

Petersburg Medical Center Foundation, Inc.

Article IV of the Articles of Incorporation was amended to read as follows:

The Internal Affairs of the Corporation shall be regulated by the following rules and regulations:

(A) The corporate existence of the Corporation shall begin upon the filing of these Articles with the Commissioner of the Department of Commerce and Economic Development.

(B) The members of the governing board and the administrator of the Medical Center in Petersburg and others who subscribe to the purposes and basic policies of the Corporation are eligible for membership in the Corporation subject only to compliance with the provisions of the bylaw. Membership in the Corporation shall be available without regard to race, color, creed or national origin.

(C) The Board of Directors of the Corporation shall include one hospital governing board member, hospital employees, community members, and the administrator of the hospital.

(D) The Corporation may conduct an annual enrollment of members, but persons may be admitted to membership at any time.

(E) Only members in good standing shall be eligible to vote in its business meetings, or to serve in any of its elected or appointive positions.

(F) The highest amount of indebtedness or liability to which the Corporation shall at any time be subject shall be specified in the bylaws.

(G) The affairs of the Corporation shall be managed by the members of its Board of Directors whose number and qualifications shall be specified in the bylaws.

(H) These articles of incorporation may be amended at any regular meeting of the members of the Corporation or at any special meeting of the same called for that purpose, by a two-thirds vote of the Board of Directors. No amendments of the articles of incorporation shall be made at any special meeting unless a notice is mailed to each member at last address of record, at least thirty days prior to such regular or special meeting proposed that the articles be amended at such regular or special meeting. Such amended article shall be executed and acknowledged by the officers in whom the management of the affairs of the Corporation is vested, and shall be filed and recorded in the same place and manner as the original articles.

(I) This Corporation is organized exclusive for the charitable and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities that are not

permitted to be carried on by an organization except from federal income tax under Section 501(c) (3) of the Internal Revenue Code.

(J) This Corporation is not organized for pecuniary profit; nor shall it have any power to issue certificates of stock or dividends; and, no part of income, net earnings, or assets of this Corporation shall inure to the benefit of any private shareholder, member, director or individual. The balance, if any, of all monies received by the Corporation from its operations after the payment in full of all debts and obligations of the Corporation of whatsoever kind of nature shall be used and distributed exclusively for the purposes herein stated, and for none other.

(K) No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes); and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

(L) Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation that has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code.

(M) All other matters relating to the internal affairs of the Corporation that are not specifically set out in sub-paragraphs (A) through (K) above shall be governed by the laws of the Corporation.