complete only paragraph 2

2. The prescribed annual base fee of \$250 times _____ (the number of persons who were general partners of this partnership on December 31, _____ and who are described in § 8221(b)(1)) accompanies this Certificate of Annual Registration.

Limited Liability Company: complete only paragraphs 3 and 4

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

- The company did not engage in any business not permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.
- The company did engage in business not permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.

4. The prescribed annual base fee of \$380 times _____ (the number of persons who were members of this company on December 31, _____ and who are described in § 8998(b)(1)) accompanies this Certificate of Annual Registration.

Commonwealth of Pennsylvania
CERTIFICATE OF ANNUAL REPORT - LLC (Annual Report) 2 Page(s)



T0619563111

Certification#: 10090630-1 Page 7 of 8

41:11 5-2006

WPAHS-000614

DSCB:15-8221/8998-2

IN TESTIMONY WHEREOF, the undersigned general partner/member has executed this Certificate of Annual Registration this

5 day of July 2008.

North Shore Endoscopy Center, LLC

Name of Limited Liability Partnership/Company

[Handwritten Signature]

Signature

Document Divider

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 8, 2012

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

McCandless Endoscopy Center, LLC

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct
copy of

- 1 Certificate of Organization filed on June 7, 2007
- 2 LIMITED LIABILITY AMENDMENT filed on October 3, 2007
- 3 STATEMENT OF CORRECTION filed on October 23, 2007

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Carol Aichele

Secretary of the Commonwealth

WPAHS-000616

Document Divider

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Entity Number

Certificate of Organization
Domestic Limited Liability Company
(15 Pa.C.S. § 8913)

Name

Address

City

State

Zip Code

CT CORP-COUNTER

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

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Fee: \$125

Commonwealth of Pennsylvania
CERTIFICATE OF ORGANIZATION 3 Page(s)



T0715960139

In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (*designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation*):
McCandless Endoscopy, LLC

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
1307 Federal Street,	Pittsburgh,	PA	15212	Allegheny

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

3. The name and address, including street and number, if any, of each organizer is (*all organizers must sign on page 2*):

Name	Address
Beth Nyga	301 Grant Street, 14th Floor, Pittsburgh, PA 15219

PA032 - 01/07/2004 C T System OnLine

Certificate # 00906391 Page 1 of 8

2007 JUN -7 PM 4:28

WPAHS-000617

4. ~~Strike out if inapplicable term~~
~~A member's interest in the company is to be evidenced by a certificate of membership interest.~~

5. ~~Strike out if inapplicable:~~
~~Management of the company is vested in a manager or managers.~~

6. The specified effective date, if any is: _____
month date year hour, if any

7. ~~Strike out if inapplicable:~~ The company is a restricted professional company organized to render the following
~~restricted professional service(s):~~ _____

8. For additional provisions of the certificate, if any, attach an 8 1/2 x 11 sheet.

IN TESTIMONY WHEREOF, the organizer(s) has (have)
signed this Certificate of Organization this
6th day of June 2007



Beth Nyga, Sole Organizer
Signature

Signature

Signature

Document Divider

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Amendment-Domestic
(15 Pa.C.S.)

- Limited Partnership (§ 8512)
 Limited Liability Company (§ 8951)

Name	CT CORP-COUNTER		
Address			
City	State	Zip Code	

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

Commonwealth of Pennsylvania
LIMITED LIABILITY AMENDMENT 3 Page(s)



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to certificate of amendment), the undersigned, desiring to amend its Certificate of Limited Partnership/Organization, hereby certifies that:

1. The name of the limited partnership/limited liability company is:
McCandless Endoscopy, LLC

2. The date of filing of the original Certificate of Limited Partnership/Organization: 6/7/07

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

The amendment adopted by the limited partnership/limited liability company, set forth in full, is as follows:

Changing name of entity to: McCandless Endoscopy Center, LLC

The amendment adopted by the limited partnership/limited liability company is set forth in full in Exhibit A attached hereto and made a part hereof.

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

The amendment shall be effective upon filing this Certificate of Amendment in the Department of State.

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

5. Check if the amendment restates the Certificate of Limited Partnership/Organization:

The restated Certificate of Limited Partnership/Organization supersedes the original Certificate of Limited Partnership/Organization and all previous amendments thereto.

IN TESTIMONY WHEREOF, the undersigned limited partnership/limited liability company has caused this Certificate of Amendment to be executed this

2nd day of Oct 2007

McCandless Endoscopy, LLC

Name of Limited Partnership/Limited Liability Company



Signature

Beth Nyga, Organizer

Title

Document Divider

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

**Statement of Correction
(15 Pa.C.S. § 138)**

Name	CT - COUNTER		
Address			
City	State	Zip Code	

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

Commonwealth of Pennsylvania
STATEMENT OF CORRECTION 5 Page(s)



Fee: \$70

In compliance with the requirements of 15 Pa.C.S. § 138 (relating to statement of correction) the undersigned association or other person, desiring to correct an inaccurate record of corporate or other action or correct defective or erroneous execution of a document, hereby states that:

- The name of the association or other person is:
McCandless Endoscopy Center, LLC
- The (a) address of this association'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
1307 Federal Street,	Pittsburgh,	PA	15212	Allegheny

(b) Name of Commercial Registered Office Provider _____
c/o: _____
- The statute by or under which it was incorporated or the preceding filing was made, in the case of a filing that does not constitute a part of the articles of incorporation of a corporation is:
Business Corporation Law of 1988
- The inaccuracy or defect, which appears in Department of State form **DSCB1589132** filed on **6/7/07** and recorded in Roll and Film Number _____ et seq., is:
Line #5 of the Certificate of Organization was struck out in error.

PAGE - INFORMATION System Online
PA DEPT. OF STATE
Certification# 10090632-1 Page 5 of 8
2007 OCT 23 PM 12:27

WPAHS-000621

5. Check one of the following:

The portion of the document requiring correction in corrected form is set forth in Exhibit A attached hereto and made a part hereof.

The original document to which this statement relates shall be deemed re-executed.

The original document to which this statement relates shall be deemed stricken from the records of the Department.

IN TESTIMONY WHEREOF, the undersigned association or other person has caused this statement to be signed by a duly authorized officer thereof or otherwise in its name this

22nd day of October, 2007

McCandless Endoscopy Center, LLC
Name

[Signature]
Signature

Owner
Title

Document Divider

EXHIBIT A

**PENNSYLVANIA DEPARTMENT OF STATE
 CORPORATION BUREAU**

**Certificate of Organization
 Domestic Limited Liability Company
 (15 Pa.C.S. § 8913)**

Entity Number: _____

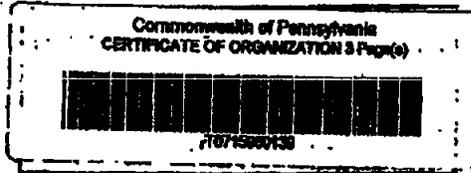
Name: _____

Address: **CT CORP-COUNTER**

City: _____ State: _____ Zip Code: _____

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

Fee: \$125



In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (nominative is required, i.e., "company", "limited" or "limited liability company" or abbreviation):
McCombes Enclosure, LLC

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
1307 Federal Street	Pittsburgh	PA	15212	Allegheny

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

3. The name and address, including street and number, if any, of each organizer is (all organizers must sign on page 2):

Name	Address
Mark Nye	381 Grant Street, 14th Floor, Pittsburgh, PA 15219

PA DEPT OF STATE
 2007 JUN -7 PM 4:28

DCCB-15-0013-2

4. *With my/our hands this day*
of this month in the County of [unclear] State of [unclear]

5. *By my/our hands:*
[Signature]

5. Management of the Company is vested in a Manager or Managers.

6. The specified effective date, if any is: _____
month day year hour, if any

7. *As the party/ies herein, the company is a qualified professional company operating in the following*
[unclear]

8. For additional provisions of the certificate, if any, attach an 8 1/2 x 11 sheet.

IN WITNESS WHEREOF, the organization(s) has (have)
signed this Certificate of Organization this
th day of Jan 2007
[Signature]
Buck Nye, Sole Organizer

Signature

Signature

FORM-00000001 Name 0/0/0

Document Divider

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 8, 2012

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Peters Township Surgery Center, LLC

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct
copy of

1 Certificate of Organization filed on October 22, 2010

which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

Carol Aichele

Secretary of the Commonwealth

WPAHS-000625

Document Divider

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

**Certificate of Organization
Domestic Limited Liability Company
(15 Pa.C.S. § 8913)**

Number _____
Name **CT CORP-COUNTER**
City **7977653 So PA**

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

Commonwealth of Pennsylvania
CERTIFICATE OF ORGANIZATION 4 Page(s)

Fee: \$125



In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (*designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation*):
Peters Township Surgery Center, LLC

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider c/o: C T Corporation System				County Dauphin

3 The name and address, including street and number, if any, of each organizer is (*all organizers must sign on page 2*):

Name	Address
Christopher F. Anderson	c/o Salem & Green, 3604 Fair Oaks Blvd., Suite #200, Sacramento, CA 95864-7256

4. *Strike out if inapplicable term*

A member's interest in the company is to be evidenced by a certificate of membership interest: ---

5. *Strike out if inapplicable:*

Management of the company is vested in a manager or managers.

6. The specified effective date, if any is: _____,
month date year hour, if any

7. *Strike out if inapplicable:* The company is a restricted professional company organized to render the following --
restricted professional service(s):

8. For additional provisions of the certificate, if any, attach an 8 1/2 x 11 sheet.
SEE ATTACHED PAGE

IN TESTIMONY WHEREOF, the organizer(s) has (have) signed this Certificate of Organization this

20 day of Oct., 2010.



Signature

Signature

Signature

**Certificate of Organization
Domestic Limited Liability Company
Item 8 – Additional Provision**

**Name: Peters Township Surgery Center, LLC
("Company")**

The Company's written Operating Agreement may provide that Members are liable to the Company and the other Members for additional capital contributions or rights of contribution. No one other than the Company or a Member of the Company is an intended beneficiary of the provisions and no one other than the Company or a Member of the Company shall have any rights to enforce this provision.

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

AUGUST 9, 2011

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

OPTIMA IMAGING, INC.

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct
copy of

1 ARTICLES OF INCORPORATION filed on February 4, 1991

which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

Carol Aichele

Secretary of the Commonwealth

WPAHS-000629

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Microfilm Number 9106 372

Filed with the Department of State on FEB 04 1991

Entity Number 2004619

Christopher A. Lewis,

Secretary of the Commonwealth *DL*

ARTICLES OF INCORPORATION

DSCB:15-1306(Rev 89)

Indicate type of domestic corporation (check one):

- Business-stock (15 Pa. C.S. § 1306) Professional (15 Pa. C.S. § 2903)
- Business-nonstock (15 Pa. C.S. § 2102) Management (15 Pa. C.S. § 2701)
- Business-statutory close (15 Pa. C.S. § 2304a is applicable) Cooperative (15 Pa. C.S. § 7701)

1. The name of the corporation is: Optima Imaging, Inc.

This corporation is incorporated under the provisions of the Business Corporation Law of 1988.

2. The (a) address of this corporation's initial registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is:

(a) 792 North Center Avenue, Somerset, Pennsylvania 15501 Somerset

Number and Street City State Zip County

(b) _____

Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The aggregate number of shares authorized is: 100,000 (other provisions, if any, attach 8 1/2 x 11 sheet)

4. The name and address, including street and number, if any, of each incorporator is:

Name	Address	Signature	Date
<u>K. S. Shetty, M.D.</u>	<u>124 Lakeview Drive Greensburg, PA 15601</u>	<i>K. S. Shetty</i>	<u>1/23/91</u>
<u>John Kennerdell</u>	<u>212 Bryant Street Vandergrift, PA 15690</u>	<i>John Kennerdell</i>	<u>1/23/91</u>

5. The specified effective date, if any, is: when filed with the Department of State
month day year hour, if any

6. Any additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.

7. Statutory close corporation only: Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "Public Offering" within the meaning of the Securities Act of 1933 (15U.S.C. § 77A et seq.).

8. Business cooperative corporations only: (Complete and strike out inapplicable term) The common bond of membership among its members/shareholders is: _____

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

FEBRUARY 10, 2012

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

OPEN MRI OF WASHINGTON COUNTY, L.L.C.

I, Carol Alchele, Secretary of the Commonwealth of Pennsylvania
do hereby certify that the foregoing and annexed is a true and correct
copy of

1 Limited filed on February 11, 2003

which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

A handwritten signature in cursive script, appearing to read "Carol Alchele".

Secretary of the Commonwealth

WPAHS-000631

Document Divider

2003013- 658

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Application for Registration - Foreign

(15 Pa.C.S.)

Entity Number

123876

- Registered Limited Liability General Partnership (§ 8211)
- Registered Limited Liability Limited Partnership (§ 8211)
- Limited Partnership (§ 8582)
- Limited Liability Company (§ 8981)

Name

Walter R. Bashaw II, Esquire

Address

35th Floor, FreeMarkets Center

City

State

Zip Code

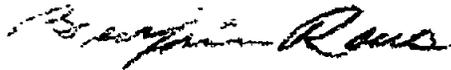
Pittsburgh, PA 15222

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

Fee: \$180

Filed in the Department of State on

FEB 11 2003



ACTING Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to registration), the undersigned, desiring to register to do business in this Commonwealth, hereby states that:

1. The name to be registered is:

Open MRI of Washington County, L.L.C.

2. (If the name set forth in paragraph 1 is not available for use in this Commonwealth, complete the following):

The name under which the limited liability company/limited liability partnership/limited partnership proposes to register and do business in this Commonwealth is:

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:

Jurisdiction: Delaware Date of Formation: 1-31-03

4. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
107 Paintersville Rd., P.O. Box 450, New Stanton, PA	New Stanton	PA	15672	Westmoreland

(b) Name of Commercial Registered Office Provider	County

2003 FEB 11 11:21:03

DSCB-15-8981/8211/8582-2 2003013- 659

5. Check and complete one of the following:

The address of the office required to be maintained by it in the jurisdiction of its organization by the laws of that jurisdiction is:

Number and street	City	State	Zip
-------------------	------	-------	-----

It is not required by the laws of its jurisdiction of organization to maintain an office therein and the address of its principal office is:

107 Paintersville Rd., P.O. Box 450, New Stanton,	PA	15672	
Number and street	City	State	Zip

6. For Restricted Professional Limited Liability Company Only. Strike out if inapplicable: ~~restricted professional company required to render the following professional service(s):~~

Limited Liability Partnership and Limited Partnership: Complete paragraphs 7 and 8

7. The name and business address of each general partner.

Name	Business Address
N/A	

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contribution is:

N/A

Number and street	City	State	Zip	County
-------------------	------	-------	-----	--------

The registered partnership hereby undertakes to keep those records until its registration to do business in the Commonwealth is canceled or withdrawn.

IN TESTIMONY WHEREOF, the undersigned has caused this Application for Registration to be signed by a duly authorized officer/member or manager thereof this

4 day of February 2003

Open MRI of Washington County, L.L.C.
 Name of Partnership/Company

[Signature]
 Signature

President
 Title

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

FEBRUARY 8, 2012

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

West Penn Ambulatory Surgical Company, LLC

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct
copy of

1 Certificate of Organization filed on March 25, 2010

which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

A handwritten signature in black ink, appearing to read "Carol Aichele".

Secretary of the Commonwealth

WPAHS-000634

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PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Organization
Domestic Limited Liability Company
(15 Pa.C.S. § 8913)

Address **CT-COUNTER**
City **7900749 50Pa**

Commonwealth of Pennsylvania
CERTIFICATE OF ORGANIZATION 4 Page(s)



Fee: \$125

In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation):
West Penn Ambulatory Surgical Company, LLC

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider c/o: CT Corporation System				County Dauphin

3. The name and address, including street and number, if any, of each organizer is (all organizers must sign on page 2):

Name	Address
Christopher F. Anderson	c/o Salem & Groca, 3604 Fair Oaks Blvd., Suite #200, Sacramento, CA 95864-7256

4. *Strike out if inapplicable term*
A member's interest in the company is to be evidenced by a certificate of membership interest: - - -

5. *Strike out if inapplicable:*
Management of the company is vested in a manager or managers.

6. The specified effective date, if any is: _____
month date year hour, if any

7. *Strike out if inapplicable:* The company is a restricted-professional-company organized to render the following --
restricted-professional-service(s):

8. For additional provisions of the certificate, if any, attach an 8 1/2 x 11 sheet.
SEE ATTACHED PAGE

IN TESTIMONY WHEREOF, the organizer ~~(s)~~ has ~~(signed)~~
signed this Certificate of Organization this
24th day of March, 2010 .


Signature

Signature

Signature

**Certificate of Organization
Domestic Limited Liability Company
Item 8 – Additional Provision**

**Name: West Penn Ambulatory Surgical Company, LLC
("Company")**

The Company's written Operating Agreement may provide that Members are liable to the Company and the other Members for additional capital contributions or rights of contribution. No one other than the Company or a Member of the Company is an intended beneficiary of the provisions and no one other than the Company or a Member of the Company shall have any rights to enforce this provision.

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200411-1-1635

Exhibit A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUBURBAN HEALTH FOUNDATION

FIRST: The name of the corporation is Suburban Health Foundation (hereinafter the "Corporation").

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

(a) Soliciting, receiving, managing, investing and distributing funds which will solely promote and support by donation, loan or otherwise, the interests of Allegheny General Hospital, Suburban Campus, a facility operated by Allegheny General Hospital, 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 deductible under sections 170(c) (2), 2055(a)(2) and 2522(a)(2) of the Code;

(b) Providing funds to further the erection, establishment, organization, equipment, operation, management and maintenance of Allegheny General Hospital, Suburban Campus only;

(c) Carrying on 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 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: The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

FIFTH: 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 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.

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 an organization described in section 501(c) (3) of the Code, and (ii) its status as an organization, contributions to which are deductible under sections 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 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.

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 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.

TENTH: No substantial part of the activities of the Corporation shall be carrying on of propoganda, or otherwise attempting to influence legislation, except as may otherwise be permitted by section 501(h) of the Code. No part of the activities of the Corporation shall be participating in, or intervening in, any political 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 these Articles, subject to obtaining any additional approvals required by the By-laws of the Corporation, and provided that any such alteration or amendment shall be consistent with the Corporation's status as a corporation (i) 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

TWELFTH: Reference in these Articles to sections of the

~~2004~~
~~11~~
~~1007~~
"Code" shall be deemed to include corresponding provisions of any future United States Internal Revenue law.

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

(SHFArticles of Incorporation-AGH amendment(final).AGH-SGH)

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MAY -3 2004

in the Department of
on
Peter C. Cantas
of the Commonwealth

3219940

CERTIFICATE OF ORGANIZATION

OF

WEST PENN ALLEGHENY FOUNDATION, LLC

In compliance with the requirements of 15 Pa. C.S. §8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (the "Company") is West Penn Allegheny Foundation, LLC.
2. The address of the registered office of the Company in Pennsylvania is:

c/o West Penn Allegheny Health System
16th Floor
Allegheny General Hospital
320 East North Avenue
Pittsburgh, PA 15212
Allegheny County
3. The Company shall have perpetual existence.
4. The purpose of the Company is: (i) to engage in the business of purchasing, financing or leasing equipment for resale or release to West Penn Allegheny Health System (the "System") or, on behalf of the System, to controlled charitable affiliates of the System, and to engage in such other lawful activities as may be in furtherance of or incidental to such purpose; and (ii) limited as hereafter described, to engage in all lawful business for which limited liability companies may be organized under 15 Pa.C.S. Ch. 89.

The Company is organized for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code (the "Code") and to support the System, its initial member, which is a Section 501(c)(3) organization qualifying as an organization described in Section 509(a)(1) of the Code, or any tax-exempt successor to its interest identified in the Company's operating agreement. More particularly, the Company is organized to support

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the System in furthering its duties and obligations as described in Section 501(c)(3) of the Code. The Company will operate at all times in a manner consistent with the charitable, scientific, educational or other tax-exempt purposes of the initial member or any tax-exempt successor to its interest identified in the Company's operating agreement. All members of the Company shall at all times qualify for tax-exemption under Section 501(c)(3) of the Code.

5. This certificate of organization and the operating agreement of the Company may be amended in the manner prescribed at the time by statute, and all rights conferred upon members in this certificate of organization or the operating agreement of the Company are granted subject to this reservation.

6. The name and address of the organizer are:

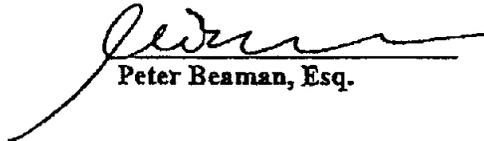
Peter Beaman, Esq.
Schnader Harrison Segal & Lewis LLP
Suite 2700, 120 Fifth Avenue
Pittsburgh, PA 15222

7. The interest of a member in the Company may but shall not be required to be evidenced by a certificate of membership interest. The procedures for assignment or transfer of a membership interest shall be as set forth in the operating agreement of the Company. The rights and obligations of the holders of membership interests represented by certificates and the rights and obligations of holders of uncertificated membership interests of the same type, or class and series, shall be identical.

8. Management of the Company shall be vested in a manger or managers as provided for in the operating agreement. The number of managers and the manner in which they are selected shall also be as prescribed in or by the operating agreement. Except as otherwise provided by resolution adopted by the managers or in the operating agreement, the managers may act only collectively as a board and by resolution duly adopted.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound, has executed this certificate of organization on May 3, 2004.

ORGANIZER:


Peter Beaman, Esq.

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Filed in the Department of
State on MAR. 17 2003

Stephen Raus
Secretary of the Commonwealth
ACTING

3130977

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 a nonprofit corporation, hereby certifies as follows:

FIRST: The name of the corporation is West Penn Allegheny Oncology Network (hereinafter the "Corporation").

SECOND: The address of the Corporation's initial registered office in this Commonwealth is c/o Jerry J. Fedele, 4800 Friendship Avenue, Pittsburgh, PA 15224, located in the County of Allegheny.

THIRD: The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988.

FOURTH: The Corporation is formed and is to be operated exclusively 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 of a regional health care system, comprised of corporations, each of which (x) has a sole corporate member that maintains governance control and oversight 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 without regard to age, sex, race, religion, national origin or sexual orientation, or (ii) carries on scientific research related to the causes, diagnosis, treatment, prevention or control of physical or mental diseases and impairments of persons, and (z) is described in sections 501(c)(3) and either 509(a)(1) or 509(a)(2) of the Code (all health care facilities operated by such corporations are referred to herein as the "Constituent Hospitals," and such corporations are referred to herein as the "Constituent Corporations") by:

- (a) maintaining and operating programs rendering 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 health care for sick, injured, disabled, indigent or infirm persons in the Western Pennsylvania community;
- (c) supporting or carrying on research and educational activities of the Constituent Hospitals and Constituent Corporations, 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 the Constituent Hospitals and Constituent Corporations in their residency training programs in various medical specialties and related teaching programs; and
- (e) exercising 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: 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 such additional rights and privileges as shall be specified in the Bylaws of 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) 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, (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 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

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 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.

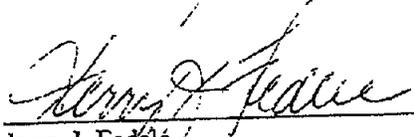
ELEVENTH: In the event of dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, and subject to providing prior notice to the Attorney General, obtaining the approval of the Court of Common Pleas, Orphans' Court Division of the Commonwealth of Pennsylvania, 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 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 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) contributions to which then are deductible under sections 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 carrying on propaganda, or otherwise attempting to influence legislation, except as may otherwise be permitted by section 501(h) of the Code. No part of the activities of the Corporation shall be participating in, or intervening in, 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 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) of 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(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

FOURTEENTH: References in these Articles to sections of the "Code" shall be deemed to include corresponding provisions of any future United States Internal Revenue law.

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of
Incorporation this 14 day of March, 2003.



Jerry J. Fedele
4800 Friendship Avenue
Pittsburgh, PA 15224

S:\LAW\SUIT\Misc\West Penn Allegheny Oncology Network (Articles of Incorporation) 2-5-03 wpd

WPAHS-000646

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Microfilm Number 200027-114

Filed with the Department of State on APR 03 2000

Entity Number 2907909

Kim Dujoville
Secretary of the Commonwealth

STATEMENT OF CHANGE OF REGISTERED OFFICE
DSCB:16-1507/4144/5507/6144/8506 (Rev 90)

Indicate type of entity (check one):

- Domestic Business Corporation (15 Pa.C.S. § 1507)
- Foreign Business Corporation (15 Pa.C.S. § 4144)
- Domestic Nonprofit Corporation (15 Pa.C.S. § 5507)
- Foreign Nonprofit Corporation (15 Pa.C.S. § 6144)
- Domestic Limited Partnership (15 Pa.C.S. § 8506)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

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

2. The (a) address of this corporation's or limited partnership'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)	<u>10145 Woodbury Drive</u>	<u>Wexford</u>	<u>PA</u>	<u>15090</u>	<u>Allegheny</u>
	Number and Street	City	State	Zip	County
(b) c/o:	<u>Jerry J. Fedele</u>				<u>Allegheny</u>
	Name of Commercial Registered Office Provider				County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3. (Complete part (a) or (b)):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

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

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o:	<u>Jerry J. Fedele</u>	<u>Allegheny</u>
	Name of Commercial Registered Office Provider	County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

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WPAHS-000647

200027-115

4. (Strike out if a limited partnership): Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer thereof this 27th day of March, 2000.

West Penn Allegheny Health System, Inc.

(Name of Corporation/Limited Partnership)

BY:

(Signature)

TITLE:

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PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

445

WEST PENN ALLEGHENY HEALTH SYSTEM, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITIES THAT ARE CHARITIES AND SOLICIT FUNDS SHOULD CONTACT THE BUREAU OF CHARITABLE ORGANIZATIONS FOR REGISTRATION REQUIREMENTS AT DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, SUITE 300 124 PINE STREET, HARRISBURG, PENNSYLVANIA 17101 (717) 783-1720 OR 1-800-732-0999 WITHIN PENNSYLVANIA.

ENTITY NUMBER: 2907909

MICROFILM NUMBER: 09982

1140-1143

CSC NETWORKS
COUNTER

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290 7909

9882-1140

NOV 12 1999

Filed in the Department of State on

Kim D'Amico
Secretary of the Commonwealth

2907909

ARTICLES OF INCORPORATION

OF

WEST PENN ALLEGHENY HEALTH SYSTEM, INC.

In compliance with the requirements of 15 Pa.C.S. § 5306, the undersigned, being of full age and desiring to incorporate a nonprofit corporation, hereby certifies as follows:

FIRST: The name of the corporation is West Penn Allegheny Health System, Inc. (hereinafter the "Corporation").

SECOND: The address of the Corporation's initial registered office in this Commonwealth is c/o Jerry J. Fedele, 10145 Woodbury Drive, Wexford, PA 15090, located in the county of Allegheny.

THIRD: The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988.

FOURTH: The Corporation is formed and is to be operated exclusively for charitable, scientific and educational purposes in such a manner that the Corporation will be an organization described in sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code") by:

Supporting and managing a regional health care system (the "Health Care System"), comprised of corporations of which the Corporation is the sole member, each of which (i) operates, raises funds for, or conducts activities otherwise ancillary to the operation of, health care facilities in Western Pennsylvania without regard to age, sex, race, religion, national origin or sexual orientation, or (ii) carries on scientific research and/or educational 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 sections 501(c)(3) and either 509(a)(1) or 509(a)(2) of the Code. All health care facilities operated by corporations of which the Corporation is the sole member are collectively referred to herein as the "Constituent Hospitals", and the corporations of which the Corporation is the sole member are referred to herein as the "Constituent Corporations";

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PA DEPT. OF STATE

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Supporting, sponsoring and carrying on educational and scientific activities and scientific research related to the care of the sick and injured that is a part of the Constituent Hospitals' and Constituent Corporations' charitable purposes;

Supporting and sponsoring activities designed and carried on to promote the general health of the western Pennsylvania community;

Supporting, managing, promoting, assisting, approving and directing the activities and programs of the Constituent Hospitals and Constituent Corporations by providing central management and operational services, access to capital, centralized planning and such other functions that support the charitable missions of the Constituent Hospitals and Constituent Corporations; and

Exercising 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: The Corporation does not contemplate pecuniary gain or profit incidental or otherwise.

SIXTH: The Corporation is organized upon a nonstock basis.

SEVENTH: The Corporation is to have no members.

EIGHTH: The name and address of the incorporator are:

Jerry J. Fedele 10145 Woodbury Drive
Wexford, PA 15090

NINTH: The names and addresses of the initial directors are:

Name	Address
Charles M. O'Brien, Jr.	107 Dogwood Lane Pittsburgh, PA 15238
David A. Samuel	4046 Dickey Road Gibsonia, PA 15044
Jerry J. Fedele	10145 Woodbury Drive Wexford, PA 15090

9982-1142

TENTH: 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, (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 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

ELEVENTH: 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 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.

TWELFTH: 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 Court of Common Pleas, Orphans' Court Division 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 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 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.

THIRTEENTH: No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may otherwise be permitted by section 501(h) of the Code. No part of the activities of the Corporation shall be participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements).

FOURTEENTH: The board of directors may alter or amend these Articles, subject to obtaining any additional approvals required by the By-laws of the Corporation, and 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) of 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(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

FIFTEENTH: References in these Articles to sections of the "Code" shall be deemed to include corresponding provisions of any future United States Internal Revenue law.

9982-1743

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of
Incorporation this 12 day of November, 1999.


Jerry J. Fedak
19145 Woodbury Drive
Wexford, PA 15090

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No. _____ Term, 19 _____

Proof of Publication of Notice in Pittsburgh Post-Gazette

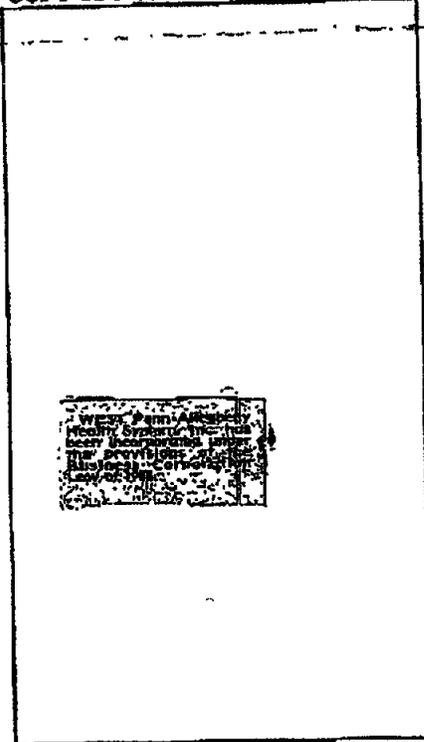
Under Act No. 587, Approved May 16, 1929, P.L. 1784, as last amended by Act No. 409 of September 29, 1951

Commonwealth of Pennsylvania, County of Allegheny, ss: A. Blanchard, being duly sworn, deposes and says that the Pittsburgh Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 by the merging of the Pittsburgh Post-Gazette and Sun-Telegraph and The Pittsburgh Press and the Pittsburgh Post-Gazette and Sun-Telegraph was established in 1960 and the Pittsburgh Post-Gazette was established in 1927 by the merging of the Pittsburgh Gazette established in 1786 and the Pittsburgh Post, established in 1842, since which date the said Pittsburgh Post-Gazette has been regularly issued in said County and that a copy of said printed notice or publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said Pittsburgh Post-Gazette a newspaper of general circulation on the following dates, viz:

24, of January, 2000.

Affiant further deposes that he/she is an agent for the PG Publishing Company, a corporation and publisher of the Pittsburgh Post-Gazette; that, as such agent, affiant is duly authorized to verify the foregoing statement under oath; that affiant is not interested in the subject matter of the aforesaid notice or publication; and that all allegations in the foregoing statement as to time, place and character of publication are true.

COPY OF NOTICE OR PUBLICATION

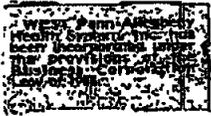


A. Blanchard
PG Publishing Company

Sworn to and subscribed before me this day of:
January 28, 2000.

Mary E. Wazonegger

Notarial Seal
Mary E. Wazonegger, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Feb. 18, 2000
Member, Pennsylvania Association of Notaries



STATEMENT OF ADVERTISING COSTS
CSC NETWORKS
319 MARKET STREET
HARRISBURG PA 17101

To PG Publishing Company

Total _____ \$ 36.60

Publisher's Receipt for Advertising Costs

PG PUBLISHING COMPANY, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

Office
34 Boulevard of the Allies
PITTSBURGH, PA 15222
Phone 412-263-1338

PG Publishing Company, a Corporation, Publisher of
Pittsburgh Post-Gazette, a Newspaper of General Circulation

By _____

I hereby certify that the foregoing is the original Proof of Publication and receipt for the Advertising costs in the subject matter of said notice.

Attorney for

Document Divider

IN RE: CHARTER NOTICE
WEST PENN ALLEGHENY HEALTH SYSTEM, INC.

Proof of Publication of Notice in Pittsburgh Legal Journal

UNDER ACT OF MAY 16, 1929, P.L. 1784, AS LAST AMENDED BY ACT 520, OF JULY 5, 1947

State of Pennsylvania }
County of Allegheny, } ss:

JULIE A. VODDE, a designated agent of the Publisher of the PITTSBURGH LEGAL JOURNAL, being duly sworn, deposes and says that the PITTSBURGH LEGAL JOURNAL is a legal newspaper which is published by The Allegheny County Bar Association at the offices at 400 Koppers Building, Pittsburgh, Allegheny County, Pennsylvania; and that the PITTSBURGH LEGAL JOURNAL was established as a weekly newspaper on April 23, 1858, and as a daily legal newspaper on January 4, 1926, since which date said daily newspaper has been regularly issued in said County, and that a copy of the printed notice or publication which is attached hereto is exactly the same as it was printed and published in the regular editions and issues of the said daily legal newspaper on the following dates, viz:

24th DAY OF JANUARY 2000

Affiant further deposes that she is an agent duly authorized by the publisher of said PITTSBURGH LEGAL JOURNAL, to verify the foregoing statement under oath and also declares that affiant is not interested in the subject matter of the aforesaid notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

Julie A. Vodde
Julie A. Vodde, Agent for the Publisher of the PITTSBURGH LEGAL JOURNAL

Sworn to and subscribed before me this

24th day of JANUARY (year) 2000

Margaret Ann Lewis

NOTARIAL SEAL
MARGARET ANN LEWIS, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Nov. 16, 2000

Statement of Advertising Costs

CSC UNITED STATES CORP.
319 MARKET STREET
HARRISBURG PA 17101

To PITTSBURGH LEGAL JOURNAL

For Publishing the notice or advertisement attached hereto on the above stated dates.....	54.00
Probating same.....	1.00
Total	55.00

01407-INV# 0000734

Publisher's Receipt for Advertising Costs
The PITTSBURGH LEGAL JOURNAL hereby acknowledges receipt of the aforesaid advertising and publication costs, and certifies that the same have been fully paid.

Business Office—400 Koppers Building
Pittsburgh, PA. 15219
Established 1853—Phone 251-6265

PITTSBURGH LEGAL JOURNAL

By.....

FEB 24 2000

I hereby certify that the foregoing is the original Proof of Publication and Receipt for the Advertising costs in the subject matter of said notice.

Attorney for

Copy of Notice or Publication

Notice is hereby given that Articles of Incorporation were filed with the Department of State of the Commonwealth of Pennsylvania, for a business corporation which had been incorporated under the provisions of the Business Corporation Law of 1906. The name of the corporation is WEST PENN ALLEGHENY HEALTH SYSTEM, INC. IN 24

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WEST PENN PHYSICIAN PRACTICE NETWORK
(Formerly Valley Development and Management Corporation)**

FIRST: The name of the corporation is West Penn Physician Practice Network (hereinafter the "Corporation").

SECOND: The address of the Corporation's initial registered office in this Commonwealth is c/o Chief Legal Counsel, The Western Pennsylvania Hospital, 4800 Friendship Avenue, Pittsburgh, PA 15224, Allegheny County.

THIRD: The Corporation is incorporated under the Nonprofit Corporation Law of 1988, as amended.

FOURTH: The Corporation is formed and is to be operated exclusively for the charitable, scientific, and educational purposes as defined and limited by 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.

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

SIXTH: The Corporation is organized on a non-stock basis.

SEVENTH: The sole Member of the Corporation shall be The Western Pennsylvania Hospital. As such, the Western Pennsylvania Hospital shall have all of the rights and privileges conferred upon members of nonprofit corporations 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 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 the Board of Directors. The qualifications, election, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws.

NINTH: Notwithstanding any other provisions 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, as an organization described in 501(c)(3) of the Code, (b) its status as a public charity under Section 509(a)(1), (2) or (3) of the Code, or (c) its status as an organization, contributions to which are deductible under Sections 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 the carrying on of propaganda or otherwise attempting to influence legislation, except as may otherwise be permitted by Section 501(h) of the Code. The Corporation shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including by the publishing or distribution of statements).

ELEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any trustee, director, or officer of the Corporation, or to any private individual, firm, corporation, or association, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in these Articles of Incorporation.

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(a) of the Code, as an organization or organizations described in Section 501(c)(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 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 alteration 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 thereto.

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200061-845

Filed in the Department of State on AUG 19 2000

Kim D. ...
Secretary of the Commonwealth
JK

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

- (a) Soliciting, receiving, managing, investing and distributing funds which will promote and support by donation, loan or otherwise, the interests of The Western Pennsylvania Hospital and West Penn Allegheny Health System, Inc., each 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,

PENNSYLVANIA DEPT OF STATE

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and (ii) contributions to which are deductible under sections 170(c) (2), 2055(a) (2) and 2522 (a)(2) of the Code;

(b) Providing funds to further the erection, establishment, organization, equipment, operation, management and maintenance of those corporations described in (a);

(c) Carrying on 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 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: 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 such 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 an organization described in section 501(c) (3) of the Code, and (ii) its status as an organization, contributions to which are deductible under sections 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 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.

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 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.

TENTH: No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may otherwise be permitted by section 501(h) of the Code. No part of the activities of the Corporation shall be participating in, or intervening in, any political 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 these Articles, subject to obtaining any additional approvals required by the By-laws of the Corporation, and provided that any such alteration or amendment shall be consistent with the Corporation's status as a corporation (i) 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.

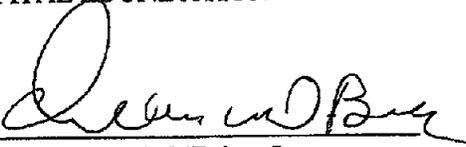
TWELFTH: Reference in these Articles to sections of the "Code" shall be deemed to include corresponding provisions of any future United States Internal Revenue law.

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

200061-848

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.

THE WESTERN PENNSYLVANIA
HOSPITAL FOUNDATION

By: 

Name: Charles M. O'Brien, Jr.

Title: Authorized Signatory

200061 - 849

**RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF
THE WESTERN PENNSYLVANIA HOSPITAL FOUNDATION**

Authorized Signatories Defined

For the purposes of determining whether a Transaction Document has been duly and validly executed and delivered by the Obligated Group Representative or any Member of the Obligated Group, the Authorized Signatories are constituted by the following individuals: Charles M. O'Brien, David A. Samuel and Jerry J. Fedele, each of whom is an officer of the Obligated Group Representative, and James L. Rosenberg, who is the Executive Vice President of the Obligated Group Representative.

WPAHS-000662