

**AMENDED AND RESTATED BYLAWS
OF
ST. JOHN COMMUNITY HEALTH INVESTMENT CORPORATION**

**ARTICLE I
Corporation**

Section 1.1 - Name. The name of this corporation is St. John Community Health Investment Corporation ("Corporation").

Section 1.2 - Place of Business.

- (A) The Corporation shall have its principal place of business at 22101 Moross Road, Detroit, Michigan 48236.
- (B) The Corporation may have other such places of business as the Board of Trustees may determine from time to time.

Section 1.3 - Corporate Seal. The Corporation shall have a seal which shall have inscribed thereon the name of the Corporation, the state of incorporation, and the words "Corporate Seal". The seal may be used by causing it or a facsimile to be imprinted, affixed, or reproduced.

Section 1.4 - Purposes. The purposes for which the Corporation is organized which shall be consistent with and supportive of the corporate purposes of Ascension Health, are as follows:

- (A) To improve the health status of the community, including the poor and underserved, to be accomplished through strategic partnerships with other health care providers, physicians, public health agencies, businesses, social services, civic and religious organizations, that build on the community's strengths, and value the uniqueness and diversity of each neighborhood therein.
- (B) The corporation shall exercise only such powers as are in furtherance of the foregoing purposes, and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as heretofore or hereafter amended, or the equivalent provisions of any future Internal Revenue Code; provided however that the corporation is specifically empowered:
 - (1) to buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to accomplishment of the purposes set forth in this Article;
 - (2) to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property; and
 - (3) to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.
- (C) To promote and to carry on scientific research with respect to the cause, treatment and prevention of illness and injury and to the improvement of public health.
- (D) To participate in and to carry on activities for the education of physicians, nurses, other professional and paraprofessional personnel, and the public about rendering care to the sick, injured and disabled, about prevention of illness and injury, and about the promotion of health.

- (E) To conduct activities, either directly, through related organizations, or in cooperation with organizations exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation, in order to raise funds to further the purposes of the Corporation, subject, however, to all limitations on the nature or extent of such activities applicable, from time to time, to organizations exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation.
- (F) To make gifts and grants to other organizations which are exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation, established to promote the health of the community or for other charitable, educational or scientific purposes.
- (G) To do such things and to perform such acts to accomplish its purposes as are not forbidden by Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation, with all powers conferred on non-profit corporations by the laws of the State of Michigan.
- (H) To support institutions co-sponsored by the Daughters of Charity and the Sisters of St. Joseph both within and outside of Michigan, and to cooperate with other Ascension Health institutions.

Section 1.5 - Performance of Purposes. The accomplishment of the purposes of the Corporation must be promoted and conducted in a manner consistent with the philosophies and missions of the Sponsors; the teachings of the Roman Catholic Church; the Ethical and Religious Directives for Catholic Health Care Services, and other medico-moral directives promulgated from time to time by the National Conference of Catholic Bishops.

Section 1.6 - Nonprofit Operation. The Corporation shall be operated exclusively for charitable, scientific, and educational purposes as a nonprofit corporation. No individual Member or Trustee of the Corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any Trustee, Officer, Member or any private shareholder or individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 1.7 - Philosophy. The philosophy of Corporation is that of the Sponsors as articulated and promoted through statements of Mission, Vision and Values of Corporation in accordance with the official teachings of the Roman Catholic Church and the Ethical and Religious Directives for Catholic Health Care Services as approved and promulgated, from time to time, by the National Conference of Catholic Bishops.

Section 1.8 - Definitions. As used in the Articles of Incorporation and these Bylaws, the following words and phrases shall have the following meanings:

- (A) **"Affiliate Organization"** shall mean any legal entity that is part of the National System but is not controlled by Ascension Health, a Regional/Local Health Ministry Organization, a Subsidiary Organization or by a National Subsidiary.

- (B) **"Approve"** shall include the authority to review and either accept, appoint, modify, disapprove or send back for further consideration an action recommended by an entity lower in the National System. Where the term "Approve" is used in these Bylaws, that approval is required before the proposed action will be considered the legally valid, authorized action of the proposed entity.
- (C) **"Control" or "Controlled"** shall mean:
- (1) the authority to act as controlling member, shareholder or partner of an organization; or
 - (2) the authority to appoint, elect or approve at least a majority of the individual members, shareholders, or partners of an organization; or
 - (3) the authority to appoint, elect or approve at least a majority of the governing body of an organization.
- (D) **"Daughters of Charity" or "DOC"** shall mean the West Central, East Central, Northeast and Southeast Provinces of the Daughters of Charity of St. Vincent de Paul, a society of apostolic life.
- (E) **"Governing Documents"** shall mean the articles of incorporation or charter, bylaws, partnership agreements, operating agreements or comparable documents as may be applicable depending on the form of the entity's legal organization.
- (F) **"Local Health Ministry Organization"** shall mean an organization in a local market area for whom Ascension Health, is the sole or controlling member.
- (G) **"National Subsidiary"** shall mean an organization, other than a Regional/Local Health Ministry Organization or a Subsidiary Organization, which is controlled by Ascension Health
- (H) **"National System"** shall mean, collectively, Ascension Health, Regional/Local Health Ministry Organizations, Subsidiary Organizations, National Subsidiaries and Affiliate Organizations.
- (I) **"National System Policy"** means that policy established from time to time by Ascension Health, or its members.
- (J) **"Ratify"** shall include the authority to accept or reject, without imposing an alternative, an action recommended by an entity lower in the National System. Where the term Ratify is used, that ratification is required before the proposed action will be considered the legally valid, authorized action of the proposing entity.
- (K) **"Regional Health Ministry Organization"** shall mean an organization in a regional market area for whom Ascension Health, is the sole or controlling member.
- (L) **"Sisters of St. Joseph" or "SSJ"** shall mean the Congregation of the Sisters of St. Joseph of Nazareth.
- (M) **"Sponsor" or "Sponsors"** shall initially mean each of the following:
- (1) The Northeast Province of the Daughters of Charity of St. Vincent de Paul;
 - (2) The Southeast Province of the Daughters of Charity of St. Vincent de Paul;
 - (3) The East Central Province of the Daughters of Charity of St. Vincent de Paul;
 - (4) The West Central Province of the Daughters of Charity of St. Vincent de Paul; and
 - (5) The Congregation of the Sisters of St. Joseph of Nazareth.

The term "Sponsor" or "Sponsors" shall also include such other Sponsors that are added in the future to the National System.

(N) **"Sponsors Council"** shall mean those persons appointed by the Members of Ascension Health to act on behalf of the Members in exercising those rights, obligations and privileges reserved to the Members of Ascension Health under the law, the Articles of Incorporation and the Bylaws of Ascension Health.

(O) **"Subsidiary Organization"** shall mean any legal entity directly or indirectly controlled by a Regional/Local Health Ministry Organization.

ARTICLE II

Membership

Section 2.1 - Membership. This Corporation is organized on a nonstock, membership basis. The sole member of the Corporation shall be St. John Health System ("Member").

Section 2.2 - Action by the Member. The Member of the Corporation shall act by executing and delivering to the President or Secretary of the Corporation a written instrument signed by an authorized corporate officer of the Member setting forth the action taken and the date of the action taken.

Section 2.3 - Powers Reserved to Member. Subject to the Articles, all action of Corporation shall be by its Board of Trustees, subject to the following matters that require the approval of Corporation's Member:

- (A) Approve the mission and vision statements for Corporation and assure compliance with the philosophy, mission, vision, Sponsor expectations and values of the National System.
- (B) Approve the Governing Documents of Corporation in a manner consistent with the Bylaws and the Articles.
- (C) Appoint, upon the recommendation of the Board of Corporation, or remove, with or without cause, the members of the Board of Trustees of Corporation. Removal does not require a recommendation of Corporation's Board.
- (D) Approve the incurrence of debt of Corporation within limits set forth in the National System Authority Matrix.
- (E) Subject to canonical requirements, approve and recommend the formation of legal entities, the sale, transfer or substantial change in use of all or substantially all of the assets of Corporation or the divestiture, dissolution, closure, merger, consolidation or change in corporate membership of Corporation in accordance with the National System Authority Matrix.
- (F) Approve the transfer or encumbrance of the assets of Corporation in accordance with the National System Authority Matrix.
- (G) Approve the capital and operating budgets for Corporation.
- (H) Approval of the participation by the Corporation as a shareholder, partner, member or joint venturer in any corporation, partnership, limited liability company or joint venture, respectively.
- (I) Approval of any contract or other obligation with a minimum term in excess of three years.
- (J) Approval and removal of the President.

- (K) Approval of the strategic plan, including any material revisions to the plan and any plan to materially alter the operation the Corporation.
- (L) Approval of the purchase, sale, lease mortgage, encumbrance or disposal of any real property owned in excess of limits established from time to time by the member and applicable to all its hospital subsidiaries.
- (M) Approval of any managed care contractual arrangement on behalf of the Corporation or any controlled corporations including, without limitation, direct contracting arrangements with employee groups.

ARTICLE III

Board of Trustees

Section 3.1 - Board of Trustees. The overall management and control of the business and affairs of the Corporation shall be vested in the Board of Trustees which shall have the exclusive authority and full discretion with respect to the management of the business and affairs of the Corporation, except as otherwise reserved to the Member as set forth in these Bylaws. The Board of Trustees shall not have authority to take any action inconsistent with the terms of these Bylaws.

Section 3.2 - Number, Qualification and Selection of Board of Trustees. The Board of Trustees of the Corporation shall consist of at least three (3) members. Trustees shall be qualified by ability and willingness to contribute to achievement of the purposes of the Corporation, and the Board shall include individuals with knowledge, experience or skills relating to health care, finance, and community service and resources.

Section 3.3 - Appointments. The Board of Trustees shall be elected by the Member of the Corporation. Trustees shall be elected for three (3) year terms with terms staggered in such a manner as to allow the term of office of one third (1/3) of all Trustees to expire in any one year. Trustees may be elected at any meeting of the Member of the Corporation to fill vacancies or where the size of a class is expanded. Trustees shall hold office until the expiration of the terms for which elected, and until their successors are elected and qualified, or until death or resignation. Trustee may not be re-elected for any term that would, if served until expiration, cause such person to serve more than three (3) consecutive full three (3) year terms as a Trustee. A person who has served three (3) consecutive terms as a Trustee may not be again elected as a Trustee until at least one (1) full year after completion of such service has elapsed. Partial terms served as a result of mid-term appointments to the Board shall not count as a full term for the above purposes.

Section 3.4 - Removal and Vacancies. Trustees may be removed by the Member with or without cause. Removal by the Member does not require a recommendation of Corporation's Board. Vacancies on the Board due to death, resignation, removal, or other cause shall be filled in the same manner as the individual whose departure caused the vacancy was selected. Trustees shall hold office until the next annual meeting of the Member or until their successors shall have been appointed and qualified. The Member may remove any Trustee from office with or without cause when the Member considers such action to be in the best interest of the Corporation.

Section 3.5 - Compensation. Trustees shall serve without compensation, but may be reimbursed by the Corporation for expenses necessarily incurred in the performance of their duties;

provided, however, that Trustees who are also employees of the Corporation may be compensated for their services as employees.

Section 3.6 - Plans and Policies. The Board of Trustees shall adopt written plans and policies relative to (a) attendance requirements for meetings of the Board; (b) avoidance of conflicts of interest and disclosure of potential conflicts of interest on the part of members of the Board, officers and key employees of the Corporation; (c) securing of equal work opportunities for women, racial and ethnic minorities, the handicapped, and any person belonging to a disadvantaged group; and (d) such other subjects fundamental to the role and mission of the Corporation as it may deem appropriate. Four (4) consecutive unexcused absences from regular meetings shall constitute resignation from the Board of Trustees.

ARTICLE IV Meetings of the Board of Trustees

Section 4.1 - Regular and Special Meetings. The Board of Trustees shall hold such meetings at such times and places and in accordance with such notice as it determines. If the day fixed for the regular meeting shall be a legal holiday, the meeting shall be held on the next succeeding business day at the same time. Special meetings of the Board of Trustees may be called by the Chairperson of the Board, or by the President of the Corporation, and shall be called by the President or Secretary-Treasurer upon the written request of one-third of the members of the Board of Trustees, and such meeting shall be held at such place and time as the person or persons calling the meeting shall appoint. Three (3) days' notice shall be given for special meetings of the Board. Unless otherwise specified in the notice thereof, or unless otherwise required by law, any and all business may be transacted at any special meeting. Any Trustee may waive any notice required to be given to the Trustee by law or by these Bylaws by telegram, radiogram, cablegram or other writing either before or after the meeting, and by attendance at any meeting the Trustee shall be deemed to have waived notice thereof.

Section 4.2 - Quorum at Board Meeting. For all meetings of the Board of Trustees of the Corporation, a simple majority of the Trustees then serving shall constitute a quorum of the Board of Trustees for the transaction of business. Less than a quorum may adjourn a meeting to such time and place as those present shall determine. The acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws.

Section 4.3 - Unanimous Consent Action by Board. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting, without prior notice, and without a vote, if all of the Trustees shall severally or collectively consent in writing to any action to be taken by the Corporation. Such action shall be as valid a corporate action as through it had been authorized at a meeting of the Board. Such written consent(s) shall be filed with the minutes of the proceedings of the Trustees and shall have the same effect as a vote of the Trustees for all purposes.

Section 4.4 - Meeting by Conference Telephone. Trustees may participate in and act at any meeting of the Board of Trustees by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting.

ARTICLE V Committees

Section 5.1 - Creation of Committees. The Board of Trustees, by resolution adopted by a majority of the Trustees, may designate and appoint standing or special committees, which shall have such composition, powers and duties as are specified by the Board. The Chairperson of the Board shall appoint committee chairpersons, except as otherwise expressly provided by these Bylaws or by resolution adopted by a majority of the Trustees. Each committee may select its own secretary. Committee minutes will be submitted to the Board of Trustees for information, discussion and action.

Section 5.2 - Advisory Committees. The Board of Trustees may designate one or more Advisory Committees whose members need not, but may, be Trustees, whose functions and duties shall be to counsel with and make recommendations to the Board of Trustees with respect to the activities of the Corporation.

Section 5.3 - Committee Procedure. Unless otherwise provided, the Board of Trustees of the Corporation shall select the members of a committee, who shall serve for a one (1) year term, or for the unexpired portion of a one (1) year term, such term shall expire at the meeting of the Board of Trustees of the Corporation next following the annual meeting of the Member of the Corporation. A committee shall meet on the call of the chairperson of the committee, or the Chairperson or President of the Board of Trustees at such place and time as the person calling the meeting shall appoint, unless the committee designates a different meeting place or time. A majority of the members of a committee shall constitute a quorum at all meetings, and the vote of the majority of the members present shall be the action of the committee.

ARTICLE VI Officers

Section 6.1 - Officers. The officers of the Corporation shall be as follows: Chairperson of the Board, President, Secretary and a Treasurer. The Chairperson, President, Secretary and Treasurer shall be members of the Board of Trustees. In addition, the Board of Trustees may appoint, or may delegate to the President of the Corporation the authority to appoint one or more assistant officers. All of such officers shall have such authority and duties as may be prescribed by the Board of Trustees from time to time.

Section 6.2 - Election and Terms of Officers. All officers shall be elected or appointed, as the case may be, at the annual meeting of the Board of Trustees; provided an election or appointment to fill any vacancy in any such officership may occur at any meeting of the Board of Trustees. Officers shall hold office until their successors are elected and qualified until death or resignation, or for such other period as may be determined by a majority of the Board of Trustees.

Section 6.3 - Removal of the Officers. The Board may, with or without cause, remove any officer by the vote of a majority of the whole Board.

Section 6.4 - Compensation. Officers who are also Trustees shall serve without compensation, but may be reimbursed by the Corporation for expenses necessarily incurred in the performance of their duties as officers; provided, however, that officers who are both Trustees and employees of the Corporation may be compensated for their services as employees. Officers who are not trustees, and all other agents, employees and representatives of the Corporation may be paid such compensation as the Board of Trustees shall determine or in accordance with the method for such determination which is established by the Board.

Section 6.5 - Duties of the Chairperson of the Board. The Chairperson of the Board, shall preside at all meetings of the Board of Trustees, and shall have such other powers and authorities, and such duties and responsibilities, as the Board of Trustees may prescribe.

Section 6.6 - Duties of the President . The President shall have such powers and duties as are vested in the President of a corporation by law or custom and as may be determined from time to time by the Board of Trustees, except as otherwise provided by these Bylaws, the Articles of Incorporation and the laws of the State of Michigan. The President shall preside at meetings of the Board of Trustees unless the Chairperson so presides.

Section 6.7 - Duties of the Secretary. The Secretary shall attend meetings of the Board of Trustees and record the minutes of the meeting in a book kept for that purpose. The Secretary shall give or cause to be given notice of special meetings of the Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees. The Secretary shall keep in safe custody the seal of the Corporation, and affix the same to any instrument requiring it, and when so affixed, it may be attested by the signature of the Secretary, or an Assistant Secretary-Treasurer.

Section 6.8 – Duties of the Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Trustees. The Treasurer shall have the responsibility of making recommendations to the Board of Trustees with respect to investment of the funds of the Corporation. The Treasurer shall render to the President and Board of Trustees, whenever they require it, an account of the financial transactions and conditions of the Corporation. The Treasurer may delegate any of the duties, powers, or authorities to one or more Assistant Secretary-Treasurers, unless such delegation is disapproved by the Board of Trustees.

ARTICLE VII

Power to Borrow and Execute Instruments

Section 7.1 - Power to Borrow Money. The Board of Trustees shall have no power to borrow money on behalf of the Corporation without the prior express approval of the Member of the amount of each borrowing.

Section 7.2 - General Liability. No Trustee, Officer, or committee member of this Corporation or any other person shall contract or incur any debts on behalf of the Corporation other than in the regular course of employment, or in any way render the Corporation liable, unless expressly authorized by the Board of Trustees. No Trustee, Officer, committee member or employee of the Corporation is

authorized to promise moral or financial support of any charitable or other objective on behalf of the Corporation without the express approval of the Board of Trustees.

Section 7.3 - Contracts, Conveyances, etc. The Board of Trustees shall have power to designate the officers and agents who shall have authority to execute any contracts, conveyances or other instruments on behalf of the Corporation, but no officer or agent shall execute, acknowledge, or verify any instrument in more than one capacity. When the execution of any instrument has been authorized without specifications of the executing officers or agents, the President or any Vice President, and the Secretary-Treasurer or Assistant Secretary-Treasurer may execute the same in the name and on behalf of this Corporation and may affix the corporate seal thereto.

Section 7.4 - Checks, etc. All checks, drafts and orders for the payment of money shall be signed in the name of the Corporation and shall be countersigned by such officers or agents as the Board of Trustees shall designate from time to time for that purpose.

ARTICLE VIII

Fiscal Year, Books and Records, Annual Report

Section 8.1 - Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July of each year and shall end on the thirtieth day of June following.

Section 8.2 - Books and Records. The Corporation shall keep correct and complete books and records of account and other records of the activities of the Corporation as may be appropriate. All such records shall be open to inspection upon the demand of the Member or any member of the Board of Trustees.

Section 8.3 - Annual Report. The Corporation shall annually cause a true statement of the operations and properties of the Corporation for the preceding fiscal year to be made and communicated to the Member within four (4) months after the end of the fiscal year. The Board of Trustees shall also provide such planning and legal reports as well as other documents which may be requested from time to time by the Member.

ARTICLE IX

Indemnification

Section 9.1 - Bonds/Notes. The members of the Board of Trustees or any person executing any bonds or notes on behalf of the Corporation shall not be personally liable by reason of the issuance of the bond or notes, by reason of acquisition, construction, ownership, or operation of a project or action taken or omitted by the Board of Trustees.

Section 9.2 - Non-Derivative Actions. Subject to all of the other provisions of this Article IX, the Corporation shall indemnify any person who was or is a party or is threatened to be made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a Trustee or Officer of the Corporation; a member of the Executive Committee, any other Committee; or was charged with responsibility for

reviewing the professional practices of the Corporation or the utilization of services provided by the Corporation; or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit; against expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Member, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that 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 the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Member, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 9.3 - Derivative Actions. Subject to all of the provisions of this Article IX, the Corporation shall indemnify a person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Trustee or Officer of the Corporation; or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including actual and reasonable attorneys' fees and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members. However, indemnification shall not be made for any claim, issue or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 9.4 - Expenses of Successful Defense. To the extent that a Trustee or Officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.2 or 9.3 of these Bylaws, or in defense of any claim, issue or matter in the action, suit or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by such person in connection with the action, suit or proceeding any and action suit or proceeding brought to enforce the mandatory indemnification provided in this Section 9.4.

Section 9.5 - Definition. For the purposes of Sections 9.2 and 9.3, "other enterprises" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the Corporation" shall include any service as a Trustee, Officer, employee, or agent of the Corporation which imposes duties on, or involves services by, the Trustee or Officer with respect to an employee benefit plan, its participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner not opposed to the best interests of the Corporation or its Member as referred to in Section 9.2 and 9.3.

Section 9.6 - Contract Right; Limitation on Indemnity. The right to indemnification conferred in this Article IX shall be a contract right, and shall apply to services of a Trustee or Officer as an employee or agent of the Corporation as well as in such person's capacity as a Trustee or Officer. Except as provided in Section 9.4, the Corporation shall have no obligations under this Article IX to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board of Trustees.

Section 9.7 - Determination That Indemnification is Proper. Any indemnification under Section 9.2 or 9.3 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 9.2 or 9.3, whichever is applicable. Such determination shall be made in any of the following ways:

- (A) By a majority vote of a quorum of the Board consisting of Trustees who were not parties to the action, suit or proceeding.
- (B) If the quorum described in clause (A) above is not obtainable, then by a majority vote of a committee of Trustees who are not parties to the action. The committee shall consist of not less than two (2) disinterested Trustees.
- (C) By independent legal counsel in a written opinion.
- (D) By the Member.

Section 9.8 - Proportionate Indemnity. If a person is entitled to indemnification under Section 9.2 or 9.3 for a portion of expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 9.9 - Expense Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 9.2 or 9.3 of these Bylaws may 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 person involved to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 9.10 - Non-Exclusivity of Rights. The indemnification or advancement of expenses provided under this Article IX is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation or a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 9.11 - Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Trustees, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article IX with respect to the indemnification and advancement of expenses of Trustees and Officers of the Corporation.

Section 9.12 - Former Trustees and Officers. The indemnification provided in this Article IX continues as to a person who has ceased to be a Trustee or Officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 9.13 - Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person 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 power to indemnify the person against such liability under these Bylaws or the laws of the State of Michigan.

Section 9.14 - Changes in Michigan Law. In the event of any change of the Michigan statutory provisions applicable to the Corporation relating to the subject matter of this Article IX, then the indemnification to which any person shall be entitled hereunder shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide prior to any such change. Subject to Section 9.15, the Board of Trustees is authorized to amend these Bylaws to conform to any such changed statutory provisions.

Section 9.15 - Amendment or Repeal of Article IX. No amendment or repeal of this Article IX shall apply to or have any effect on any Trustee or Officer of the Corporation for or with respect to any acts or omissions of such Trustee or Officer occurring prior to such amendment or repeal.

ARTICLE X

Amendments

Section 10.1 - Amendments. The power to approve changes to the Governing Documents of Corporation which are consistent with National System Policy shall be vested in the Board of Trustees of Corporation, subject to approval by the Member, by the affirmative vote of a majority of the entire Board of Trustees at a regular or special meeting of the Board of Trustees. The notice of such meeting shall indicate that such subject matter is to be brought before the meeting. The power to approve changes to the Governing Documents which are inconsistent with National System Policy is reserved to Ascension Health. The Governing Documents may contain any provision for the regulation and management of the affairs of Corporation not inconsistent with the Articles of Incorporation and applicable law of the State of Michigan. Any Governing Document amendment, alteration, addition or repeal approved by the Board of Trustees is subject to approval by the Member pursuant to Section 2.3 before becoming effective.

Section 10.2 - Periodic Review. The Board of Trustees shall review the Bylaws of the Corporation periodically, but not less often than bi-annually, for the purpose of considering their continued appropriateness and functional adequacy, and possible amendments thereto made necessary or desirable by reason of developments affecting the internal administration of the Corporation, requirements of licensing and accrediting bodies, or otherwise.

ARTICLE XI

Dissolution

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to its Member, or to such other exempt organization under Section 501(c)(3) of the Internal Revenue Code that is a Subsidiary Organization of the Member or to such other exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code as shall be determined by the members of Ascension Health.

ARTICLE XII

Corporation Serving As Controlling Entity Of Subsidiary Organizations

Section 12.1 - Governing Documents of Subsidiary Organizations. The Governing Document(s) of any of Corporation's Subsidiary Organizations shall contain a section within the document(s) which provides for certain rights and powers to be reserved to Corporation as the controlling entity.

Section 12.2 - Specific Reserved Rights and Powers. All action by the Subsidiary Organization shall be by its Board of Trustees, subject to the following matters which require the approval of Corporation as the Subsidiary Organization's controlling entity and by Corporation's Member.

- (A) Approve the mission and vision statements for the Subsidiary Organization and assure compliance with the philosophy, mission, vision, Sponsor expectations and values of the National System.
- (B) Approve the Governing Documents of the Subsidiary Organization.
- (C) Appoint, upon the recommendation of the Board of the Subsidiary Organization, or remove, with or without cause, the members of the Board of Trustees of the Subsidiary Organization. Removal does not require a recommendation of the Subsidiary Organization Board.
- (D) Approve the incurrence of debt of the Subsidiary Organization within limits set forth in the National System Authority Matrix.
- (E) Subject to canonical requirements, approve and recommend the formation of legal entities, the sale, transfer or substantial change in use of all or substantially all of the assets of a Subsidiary Organization or the divestiture, dissolution, closure, merger, consolidation or change in membership of a Subsidiary Organization in accordance with the National System Authority Matrix.
- (F) Approve the transfer or encumbrance of the assets of the Subsidiary Organization in accordance with the National System Authority Matrix.
- (G) Approve the capital and operating budgets for the Subsidiary Organization.

Approved by Corporation:

President

Date: 08/00