

- c. Right to Indemnification - Derivative Actions. Without limiting the generality of Article 12a, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Article 12c in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- d. Advance of Expenses. Expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 12 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 12 or otherwise.
- e. Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Article 12a, Article 12b or Article 12c shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- f. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person

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

- g. When Indemnification Not Made. Indemnification pursuant to this Article 12 shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- h. Grounds for Indemnification. Indemnification pursuant to this Article 12, under any other provision of the Bylaws of the Corporation, agreement, vote of Directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 12 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 12 shall be applicable to all actions, suits or proceedings within the scope of Article 12a, Article 12b or Article 12c, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- i. Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 12.
- j. Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 12 or otherwise.
- k. Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.
- l. Applicability to Predecessor Companies. For purposes of this Article 12, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any

such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member, or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member, or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 12 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded to Directors, officers and employees of the Corporation pursuant to Article 12k.

~~4. The Corporation shall not contemplate pecuniary gain or profit, incidental or otherwise.~~

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

~~5. The Corporation is organized upon a nonstock basis.~~

PRIMARY CARE GROUP 11, INC.

~~6. The sole member of the Corporation shall be Jefferson Regional Medical Center, a Pennsylvania nonprofit corporation (the "Sole Member").~~

~~7. The term for which the Corporation is to exist is perpetual.~~

By: _____
Name: _____
Title: _____

~~8. In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation in such manner, or to such organization or organizations, as the Sole Member shall determine.~~

Date: _____

TAB L

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PRIMARY CARE GROUP 12, INC.

Articles of Incorporation
of

In compliance with the requirements of the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Nonprofit Corporation Law"), Primary Care Group 12, Inc., a Pennsylvania nonprofit corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles of Incorporation ("Articles") supersede the original Articles of Incorporation and all amendments thereto:

1. ~~1. Corporate Name.~~ The name of the corporation is Primary Care Group 12, Inc., ~~a Pennsylvania nonprofit corporation (the "Corporation").~~
2. ~~2. Registered Office.~~ The location and post office address of the registered office of the Corporation in this Commonwealth is ~~565 Coal Valley Road, PO Box 18119, Pittsburgh, PA 15236-0119; Suite 109, 17 Arentzen Blvd., Charleroi, PA 15022.~~
3. ~~3. The purposes of the Corporation are to operate as a Pennsylvania nonprofit corporation in the course of which operation:~~
 - ~~(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other persons, 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 the purposes set forth herein;~~
5. Organization and Purpose. The Corporation is organized under the Nonprofit Corporation Law for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in this connection is organized:
 - (a) To arrange for the provision of health care services;
 - (b) To operate as part of the nonprofit health care system governed by [New Parent's Member], a Pennsylvania nonprofit corporation ("[New Parent's Member]"), and

support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control (the "subsidiaries");

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

(d) To carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes; and

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

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

7. Non-Stock Basis. The Corporation is to be organized on a non-stock basis.

8. Members. The Corporation shall have a single member which shall be Jefferson Regional Medical Center, a Pennsylvania nonprofit corporation (the "Member").

9. Management. Except for those powers reserved to the Member, [New Parent], a Pennsylvania nonprofit corporation ("[New Parent]") and [New Parent's Member] in the Bylaws of the Corporation, the affairs and business of the Corporation shall be managed by or under a Board of Directors. The number, term of office and method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.

10. ~~(b) Exempt Organization. No substantial part of the activities of the Corporation shall be devoted to carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office except as authorized under the Code;~~

11.

12. ~~and in furtherance thereof:~~

~~—— (c) To arrange for the provision of health care services; and~~

~~—— (d) To engage in any lawful activities within the purposes for which a corporation may be organized under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and which are not inconsistent with the purposes set forth in the articles of incorporation and bylaws of the Corporation.~~

13. Earnings. Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

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

15. Personal Liability of Directors.

- a. Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.
- b. Applicability. The provisions of this Article 11 shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this

Article 11 is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Article 11. Any amendment or repeal of this Article 11 or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

16. Indemnification.

- a. Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 12, shall mean any Director, officer, member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 12.

- b. Right to Indemnification - Third Party Actions. Without limiting the generality of Article 12a, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- c. Right to Indemnification - Derivative Actions. Without limiting the generality of Article 12a, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Article 12c in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- d. Advance of Expenses. Expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 12 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 12 or otherwise.
- e. Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Article 12a, Article 12b or Article 12c shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- f. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person

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

- g. When Indemnification Not Made. Indemnification pursuant to this Article 12 shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- h. Grounds for Indemnification. Indemnification pursuant to this Article 12, under any other provision of the Bylaws of the Corporation, agreement, vote of Directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 12 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 12 shall be applicable to all actions, suits or proceedings within the scope of Article 12a, Article 12b or Article 12c, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- i. Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 12.
- i. Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 12 or otherwise.
- k. Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.
- l. Applicability to Predecessor Companies. For purposes of this Article 12, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any

such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member, or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member, or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 12 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded to Directors, officers and employees of the Corporation pursuant to Article 12k.

~~4. The Corporation shall not contemplate pecuniary gain or profit, incidental or otherwise.~~

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

~~5. The Corporation is organized upon a nonstock basis.~~

PRIMARY CARE GROUP 12, INC.

~~6. The sole member of the Corporation shall be Jefferson Regional Medical Center, a Pennsylvania nonprofit corporation (the "Sole Member").~~

~~7. The term for which the Corporation is to exist is perpetual.~~

By: _____

Name: _____

Title: _____

~~8. In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation in such manner, or to such organization or organizations, as the Sole Member shall determine.~~

Date: _____

TAB M

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FAMILY PRACTICE MEDICAL ASSOCIATES SOUTH, INC.

Amended and Restated
Articles of Incorporation
of

In compliance with the requirements of the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Nonprofit Corporation Law"), Family Practice Medical Associates South, Inc., a Pennsylvania nonprofit corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles of Incorporation ("Articles") supersede the original Articles of Incorporation and all amendments thereto:

1. Corporate Name. The name of the corporation is Family Practice Medical Associates South, Inc., ~~Pennsylvania nonprofit corporation (the "Corporation").~~
2. Registered Office. The location and post office address of the registered office of the Corporation in this Commonwealth is 1200 Brooks Lane, Suite 290, Jefferson Hills, PA ~~15025,~~ 15025.
3. ~~The purposes of the Corporation are to operate as a Pennsylvania nonprofit corporation in the course of which operation:~~ Organization and Purpose. The Corporation is organized under the Nonprofit Corporation Law for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in this connection is organized:
 - (a) ~~No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Directors, officers, or other persons, 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 the purposes set forth herein;~~ To arrange for the provision of health care services;
 - (b) To operate as part of the nonprofit health care system governed by [New Parent's Member], a Pennsylvania nonprofit corporation ("[New Parent's Member]"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control (the "subsidiaries");

- (c) To exercise such powers in furtherance of the foregoing purposes as are now or may be granted hereafter by the Nonprofit Corporation Law, as amended from time to time, or any successor legislation;
 - (d) To carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes; and
 - (e) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.
4. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
 5. Non-Stock Basis. The Corporation is to be organized on a non-stock basis.
 6. Members. The Corporation shall have a single member which shall be Jefferson Regional Medical Center, a Pennsylvania nonprofit corporation (the "Member").
 7. Management. Except for those powers reserved to the Member, [New Parent], a Pennsylvania nonprofit corporation ("[New Parent]") and [New Parent's Member] in the Bylaws of the Corporation, the affairs and business of the Corporation shall be managed by or under a Board of Directors. The number, term of office and method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.
 8. ~~(b) Exempt Organization. No substantial part of the activities of the Corporation shall be devoted to carrying on of-propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office-except as authorized under the Code;~~

~~and in furtherance thereof:~~

~~(e) — To arrange for the provision of health care services; and~~

~~(d) — To engage in any lawful activities within the purposes for which a corporation may be organized under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and which are not inconsistent with the purposes set forth in the articles of incorporation and bylaws of the Corporation.~~

~~4. — The Corporation shall not contemplate pecuniary gain or profit, incidental or otherwise.~~

~~5. — The Corporation is organized upon a nonstock basis.~~

~~6. The sole member of the Corporation shall be Jefferson Regional Medical Center, a Pennsylvania nonprofit corporation (the "Sole Member").~~

~~7. The term for which the Corporation is to exist is perpetual.~~

~~8. In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation in such manner, or to such organization or organizations, as the Sole Member shall determine.~~

9. Earnings. Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

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

11. Personal Liability of Directors.

- a. Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.
- b. Applicability. The provisions of this Article 11 shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Article 11 is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Article 11. Any amendment or repeal of this Article 11 or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

12. Indemnification.

- a. Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 12, shall mean any Director, officer, member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 12.
- b. Right to Indemnification - Third Party Actions. Without limiting the generality of Article 12a, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the

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

- c. Right to Indemnification - Derivative Actions. Without limiting the generality of Article 12a, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Article 12c in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- d. Advance of Expenses. Expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 12 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 12 or otherwise.
- e. Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Article 12a, Article 12b or Article 12c shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if

obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

- f. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.
- g. When Indemnification Not Made. Indemnification pursuant to this Article 12 shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- h. Grounds for Indemnification. Indemnification pursuant to this Article 12, under any other provision of the Bylaws of the Corporation, agreement, vote of Directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 12 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 12 shall be applicable to all actions, suits or proceedings within the scope of Article 12a, Article 12b or Article 12c, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- i. Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 12.
- i. Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 12 or otherwise.
- k. Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall (a) be deemed to create contractual rights in favor of each person who serves as a

representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.

1. Applicability to Predecessor Companies. For purposes of this Article 12, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member, or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member, or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 12 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded to Directors, officers and employees of the Corporation pursuant to Article 12k.

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

**FAMILY PRACTICE MEDICAL
ASSOCIATES SOUTH, INC.**

By: _____

Name: _____

Title: _____

Date: _____

TAB N

Applicant's Account No. _____ DSCB BCL-204 Rev. 8-721 Filing Fee: \$75 AIB-7	Filed this _____ day of _____, A.D. _____ Commonwealth of Pennsylvania Department of State Secretary of the Commonwealth
Articles of Incorporation- Domestic Business Corporation	COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU
<p>In compliance with the requirements of section 294 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) 116 P. S. §1204) the undersigned, desiring to be incorporated as a business corporation, hereby certifies (certify) that:</p> <p>1. The name of the corporation is: Health System Service Corporation</p> <hr/> <p>2. The location and post office address of the initial registered office of the corporation in this Commonwealth is:</p> <p style="text-align: center;">_____ 1800 _____ West Street _____ (NUMBER) _____ (STREET)</p> <p style="text-align: center;">_____ Homestead _____ Pennsylvania _____ 15120 _____ (CITY) _____ (ZIP CODE)</p> <p>3. The corporation is incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes: The Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which corporations may be incorporated under the Pennsylvania Business Corporation Law of 1933, as amended</p> <hr/> <p>4. The term for which the corporation is to exist is <u>perpetual</u></p> <hr/> <p>5. The approximate number of shares which the corporation shall have authority to issue is:</p> <p>Two Million (2,000,000) shares of stock having a par value of \$1.00 per share, of which shares the sum of one million (1,000,000) shares shall be deemed common stock with full voting rights but without preemptive rights or the right to cumulate votes. The balance of the shares of stock may be issued in one or more series, with such redemption rights, voting powers, designations, preferences and relative participating optional or other special rights, if any, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock or services thereof, adopted at any time or from time to time by the Board of Directors of the Corporation.</p>	



6. The name(s) and post office address(es) of each incorporator(s) and the number and class of shares subscribed by such incorporator(s) is (are):

NAME	ADDRESS (including street and number, if any)	NUMBER AND CLASS OF SHARES
Frederick A. Boehm	2410 Silver Oak Drive, Pittsburgh, PA 15220	1 share common

IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed and sealed these Articles of Incorporation this

9th day of July, 1981.

(SEAL)

(SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. For general instructions relating to the incorporation of business corporations see 19 Pa. Code Ch. 35 (relating to business corporations general). These instructions relate to such matters as corporate name, stated purposes, term of existence, authorized share structure and related authority of the board of directors, inclusion of names of first directors in the Articles of Incorporation, optional provisions on cumulative voting for election of directors, etc.
- B. One or more corporations or natural persons of full age may incorporate a business corporation.
- C. Optional provisions required or authorized by law may be added as Paragraphs 7, 8, 9 . . . etc.
- D. The following shall accompany this form:
 - (1) Three copies of Form DSCB BCL-206 (Registry Statement Domestic or Foreign Business Corporation).
 - (2) Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name).
 - (3) Any necessary governmental approvals.
- E. BCL §205 (15 Pa. S. §1205) requires that the incorporators shall advertise their intention to file or the corporation shall advertise the filing of articles of incorporation. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

DRAFT
1/17/2013

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEALTH SYSTEM SERVICE CORPORATION

In compliance with the requirements of the Pennsylvania Business Corporation Law of 1988, as amended (the "BCL"), Health System Service Corporation, a Pennsylvania corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles of Incorporation ("Articles") supersede the original Articles of Incorporation and all amendments thereto:

1. Corporate Name. The name of the corporation is Health System Service Corporation.
2. Registered Office. The location and post office address of the registered office of the Corporation in this Commonwealth is Coal Valley Road, PO Box 18119, Pittsburgh, Pennsylvania 15236.
3. Shareholders. The Shareholder of the Corporation shall be Jefferson Regional Medical Center, and any successor to such Corporation resulting by merger, consolidation, division or change of name ("Shareholder"). Aggregate number of shares is two million (2,000,000), par value of One Dollar (\$1.00) per share of which one million (1,000,000) shares are deemed common stock with full voting rights but without preemptive rights or the right to cumulate votes. All of the issued and outstanding shares of the Corporation are owned by the Shareholder.
4. Management. Except for those powers reserved to the Shareholder, [New Parent], a Pennsylvania nonprofit corporation ("[New Parent]") and [New Parent's Member] in the Bylaws of the Corporation, the affairs and business of the Corporation shall be managed by or under a Board of Directors. The number, term of office and method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.
5. Personal Liability of Directors.
 - a. Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

b. Applicability. The provisions of this Article 5 shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Article 5 is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Article 5. Any amendment or repeal of this Article 5 or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

6. Indemnification.

a. Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 6, shall mean any Director, officer, member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 6.

b. Right to Indemnification - Third Party Actions. Without limiting the generality of Article 6a, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- c. Right to Indemnification - Derivative Actions. Without limiting the generality of Article 6a, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Article 6c in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- d. Advance of Expenses. Expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 6 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 6 or otherwise.
- e. Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Article 6a, Article 6b or Article 6c shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- f. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 6 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person

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

- g. When Indemnification Not Made. Indemnification pursuant to this Article 6 shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- h. Grounds for Indemnification. Indemnification pursuant to this Article 6, under any other provision of the Bylaws of the Corporation, agreement, vote of Directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 6 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 12 shall be applicable to all actions, suits or proceedings within the scope of Article 12a, Article 6b or Article 6c, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- i. Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 6.
- j. Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 6 or otherwise.
- k. Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 6 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.
- l. Applicability to Predecessor Companies. For purposes of this Article 6, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any

such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member, or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member, or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 6 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded to Directors, officers and employees of the Corporation pursuant to Article 6k.

**HEALTH SYSTEM SERVICE
CORPORATION**

By: _____

Name: _____

Title: _____

Date: _____

TAB O

PENNSYLVANIA
DEPARTMENT OF
STATE CORPORATION
BUREAU
RAFT

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

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

1/17/2013

EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

JEFFERSON REGIONAL MEDICAL CENTER HEALTH PAVILION

Name <hr/> Address <hr/> City _____ State _____ Zip Code _____	Document will be returned to the name and address you enter to the left. ←
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Fee: In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is: <hr/>
2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department): (a) Number and Street _____ City _____ State _____ Zip _____ County _____ <hr/> (b) Name of Commercial Registered Office Provider _____ County _____

	Signature
	Title

Exhibit "A" Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Nonprofit Corporation Law"), Jefferson Regional Medical Center Health Pavilion, a Pennsylvania nonprofit corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles of Incorporation

of
Brentwood Medical Associates, Inc. The ("Articles") supersede the original Articles of Incorporation ~~of Brentwood Medical Associates, Inc. are hereby amended and restated in their entirety to provide as follows~~ and all amendments thereto:

1. ~~1. Corporate Name.~~ The name of the corporation is Jefferson Regional Medical Center Health Pavilion, ~~a Pennsylvania nonprofit corporation (the "Corporation")~~.
2. ~~2. Registered Office.~~ The location and post office address of the registered office of the Corporation in this Commonwealth is 565 Coal Valley Road, ~~PO Box 18119, Pittsburgh, PA Pennsylvania 15236-0119, 0119.~~
3. ~~3. — The purposes of the Corporation are to operate as a Pennsylvania nonprofit corporation in the course of which operation:~~
4. Organization and Purpose. The Corporation is organized under the Nonprofit Corporation Law for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in this connection is organized:
 - (a) To arrange for the provision of health care services;
 - (b) To operate as part of the nonprofit health care system governed by [New Parent's Member], a Pennsylvania nonprofit corporation ("[New Parent's Member]"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control (the "subsidiaries");
 - (c) To exercise such powers in furtherance of the foregoing purposes as are now or may be granted hereafter by the Nonprofit Corporation Law, as amended from time to time, or any successor legislation;
 - (d) To carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes; and
 - (e) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.

5. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
6. Non-Stock Basis. The Corporation is to be organized on a non-stock basis.
7. ~~(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other persons, 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 the purposes set forth herein;~~ Members. The Member of the Corporation shall be Health System Service Corporation ("Member"). There shall be no other members or classes of membership. The President/CEO of the Member shall be entitled to vote on behalf of the Member in accordance with the authority granted to the President/CEO of the Member unless the Member notifies the Corporation in writing that another officer is authorized to vote on behalf of the Member. The Member may voluntarily transfer its membership, subject to the reserved powers of the [New Parent's Member] as set forth in the Corporation's Bylaws.
8. Management. Except for those powers reserved to the Member, and the Member's right and power to make recommendations to Jefferson Regional Medical Center ("JRMC"), [New Parent], a Pennsylvania nonprofit corporation ("[New Parent]") and [New Parent's Member] in the Bylaws of the Corporation, the affairs and business of the Corporation shall be managed by or under a Board of Directors. The number, term of office and method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.
9. ~~(b) Exempt Organization.~~ No substantial part of the activities of the Corporation shall be ~~the devoted to carrying on of~~ propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate ~~in,~~ or intervene in (including the publishing or ~~distribution~~ distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office ~~except as authorized under the Code;~~

~~and in furtherance thereof:~~

~~(c) — To further the efficient delivery of quality health care services in the geographic area served by the Corporation's Sole Member; and~~

~~(d) — To engage in any lawful activities within the purposes for which a corporation may be organized under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and which are not inconsistent with the purposes set forth in the articles of incorporation and bylaws of the Corporation.~~

~~4. — The Corporation shall not contemplate pecuniary gain or profit, incidental or otherwise.~~

~~5. — The Corporation is organized upon a nonstock basis.~~

~~6. The sole member of the Corporation shall be Health System Service Corporation, a Pennsylvania corporation (the "Sole Member").~~

~~7. The term for which the Corporation is to exist is perpetual.~~

~~8. In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation in such manner, or to such organization or organizations, as the Sole Member shall determine.~~

10. Earnings. Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

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

12. Personal Liability of Directors.

- a. Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.
- b. Applicability. The provisions of this Article 11 shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Article 11 is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Article 11. Any amendment or repeal of this Article 11 or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

13. Indemnification.

- a. Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 12, shall mean any Director, officer, member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 12.
- b. Right to Indemnification - Third Party Actions. Without limiting the generality of Article 12a, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the

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

- c. Right to Indemnification - Derivative Actions. Without limiting the generality of Article 12a, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Article 12c in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- d. Advance of Expenses. Expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 12 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 12 or otherwise.
- e. Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Article 12a, Article 12b or Article 12c shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if

obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

- f. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.
- g. When Indemnification Not Made. Indemnification pursuant to this Article 12 shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- h. Grounds for Indemnification. Indemnification pursuant to this Article 12, under any other provision of the Bylaws of the Corporation, agreement, vote of Directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 12 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 12 shall be applicable to all actions, suits or proceedings within the scope of Article 12a, Article 12b or Article 12c, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- i. Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 12.
- j. Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 12 or otherwise.
- k. Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall (a) be deemed to create contractual rights in favor of each person who serves as a

representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.

1. Applicability to Predecessor Companies. For purposes of this Article 12, references to the “Corporation” include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to “representatives” shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member, or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member, or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 12 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded to Directors, officers and employees of the Corporation pursuant to Article 12k.

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

**JEFFERSON REGIONAL MEDICAL
CENTER HEALTH PAVILION**

By: _____

Name: _____

Title: _____

Date: _____

TAB P

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
(continued)

- ~~11. No part of the net assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons, 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 Article 3 hereof.~~
- ~~12. The term of existence of the Corporation shall be perpetual.~~

OF

THE PARK CARDIOTHORACIC AND VASCULAR INSTITUTE

In compliance with the requirements of the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Nonprofit Corporation Law"), The Park Cardiothoracic and Vascular Institute, a Pennsylvania nonprofit corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles of Incorporation ("Articles") supersede the original Articles of Incorporation and all amendments thereto:

1. Corporate Name. The name of the corporation is The Park Cardiothoracic and Vascular Institute.
2. Registered Office. The location and post office address of the registered office of the Corporation in this Commonwealth is Coal Valley Road, P.O. Box 18119, Pittsburgh, PA 15236.
3. Organization and Purpose. The Corporation is organized under the Nonprofit Corporation Law for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in this connection is organized:
 - (a) To arrange for the provision of health care services;

- (b) To operate as part of the nonprofit health care system governed by [New Parent's Member], a Pennsylvania nonprofit corporation ("[New Parent's Member]"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control (the "subsidiaries");
 - (c) To exercise such powers in furtherance of the foregoing purposes as are now or may be granted hereafter by the Nonprofit Corporation Law, as amended from time to time, or any successor legislation;
 - (d) To carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes; and
 - (e) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.
4. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
 5. Non-Stock Basis. The Corporation is to be organized on a non-stock basis.
 6. Members. The Corporation shall have a single member which shall be Jefferson Regional Medical Center, a Pennsylvania nonprofit corporation (the "Member").
 7. Management. Except for those powers reserved to the Member, [New Parent], a Pennsylvania nonprofit corporation ("[New Parent]") and [New Parent's Member] in the Bylaws of the Corporation, the affairs and business of the Corporation shall be managed by or under a Board of Directors. The number, term of office and method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.
 8. Exempt Organization. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
 9. Earnings. Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
 10. Dissolution. Upon the dissolution or liquidation of the Corporation, after paying or making provision for payment of all of the known liabilities of the Corporation, any remaining assets of the Corporation shall be transferred to the Member, or its successor, provided that the Member or such successor is then in existence and then

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

11. Personal Liability of Directors.

- a. Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.
- b. Applicability. The provisions of this Article 11 shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Article 11 is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Article 11. Any amendment or repeal of this Article 11 or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

12. Indemnification.

- a. Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 12, shall mean any Director, officer, member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 12.
- b. Right to Indemnification - Third Party Actions. Without limiting the generality of Article 12a, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- c. Right to Indemnification - Derivative Actions. Without limiting the generality of Article 12a, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith

and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Article 12c in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.

- d. Advance of Expenses. Expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 12 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 12 or otherwise.
- e. Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Article 12a, Article 12b or Article 12c shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- f. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.
- g. When Indemnification Not Made. Indemnification pursuant to this Article 12 shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- h. Grounds for Indemnification. Indemnification pursuant to this Article 12, under any other provision of the Bylaws of the Corporation, agreement, vote of

Directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 12 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 12 shall be applicable to all actions, suits or proceedings within the scope of Article 12a, Article 12b or Article 12c, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

- i. Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 12.
- j. Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 12 or otherwise.
- k. Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.
- l. Applicability to Predecessor Companies. For purposes of this Article 12, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member, or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member, or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 12 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are

afforded to Directors, officers and employees of the Corporation pursuant to Article 12k.

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

**THE PARK CARDIOTHORACIC
AND VASCULAR INSTITUTE**

By: _____

Name: _____

Title: _____

Date: _____

TAB Q

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPECIALTY GROUP PRACTICE 1, INC.

**Articles of Incorporation
of**

In compliance with the requirements of the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Nonprofit Corporation Law"), Specialty Group Practice 1, Inc., a Pennsylvania nonprofit corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles of Incorporation ("Articles") supersede the original Articles of Incorporation and all amendments thereto:

1. ~~1. Corporate Name.~~ The name of the corporation is Specialty Group Practice 1, Inc., a Pennsylvania nonprofit corporation (the "Corporation").
2. ~~2. Registered Office.~~ The location and post office address of the registered office of the Corporation in this Commonwealth is ~~565 SHMB Suite 365, 575 Coal Valley Road, PO Box 18119, Pittsburgh Clairton, PA 15236-0119, 15025.~~
3. ~~3. The purposes of the Corporation are to operate as a Pennsylvania nonprofit corporation in the course of which operation:~~
 - ~~(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other persons, 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 the purposes set forth herein;~~
5. Organization and Purpose. The Corporation is organized under the Nonprofit Corporation Law for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in this connection is organized:
 - (a) To arrange for the provision of health care services;
 - (b) To operate as part of the nonprofit health care system governed by [New Parent's Member], a Pennsylvania nonprofit corporation ("[New Parent's Member]"), and

support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control (the "subsidiaries");

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

(d) To carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes; and

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

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

7. Non-Stock Basis. The Corporation is to be organized on a non-stock basis.

8. Members. The Corporation shall have a single member which shall be Jefferson Regional Medical Center, a Pennsylvania nonprofit corporation (the "Member").

9. Management. Except for those powers reserved to the Member, [New Parent], a Pennsylvania nonprofit corporation ("[New Parent]") and [New Parent's Member] in the Bylaws of the Corporation, the affairs and business of the Corporation shall be managed by or under a Board of Directors. The number, term of office and method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.

10. ~~(b)~~ Exempt Organization. No substantial part of the activities of the Corporation shall be ~~the~~ devoted to carrying on ~~of~~ propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate ~~in~~, or intervene in (including the publishing or ~~distribution~~ distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office ~~except as authorized under the Code.~~

11.

12. ~~and in furtherance thereof:~~

~~—— (c) —— To arrange for the provision of health care services; and~~

~~—— (d) —— To engage in any lawful activities within the purposes for which a corporation may be organized under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and which are not inconsistent with the purposes set forth in the articles of incorporation and bylaws of the Corporation.~~

~~4. The Corporation shall not contemplate pecuniary gain or profit, incidental or otherwise.~~

~~5. The Corporation is organized upon a nonstock basis.~~

13. Earnings. Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

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

15. Personal Liability of Directors.

a. Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director of the

Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

- b. Applicability. The provisions of this Article 11 shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Article 11 is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Article 11. Any amendment or repeal of this Article 11 or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

16. Indemnification.

- a. Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 12, shall mean any Director, officer, member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 12.
- b. Right to Indemnification - Third Party Actions. Without limiting the generality of Article 12a, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he

or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- c. Right to Indemnification - Derivative Actions. Without limiting the generality of Article 12a, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Article 12c in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- d. Advance of Expenses. Expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 12 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 12 or otherwise.
- e. Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Article 12a, Article 12b or Article 12c shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- f. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall not be deemed exclusive of any other rights to which a person seeking indemnification or

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

- g. When Indemnification Not Made. Indemnification pursuant to this Article 12 shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- h. Grounds for Indemnification. Indemnification pursuant to this Article 12, under any other provision of the Bylaws of the Corporation, agreement, vote of Directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 12 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 12 shall be applicable to all actions, suits or proceedings within the scope of Article 12a, Article 12b or Article 12c, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- i. Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 12.
- j. Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 12 or otherwise.
- k. Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.

1. Applicability to Predecessor Companies. For purposes of this Article 12, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member, or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member, or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 12 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded to Directors, officers and employees of the Corporation pursuant to Article 12k.

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

~~6. The sole member of the Corporation shall be Jefferson Regional Medical Center, a Pennsylvania nonprofit corporation (the "Sole Member")~~

**SPECIALTY GROUP PRACTICE
1, INC.**

~~7. The term for which the Corporation is to exist is perpetual.~~

By: _____
Name: _____
Title: _____

~~8. In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation in such manner, or to such organization or organizations, as the Sole Member shall determine.~~

Date: _____

TAB R

~~1. Purpose of Corporation. The purposes of the Corporation are to operate as a Pennsylvania nonprofit corporation in the course of which operation:~~

~~(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other persons, 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 the purposes set forth herein;~~

1/17/2013

EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

GRANDIS, RUBIN, SHANAHAN & ASSOCIATES

In compliance with the requirements of the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Nonprofit Corporation Law"), Grandis, Rubin, Shanahan & Associates, a Pennsylvania nonprofit corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles of Incorporation ("Articles") supersede the original Articles of Incorporation and all amendments thereto:

1. Corporate Name. The name of the corporation is Grandis, Rubin, Shanahan & Associates.

2. Registered Office. The location and post office address of the registered office of the Corporation in this Commonwealth is 565 Coal Valley Road, P.O. Box 18119, Pittsburgh, PA 15236.
3. Organization and Purpose. The Corporation is organized under the Nonprofit Corporation Law for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in this connection is organized:
 - (a) To arrange for the provision of health care services;
 - (b) To operate as part of the nonprofit health care system governed by [New Parent's Member], a Pennsylvania nonprofit corporation ("[New Parent's Member]"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control (the "subsidiaries");
 - (c) To exercise such powers in furtherance of the foregoing purposes as are now or may be granted hereafter by the Nonprofit Corporation Law, as amended from time to time, or any successor legislation;
 - (d) To carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes; and
 - (e) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.
4. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. Non-Stock Basis. The Corporation is to be organized on a non-stock basis.
6. Members. The Corporation shall have a single member which shall be Jefferson Regional Medical Center, a Pennsylvania nonprofit corporation (the "Member").
7. Management. Except for those powers reserved to the Member, [New Parent], a Pennsylvania nonprofit corporation ("[New Parent]") and [New Parent's Member] in the Bylaws of the Corporation, the affairs and business of the Corporation shall be managed by or under a Board of Directors. The number, term of office and method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.
8. ~~(b)~~ Exempt Organization. No substantial part of the activities of the Corporation shall be ~~the~~ devoted to carrying on ~~of~~ propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate ~~in,~~ or intervene in (including the publishing or

~~distribution~~distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office ~~except as authorized under the Code;~~

~~9. (e) — To arrange for the provision of health care services; and~~

~~10. (d) — To engage in any lawful activities within the purposes for which a corporation may be organized under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and which are not inconsistent with the purposes set forth in the articles of incorporation and bylaws of the Corporation.~~

11. Earnings. Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

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

13. Personal Liability of Directors.

- a. Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.
- b. Applicability. The provisions of this Article 11 shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Article 11 is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Article 11. Any amendment or repeal of this Article 11 or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

14. Indemnification.

- a. Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 12, shall mean any Director, officer, member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 12.
- b. Right to Indemnification - Third Party Actions. Without limiting the generality of Article 12a, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the

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

- c. Right to Indemnification - Derivative Actions. Without limiting the generality of Article 12a, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Article 12c in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- d. Advance of Expenses. Expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 12 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 12 or otherwise.
- e. Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Article 12a, Article 12b or Article 12c shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if

obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

- f. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.
- g. When Indemnification Not Made. Indemnification pursuant to this Article 12 shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- h. Grounds for Indemnification. Indemnification pursuant to this Article 12, under any other provision of the Bylaws of the Corporation, agreement, vote of Directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 12 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 12 shall be applicable to all actions, suits or proceedings within the scope of Article 12a, Article 12b or Article 12c, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- i. Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 12.
- j. Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 12 or otherwise.
- k. Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall (a) be deemed to create contractual rights in favor of each person who serves as a

representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.

1. Applicability to Predecessor Companies. For purposes of this Article 12, references to the “Corporation” include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to “representatives” shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member, or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member, or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 12 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded to Directors, officers and employees of the Corporation pursuant to Article 12k.

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

**GRANDIS, RUBIN, SHANAHAN &
ASSOCIATES**

By: _____

Name: _____

Title: _____

Date: _____

TAB S

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STEEL VALLEY ORTHOPAEDICS AND SPORTS MEDICINE

In compliance with the requirements of the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Nonprofit Corporation Law"), Steel Valley Orthopaedics and Sports Medicine, a Pennsylvania ~~Nonprofit Corporation~~ nonprofit corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles of Incorporation ("Articles") supersede the original Articles of Incorporation and all amendments thereto:

~~1. — Purpose of Corporation. The purposes of the Corporation are to operate as a Pennsylvania nonprofit corporation in the course of which operation:~~

~~(a) — No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other persons, 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 the purposes set forth herein;~~

1. Corporate Name. The name of the corporation is Steel Valley Orthopaedics and Sports Medicine.
2. Registered Office. The location and post office address of the registered office of the Corporation in this Commonwealth is 565 Coal Valley Road, P.O. Box 18119, Pittsburgh, PA 15236-0119.
3. Organization and Purpose. The Corporation is organized under the Nonprofit Corporation Law for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in this connection is organized:

- (a) To arrange for the provision of health care services;
 - (b) To operate as part of the nonprofit health care system governed by [New Parent's Member], a Pennsylvania nonprofit corporation ("[New Parent's Member]"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control (the "subsidiaries");
 - (c) To exercise such powers in furtherance of the foregoing purposes as are now or may be granted hereafter by the Nonprofit Corporation Law, as amended from time to time, or any successor legislation;
 - (d) To carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes; and
 - (e) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.
4. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
 5. Non-Stock Basis. The Corporation is to be organized on a non-stock basis.
 6. Members. The Corporation shall have a single member which shall be Jefferson Regional Medical Center, a Pennsylvania nonprofit corporation (the "Member").
 7. Management. Except for those powers reserved to the Member, [New Parent], a Pennsylvania nonprofit corporation ("[New Parent]") and [New Parent's Member] in the Bylaws of the Corporation, the affairs and business of the Corporation shall be managed by or under a Board of Directors. The number, term of office and method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.
 8. (b) Exempt Organization. No substantial part of the activities of the Corporation shall be ~~the~~ devoted to carrying on ~~of~~ propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate ~~in,~~ or intervene in (including the publishing or ~~distribution~~ distributing of statements) any political campaign on behalf of ~~or in~~ opposition to any candidate for public office ~~except as authorized under the Code;~~
9. (e) — To arrange for the provision of health care services; and
 10. (d) — To engage in any lawful activities within the purposes for which a corporation may be organized under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and which are not inconsistent with the purposes set forth in the articles of incorporation and bylaws of the Corporation.

11. Earnings. Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

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

13. Personal Liability of Directors.

- a. Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.
- b. Applicability. The provisions of this Article 11 shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this

Article 11 is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Article 11. Any amendment or repeal of this Article 11 or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

14. Indemnification.

- a. Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 12, shall mean any Director, officer, member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 12.
- b. Right to Indemnification - Third Party Actions. Without limiting the generality of Article 12a, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- c. Right to Indemnification - Derivative Actions. Without limiting the generality of Article 12a, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Article 12c in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- d. Advance of Expenses. Expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 12 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 12 or otherwise.
- e. Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Article 12a, Article 12b or Article 12c shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- f. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person

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

- g. When Indemnification Not Made. Indemnification pursuant to this Article 12 shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- h. Grounds for Indemnification. Indemnification pursuant to this Article 12, under any other provision of the Bylaws of the Corporation, agreement, vote of Directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 12 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 12 shall be applicable to all actions, suits or proceedings within the scope of Article 12a, Article 12b or Article 12c, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- i. Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 12.
- j. Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 12 or otherwise.
- k. Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.
- l. Applicability to Predecessor Companies. For purposes of this Article 12, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any

such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member, or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member, or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 12 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded to Directors, officers and employees of the Corporation pursuant to Article 12k.

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

**STEEL VALLEY ORTHOPAEDICS
AND SPORTS MEDICINE**

By: _____

Name: _____

Title: _____

Date: _____

TAB T

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JEFFERSON HILLS SURGICAL SPECIALISTS

Articles _____ of _____ Incorporation
of

~~Jefferson Hills Surgical Specialists~~ In compliance with the requirements of the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Nonprofit Corporation Law"), Jefferson Hills Surgical Specialists, a Pennsylvania nonprofit corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles of Incorporation ("Articles") supersede the original Articles of Incorporation and all amendments thereto:

1. ~~1. Corporate Name.~~ The name of the corporation is Jefferson Hills Surgical Specialists, a Pennsylvania nonprofit corporation (the "Corporation").
2. ~~2. Registered Office.~~ The location and post office address of the registered office of the Corporation in this Commonwealth is 565 Coal Valley Road, P.O. Box 18119, Pittsburgh, PA ~~15236-0119.~~ 15236.
3. ~~The purposes of the Corporation are to operate as a Pennsylvania nonprofit corporation in the course of which operation:~~
 - (a) ~~No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other persons, 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 the purposes set forth herein;~~
3. Organization and Purpose. The Corporation is organized under the Nonprofit Corporation Law for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in this connection is organized:
 - (a) To arrange for the provision of health care services;

- (b) To operate as part of the nonprofit health care system governed by [New Parent's Member], a Pennsylvania nonprofit corporation ("[New Parent's Member]"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control (the "subsidiaries");
 - (c) To exercise such powers in furtherance of the foregoing purposes as are now or may be granted hereafter by the Nonprofit Corporation Law, as amended from time to time, or any successor legislation;
 - (d) To carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes; and
 - (e) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.
4. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
 5. Non-Stock Basis. The Corporation is to be organized on a non-stock basis.
 6. Members. The Corporation shall have a single member which shall be Jefferson Regional Medical Center, a Pennsylvania nonprofit corporation (the "Member").
 7. Management. Except for those powers reserved to the Member, [New Parent], a Pennsylvania nonprofit corporation ("[New Parent]") and [New Parent's Member] in the Bylaws of the Corporation, the affairs and business of the Corporation shall be managed by or under a Board of Directors. The number, term of office and method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.
 8. ~~(b) Exempt Organization.~~ No substantial part of the activities of the Corporation shall be devoted to carrying on of-propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office except as authorized under the Code,;

~~and in furtherance thereof:~~

- ~~(e) — To arrange for the provision of health care services; and~~
- ~~(d) — To engage in any lawful activities within the purposes for which a corporation may be organized under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and which are not inconsistent with the purposes set forth in the articles of incorporation and bylaws of the Corporation.~~

~~4. The Corporation shall not contemplate pecuniary gain or profit, incidental or otherwise.~~

~~5. The Corporation is organized upon a nonstock basis.~~

~~6. The sole member of the Corporation shall be Jefferson Regional Medical Center, a Pennsylvania nonprofit corporation (the "Sole Member").~~

~~7. The term for which the Corporation is to exist is perpetual.~~

~~8. In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation in such manner, or to such organization or organizations, as the Sole Member shall determine.~~

9. Earnings. Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

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

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

11. Personal Liability of Directors.

- a. Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.
- b. Applicability. The provisions of this Article 11 shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Article 11 is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Article 11. Any amendment or repeal of this Article 11 or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

12. Indemnification.

- a. Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 12, shall mean any Director, officer, member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 12.
- b. Right to Indemnification - Third Party Actions. Without limiting the generality of Article 12a, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint

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

- c. Right to Indemnification - Derivative Actions. Without limiting the generality of Article 12a, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Article 12c in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- d. Advance of Expenses. Expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 12 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 12 or otherwise.
- e. Procedures for Effecting Indemnification. Unless ordered by a court, any indemnification under Article 12a, Article 12b or Article 12c shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances

because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (i) by the Board of Directors by a majority of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

- f. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws of the Corporation, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.
- g. When Indemnification Not Made. Indemnification pursuant to this Article 12 shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- h. Grounds for Indemnification. Indemnification pursuant to this Article 12, under any other provision of the Bylaws of the Corporation, agreement, vote of Directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 12 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 12 shall be applicable to all actions, suits or proceedings within the scope of Article 12a, Article 12b or Article 12c, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.
- i. Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 12.
- j. Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 12 or otherwise.

k. Status Rights of Indemnities. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 12 shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of the Corporation.

l. Applicability to Predecessor Companies. For purposes of this Article 12, references to the "Corporation" include all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation, entity or affiliate, so that any person who was a member, director, officer, committee member, or other representative of such a corporation, entity or affiliate or served as a member, director, officer, committee member, or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 12 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and committee member of each predecessor to the Corporation shall have the same contract rights as are afforded to Directors, officers and employees of the Corporation pursuant to Article 12k.

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

**JEFFERSON HILLS SURGICAL
SPECIALISTS**

By: _____

Name: _____

Title: _____

Date: _____

TAB U

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JRMC SPECIALTY GROUP PRACTICE

In compliance with the requirements of the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Nonprofit Corporation Law"), JRMC Specialty Group Practice, a Pennsylvania nonprofit corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows, which Amended and Restated Articles of Incorporation ("Articles") supersede the original Articles of Incorporation and all amendments thereto:

1. ~~1. Corporate Name.~~ The name of the corporation is JRMC Specialty Group Practice, ~~a Pennsylvania nonprofit corporation (the "Corporation").~~
2. ~~2. Registered Office.~~ The location and post office address of the registered office of the Corporation in this Commonwealth is Coal Valley Road, ~~P.O.~~ Box 18119, Pittsburgh, PA ~~15236-0119.~~ 15236.
3. ~~— The purposes of the Corporation are to operate as a Pennsylvania nonprofit corporation in the course of which operation:~~
 - (a) ~~— No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other persons, 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 the purposes set forth herein;~~

3. Organization and Purpose. The Corporation is organized under the Nonprofit Corporation Law for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in this connection is organized:
- (a) To arrange for the provision of health care services;
 - (b) To operate as part of the nonprofit health care system governed by [New Parent's Member], a Pennsylvania nonprofit corporation ("[New Parent's Member]"), and support a health care provider network comprised of the Member and those corporations and other entities over which the Member exercises governance control (the "subsidiaries");
 - (c) To exercise such powers in furtherance of the foregoing purposes as are now or may be granted hereafter by the Nonprofit Corporation Law, as amended from time to time, or any successor legislation;
 - (d) To carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes; and
 - (e) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.
4. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. Non-Stock Basis. The Corporation is to be organized on a non-stock basis.
6. Members. The Corporation shall have a single member which shall be Jefferson Regional Medical Center, a Pennsylvania nonprofit corporation (the "Member").
7. Management. Except for those powers reserved to the Member, [New Parent], a Pennsylvania nonprofit corporation ("[New Parent]") and [New Parent's Member] in the Bylaws of the Corporation, the affairs and business of the Corporation shall be managed by or under a Board of Directors. The number, term of office and method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.
8. (b) Exempt Organization. No substantial part of the activities of the Corporation shall be ~~the~~ devoted to carrying on ~~of~~ propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate ~~in,~~ or intervene in (including the publishing or ~~distribution~~ distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office ~~except as authorized under the Code;~~

~~and in furtherance thereof;~~

~~(e) — To arrange for the provision of health care services; and~~

~~(d) — To engage in any lawful activities within the purposes for which a corporation may be organized under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and which are not inconsistent with the purposes set forth in the articles of incorporation and bylaws of the Corporation.~~

~~4. — The Corporation shall not contemplate pecuniary gain or profit, incidental or otherwise.~~

~~5. — The Corporation is organized upon a nonstock basis.~~

~~6. — The sole member of the Corporation shall be Jefferson Regional Medical Center, a Pennsylvania nonprofit corporation (the "Sole Member").~~

~~7. — The term for which the Corporation is to exist is perpetual.~~

~~8. — In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation in such manner, or to such organization or organizations, as the Sole Member shall determine.~~

9. Earnings. Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

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

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

11. Personal Liability of Directors.

- a. Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.
- b. Applicability. The provisions of this Article 11 shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Article 11 is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Article 11. Any amendment or repeal of this Article 11 or adoption of any Article or provision of the Bylaws of the Corporation which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

12. Indemnification.

- a. Right to Indemnification - General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article 12, shall mean any Director, officer, member of a committee created by or pursuant to the Bylaws of the Corporation, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 12.

- b. Right to Indemnification - Third Party Actions. Without limiting the generality of Article 12a, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- c. Right to Indemnification - Derivative Actions. Without limiting the generality of Article 12a, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Article 12c in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.
- d. Advance of Expenses. Expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 12 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is