

SEVENTH SUPPLEMENTAL MASTER TRUST INDENTURE

THIS SEVENTH SUPPLEMENTAL MASTER TRUST INDENTURE dated as of March 15, 2011 (this "Seventh Supplemental Indenture") amending and supplementing the Master Indenture (as defined below), and effective from the time of execution and delivery hereof, is by and among ADVENTIST HEALTHCARE, INC. ("AHC"), HACKETTSTOWN COMMUNITY HOSPITAL ("HCH") and ADVENTIST REHABILITATION HOSPITAL OF MARYLAND, INC. ("ARH," together with AHC and HCH, the "Obligated Group"), and MANUFACTURERS AND TRADERS TRUST COMPANY, as successor trustee (the "Master Trustee").

RECITALS

The members of the Obligated Group (each a "Member" and collectively, the "Members") have previously entered into the Amended and Restated Master Trust Indenture dated as of February 1, 2003, as supplemented and amended (the "Master Indenture,"), pursuant to which the Members have issued various Notes secured by the Unrestricted Revenues (as defined therein) of the Members.

EagleBank (the "Bank") and the Members of the Obligated Group desire to enter into an agreement for a term loan in an amount up to \$20,000,000 to replace a revolving line of credit which expired in January 2011 and to provide liquidity for various working capital needs of the Obligated Group (the "Term Loan"), and to evidence and secure the obligations of the members of the Obligated Group pursuant to the Term Loan through the execution and delivery by the Obligated Group Representative of an Obligation (as defined in the Master Indenture) issued pursuant to the Master Indenture (the "Bank Note").

Pursuant to Section 7.01(e) of the Master Indenture, the Obligated Group and the Master Trustee may enter into a Supplemental Indenture (as defined in the Master Indenture) in order to authorize the issuance of Obligations without notice to or the consent of the holders of Obligations. The Obligated Group and the Master Trustee are entering into this Seventh Supplemental Indenture in order to set forth the terms of the Bank Note.

In consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Obligated Group and the Master Trustee do hereby agree as follows:

ARTICLE 1. DEFINITIONS AND RULES OF CONSTRUCTION

Section 1.01 Definitions; Rules of Construction.

(a) Terms used in this Seventh Supplemental Indenture and not defined herein shall have the respective meanings given such terms in the Master Indenture. In addition to the terms defined elsewhere herein, as used in this Seventh Supplemental Indenture, unless a different meaning clearly appears from the context, the following terms shall have the meanings indicated:

“Master Note No. 24” means the Bank Note, as described in Section 2.01.

“Obligated Group Representative” means AHC or any such other entity as shall be designated pursuant to the Master Indenture.

(b) Any reference to a particular Article or Section shall be to such Article or Section of this Seventh Supplemental Indenture unless the context shall otherwise require. In all other respects, the rules set forth in Section 1.02 of the Master Indenture shall apply to the construction of this Seventh Supplemental Indenture.

ARTICLE 2. THE BANK NOTE

Section 2.01 Bank Note.

On the date hereof, the Obligated Group Representative has issued Master Note No. 24 in the maximum principal amount of \$20,000,000, securing the obligations of the members of the Obligated Group under the Term Loan, including the obligation to pay to the Bank as and when the same shall become due and payable in accordance with the terms thereof, an amount equal to the sum of (i) the total interest becoming due on the Term Loan to the dates of payment thereof, and (ii) the total principal amount of the Term Loan. For all purposes of the Master Indenture, until such time as the Term Loan matures, and all amounts payable under the Term Loan shall have been fully and finally paid (A) the Bank Note shall constitute an outstanding Obligation, and (B) the Bank shall be deemed to be the holder and owner of the Bank Note for all purposes under the Master Indenture unless and until the Bank shall transfer or exchange the Bank Note pursuant to Section 2.05 of the Master Indenture. A specimen of the Bank Note is attached hereto as Appendix A. Any payment to the Bank on the Bank Note shall constitute a payment to the Bank on the Term Loan and vice versa.

Section 2.02 Defeasance.

(a) The Bank Note shall be deemed to have been paid within the meaning of and with the effect expressed in the Master Indenture when all amounts payable under the Term Loan shall have been fully and finally paid.

(b) The Bank hereby agrees to promptly return the Bank Note to AHC when all amounts payable under the Term Loan shall have been fully and finally paid.

ARTICLE 3.
CONDITIONS TO ISSUANCE OF OBLIGATIONS

Section 3.01 Conditions Precedent to the Issuance of Obligations.

This Seventh Supplemental Indenture is a Supplemental Indenture created for the purpose of issuing the Bank Note in accordance with Section 2.03 of the Master Indenture. The following documents are attached and incorporated herein pursuant to Section 2.03 of the Master Indenture:

(a) a duly executed copy of this Seventh Supplemental Indenture as required by Section 2.03(a) of the Master Indenture;

(b) all certificates, opinions, written statements and other items required pursuant to Section 4.12 of the Master Indenture in connection with the incurrence by the Obligated Group Members of the Bank Note, and evidence that the Obligated Group has satisfied the Revenue Test;

(c) a copy of a resolution of the governing body of each Obligated Group Member authorizing the issuance of the Bank Note and the execution and delivery by the Obligated Group Members of this Seventh Supplemental Indenture, certified by an authorized officer of the Obligated Group Representative;

(d) an Opinion of Counsel, as required by Section 2.03(d) of the Master Indenture and in the form attached hereto as Appendix C;

(e) an Officer's Certificate to the effect that, upon the issuance of the Bank Note, no Event of Default or event that, with notice or lapse of time or both, would constitute an Event of Default, shall have occurred or be continuing; and

(f) an Order of the Obligated Group Representative directing the authentication and delivery of the Bank Note and designating the person to whom the Bank Note are to be delivered, in the form attached hereto as Appendix D.

In accordance with Section 2.03 of the Master Indenture, the Master Trustee shall authenticate the Bank Note and deliver such Obligation in accordance with the Order of the Obligated Group Representative described in clause (f) above.

ARTICLE 4.
MISCELLANEOUS

Section 4.01 Execution in Several Counterparts.

This Seventh Supplemental Indenture may be executed in any number of counterparts, each of which shall be deemed to be an original for all purposes; and all such counterparts shall together constitute but one and the same instrument.

Section 4.02 Severability.

If any clause, provision or section of this Seventh Supplemental Indenture is held illegal or invalid by any court, the invalidity of such clause, provision or section shall not affect any of the remaining clauses, provisions or sections hereof, and this Seventh Supplemental Indenture shall be construed and enforced as if such illegal or invalid clause, provision or section had not been contained herein. In case any agreement or obligation contained in this Seventh Supplemental Indenture is held to be in violation of law, such agreement or obligation shall nevertheless be determined to be the agreement or obligation of the Members or the Master Trustee, as the case may be, to the full extent permitted by law.

Section 4.03 Waiver.

The Obligated Group Representative has given notice to the Master Trustee, of (a) the principal amount of the Bank Note, (b) the proposed effective date of the Bank Note and (c) the provision of Section 4.12 of the Master Indenture being relied upon to permit the Indebtedness secured by such Bank Note to be incurred. The Master Trustee hereby acknowledges receipt of the notice required pursuant to Section 4.12 of the Master Indenture and by signature hereof agrees to accept this notice as meeting all requirements of notice to the Master Trustee pursuant to such Section and waive any notice requirements not met.

Section 4.04 Credit Documents.

The Obligated Group Members covenant and agree that they shall not enter into any amendment or other modification of any credit agreement which is secured by an Obligation or any document executed and delivered by any Obligated Group Member in connection therewith (each, a "Credit Document") unless 10 days' prior written notice of the proposed amendment or modification shall have been given to the Authority. The Obligated Group Members shall provide the Authority with a copy of any amendment or modification of any Credit Document promptly upon the execution and delivery thereof. The Obligated Group Members shall provide to the Authority notice of the occurrence of any default under any Credit Document immediately upon the occurrence thereof, which notice shall set forth the nature of such default and the action which the Obligated Group Members propose to take with respect thereto.

IN WITNESS WHEREOF, the parties hereto have caused this Seventh Supplemental Indenture to be duly executed and delivered, all as of the day and year first above written.

ADVENTIST HEALTHCARE, INC.

ATTEST:

By: *Maureen A. Dymond*
Its: Director of Treasury Services

By: *[Signature]*
James G. Lee
Executive Vice President and Chief
Financial Officer

**HACKETTSTOWN COMMUNITY
HOSPITAL**

ATTEST:

By: *Maureen A. Dymond*
Its: Director of Treasury Services

By: *[Signature]*
James G. Lee
Executive Vice President and Chief
Financial Officer

**ADVENTIST REHABILITATION
HOSPITAL OF MARYLAND, INC.**

ATTEST:

By: *Maureen A. Dymond*
Its: Director of Treasury Services

By: *[Signature]*
James G. Lee
Executive Vice President and Chief
Financial Officer

**MANUFACTURERS AND TRADERS
TRUST COMPANY, as master trustee**

ATTEST:

By: _____

Its: _____

By: _____
Farrah F. Welsh
Assistant Vice President

IN WITNESS WHEREOF, the parties hereto have caused this Seventh Supplemental Indenture to be duly executed and delivered, all as of the day and year first above written.

ADVENTIST HEALTHCARE, INC.

ATTEST:

By: _____

Its: _____

By: _____

James G. Lee
Executive Vice President and Chief
Financial Officer

**HACKETTSTOWN COMMUNITY
HOSPITAL**

ATTEST:

By: _____

Its: _____

By: _____

James G. Lee
Executive Vice President and Chief
Financial Officer

**ADVENTIST REHABILITATION
HOSPITAL OF MARYLAND, INC.**

ATTEST:

By: _____

Its: _____

By: _____

James G. Lee
Executive Vice President and Chief
Financial Officer

**MANUFACTURERS AND TRADERS
TRUST COMPANY, as master trustee**

ATTEST:

By: *Nancy E. Wagner*

Its: *Trust Officer*

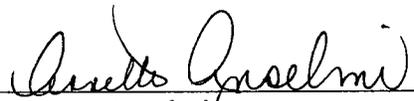
By: *Farrah F. Welsh*

Farrah F. Welsh
Assistant Vice President

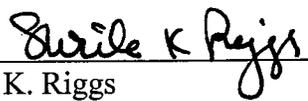
The Maryland Health and Higher Educational Facilities Authority (the "Authority") hereby acknowledges receipt of the notice required for this Seventh Supplemental Indenture pursuant to the outstanding Loan Agreements between the Authority and AHC and receipt of the items required pursuant to Section 2.03 of the Master Indenture and by signature hereof agrees to waive the remainder of the 30-day period required by the Loan Agreements between notice to the Authority of the Seventh Supplemental Indenture and its effective date.

**MARYLAND HEALTH AND HIGHER
EDUCATIONAL FACILITIES AUTHORITY**

ATTEST:



Annette Anselmi
Executive Director

By: 

Sheila K. Riggs
Chairman

Signature Page

APPENDIX A

COPY OF BANK NOTE

See Attached

THIS NOTE HAS NOT BEEN REGISTERED UNDER
THE SECURITIES ACT OF 1933

Master Note No. 24

\$20,000,000

Obligated Group Direct Obligation Master Note
for
Adventist HealthCare, Inc., Hackettstown Community Hospital
and Adventist Rehabilitation Hospital of Maryland, Inc.

ADVENTIST HEALTHCARE, INC., a nonstock corporation organized and existing under the laws of the State of Maryland ("AHC"), HACKETTSTOWN COMMUNITY HOSPITAL, a nonprofit corporation organized and existing under the laws of the State of New Jersey ("HCH"), and ADVENTIST REHABILITATION HOSPITAL OF MARYLAND, INC., a nonstock corporation organized and existing under the laws of the State of Maryland ("ARH" and, together with AHC and HCH and all other members during such time as they shall be parties to the Master Indenture, are referred to collectively herein as the "Obligated Group" or "Obligated Group Members") under the terms of an Amended and Restated Master Trust Indenture dated as of February 1, 2003, as supplemented and amended from time to time (the "Master Indenture"), among the Obligated Group Members and Manufacturers and Traders Trust Company, as successor trustee (the "Master Trustee"), for value received, hereby jointly and severally agree to pay to EAGLEBANK, a Maryland banking association, or its successors and assigns (the "Bank"), the principal sum of \$20,000,000 or so much thereof as shall be due and owing and outstanding pursuant to that certain Loan Agreement dated March 15, 2011, by and between the Obligated Group and the Bank (as supplemented and amended, the "Term Loan Agreement"), together with interest on any and all principal amounts outstanding thereunder from time to time, from the date such amounts become due until payment in full, payable at the times, in the manner and at the rates per annum specified in the Term Loan Agreement.

The Obligated Group Members unconditionally agree that they will, jointly and severally, repay to the Bank the full amount of the obligations owed by AHC, with interest thereon, in accordance with the terms of the Term Loan Agreement. Payment shall be duly made if received from any Member or collectively from or on behalf of all or any group of Obligated Group Members. Payment to the Bank on either the Term Loan Agreement or this Master Note shall constitute an offset of a corresponding amount on the amount due on the other.

The Obligated Group Members may withdraw from the Obligated Group under the terms and conditions set forth in the Master Indenture and subsequent to such withdrawal shall have no further obligation under this Master Note or the Master Indenture unless such institution once again becomes a party to the Master Indenture. Additional parties may from time to time be added to the Obligated Group and, upon being added, each such new Obligated Group Member shall be jointly and severally obligated with respect to this Master Note and shall execute a joinder to this Master Note.

This Master Note is issued under and pursuant to the terms of the Master Indenture, and is entitled to the security, rights and benefits afforded thereby.

Copies of the Master Indenture are on file at the designated corporate trust office of the Master Trustee and reference is hereby made to the Master Indenture for the provisions, among others, with respect to the nature and extent of the rights of the owners of the Obligations (as such term is defined in the Master Indenture), the terms and conditions on which, and the purposes for which, the Obligations are issued and the rights, duties and obligations of the Obligated Group Members and the Master Trustee under the Master Indenture, to all of which the owner hereof, by acceptance of this Master Note, assents.

Upon the occurrence of certain "Events of Default," as defined in the Master Indenture, the principal of all outstanding Obligations may be declared, and thereupon shall become due and payable as provided in the Master Indenture.

The owner of this Master Note shall have no right to enforce the provisions of the Master Indenture, or to institute any action to enforce the covenants therein, or to take any action with respect to any default under the Master Indenture, or to institute, appear in or defend any suit or other proceeding with respect thereto, except as provided in the Master Indenture.

This Master Note shall be registered on the register to be maintained by the Master Trustee for that purpose at the designated corporate trust office of the Master Trustee, and this Master Note shall be transferable only upon said register at said office by the registered owner or by his duly authorized attorney. Upon any such transfer, the Master Trustee shall authenticate and deliver, in exchange for this Master Note, a new registered master note or notes registered in the name of the transferee.

It is hereby certified that all conditions, acts and things required to exist, happen and be performed under the Master Indenture precedent to and in the issuance of this Master Note exist, have happened and have been performed and that the issuance, authentication and delivery of this Master Note have been duly authorized by all Obligated Group Members and the Obligated Group Representative has been duly authorized and has full power to execute this Master Note and thereby bind all Members under the terms of the Master Indenture.

This Master Note shall not be entitled to any benefit under the Master Indenture, or be valid or become obligatory for any purpose, until this Master Note shall have been authenticated by the Master Trustee by execution of the certificate of authentication hereon.

IN WITNESS WHEREOF, the Obligated Group Members have caused this Master Note No. 24 to be executed this 15th day of March, 2011.

ADVENTIST HEALTHCARE, INC.,
as Obligated Group Representative

Attest:

By: Maureen A. Dymond
Its: Director of Treasury Services

By: 
James G. Lee
Executive Vice President and Chief
Financial Officer

This Master Note No. 24 is one of the Obligations described in the within-mentioned Master Indenture.

MANUFACTURERS AND TRADERS
TRUST COMPANY, as Master Trustee

By: Farrah F. Welsh
Farrah F. Welsh
Assistant Vice President

Authentication Date: March 15, 2011

APPENDIX B

OBLIGATED GROUP REPRESENTATIVE'S CERTIFICATE

See Attached

CERTIFICATE OF OBLIGATED GROUP REPRESENTATIVE

I, the undersigned, James G. Lee, the duly appointed, qualified and acting Executive Vice President and Chief Financial Officer of Adventist HealthCare, Inc. ("AHC"), as Obligated Group Representative under and as defined in the Amended and Restated Master Trust Indenture dated as of February 1, 2003 by and among Manufacturers and Traders Trust Company, as successor trustee (the "Master Trustee"), and AHC, Hackettstown Community Hospital ("HCH") and Adventist Rehabilitation Hospital of Maryland, Inc. ("ARH," and, together with AHC and HCH, the "Members"), as amended and supplemented (the "Master Indenture") do hereby certify as follows:

(i) The requirements and conditions set forth in the Master Indenture and the Seventh Supplemental Master Trust Indenture dated as of March 15, 2011, by and among the Master Trustee and the Members (the "Seventh Supplemental Master Indenture") with respect to the issuance of Master Note No. 24 (as defined in the Seventh Supplemental Master Indenture, the "Bank Note"), have been satisfied and complied with and upon the issuance of the Bank Note, no Event of Default (as defined in the Master Indenture) or event that, with notice or lapse of time or both, would constitute an Event of Default, shall have occurred and be continuing.

(ii) The Indebtedness secured by the Bank Note is incurred pursuant to Section 4.12(e) of the Master Indenture. The Debt Service Coverage Ratio for the Fiscal Year ended December 31, 2009, which is the most recent Fiscal Year for which audited financial statements have been prepared, was 2.36, as shown by the calculations in Part I of Exhibit A attached hereto, which amount is not less than 1.10. If the Indebtedness secured by the Bank Note was incurred as of the first day of the Fiscal Year ended December 31, 2009, the Debt Service Coverage Ratio for such Fiscal Year would have been 1.83, which is not less than 1.25, as shown by the calculations in Part II of Exhibit A attached hereto.

(iii) In computing the Maximum Annual Debt Service for the purposes of this certificate (a) Master Notes No. 9, 11 and 12 have been deemed to bear interest at annual rates of .28%, .28% and .28%, respectively, which rates are not less than the weighted average interest rate per annum borne by such Obligations during the 12-month period ending on the date hereof or the interest rates per annum borne by such Obligations on the date hereof; (b) Master Note No. 23 has been deemed to bear interest at the annual rate of 2.28%, which rate is the average monthly LIBOR over the past 12 months plus 2%; (c) Master Notes No. 16 and 22 have been deemed to bear interest at annual rates of 3.567% and 3.457%, respectively, which are the rates per annum of the 2005 Swap Agreement with respect to such Obligations, (d) Master Notes No. 10, 13, 14, 15, 18 and 19 have been disregarded; (e) the Term Loan has been deemed to bear interest at the annual rate of 4.25%; and (f) the interest rate on the equipment lease with TD Equipment Finance, Inc. is 3.47%.

(iv) The Master Trustee has acknowledged in writing receipt of notice or waived any notice requirements of Section 4.12 of the Master Indenture not fully met.

(v) AHC has provided to Bank (as defined in the Bank Note) complete, true and correct copies of its (i) Bylaws, (ii) Charter, (iii) Resolution and (iv) Good Standing Certificate (collectively the "AHC Organizational Documents"), which AHC Organizational Documents are attached hereto as Exhibit B. No change in, or amendment to, the AHC Organizational Documents is presently pending or contemplated.

(vi) HCH has provided to Bank (as defined in the Bank Note) complete, true and correct copies of its (i) Bylaws, (ii) Charter, (iii) Resolution and (iv) Good Standing Certificate (collectively the "HCH Organizational Documents"), which HCH Organizational Documents are attached hereto as

Exhibit C. No change in, or amendment to, the HCH Organizational Documents is presently pending or contemplated.

(vii) ARH has provided to Bank (as defined in the Bank Note) complete, true and correct copies of its (i) Bylaws, (ii) Charter, (iii) Resolution and (iv) Good Standing Certificate (collectively the "ARH Organizational Documents"), which ARH Organizational Documents are attached hereto as Exhibit D. No change in, or amendment to, the ARH Organizational Documents is presently pending or contemplated.

(viii) Except as otherwise provided herein, terms used herein and not defined herein shall have the respective meanings given such terms in the Master Indenture.

IN WITNESS WHEREOF, I have hereunto set my hand, this 15th day of March, 2011.

ADVENTIST HEALTHCARE, INC.

ATTEST:

By: *Maurice J. Dymond*

Its: *Director of Treasury Services*

By: _____

[Signature]
James G. Lee
Executive Vice President and Chief
Financial Officer

[Certificate of Obligated Group Representative with Respect to
the Issuance of Obligations and the Incurrence of Indebtedness]

EXHIBIT A**Part I.**

Debt Service Coverage Ratio for Fiscal Year ended December 31, 2009:

	December 31, 2009 (audited)
Excess of revenues over expenses	\$16,856,334
Add: Depreciation and amortization	32,009,489
Interest expense	9,349,678
Net Income Available for Debt Service	\$58,215,501
Maximum Annual Debt Service on Outstanding Long-Term Indebtedness	\$24,681,826
Debt Service Coverage Ratio	2.36x

Part II.

Proforma Historical Debt Service Coverage Ratio for Fiscal Year ended December 31, 2009:

	December 31, 2009
Excess of revenues over expenses	\$15,295,534
Add: Depreciation and amortization	32,009,489
Interest expense	10,910,478
Net Income Available for Debt Service	\$58,215,501
Maximum Annual Debt Service on Outstanding Long-Term Indebtedness	\$31,842,795
Debt Service Coverage Ratio	1.83x

Exhibit B (i)

Bylaws of Adventist Healthcare, Inc.

ADVENTIST HEALTHCARE, INC.
a Maryland not-for-profit corporation

CORPORATE BYLAWS

AMENDED: January 1, 1994
March 14, 1994
March 9, 1995
January 1, 1996
April 30, 1998
September 27, 2000
December 17, 2001
September 4, 2003
March 17, 2005
January 15, 2009

AMENDED AND RESTATED BYLAWS
OF
ADVENTIST HEALTHCARE, INC.

ARTICLE I
OFFICES AND PURPOSE

Section 1: Purpose. Adventist HealthCare, Inc. (the "Corporation") is a non-profit corporation organized pursuant to the laws of the State of Maryland and is an integral and inseparable part of the Seventh-day Adventist Church ("Church"). The primary purpose of the Corporation is to accomplish the goals and objectives of the Church's health ministry by providing general supervision to the health care organizations and programs owned or operated by the Church and to promote the wholeness of man physically, mentally, and spiritually. The Corporation shall additionally have the following specific purposes:

- (a) To support the goals and objectives of the Church's health ministry;
- (b) To establish, own, operate and maintain Seventh-day Adventist hospitals and related facilities engaging in activities within the health care field, within or without the state of where incorporated, with permanent facilities that include inpatient beds and medical services to provide diagnosis and treatment of patients, and associated services including, but not limited to, extended care, outpatient care, and home care;
- (c) To further by all proper and legal agencies and means in harmony with the goals, objectives and teachings of the Church, a better knowledge of the laws of life and true hygiene, the relief of suffering and the prevention and cure of disease;
- (d) To operate health care programs and to carry on any activities related to the education of physicians, nurses and other personnel and individuals, as such pertain to the rendering of care to the sick and injured, or to the promotion of good health, that in the opinion of the Board of Trustees may be justified by the facilities, personnel, funds, and other requirements that are, or can be, made available;
- (e) To promote and carry on scientific research related to the care of the sick and injured or to the promotion of good health, insofar as, in the opinion of the Board of Trustees, such research can be carried on in, or in connection with, this institution;
- (f) To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general good health of the community;

- (g) To create, develop, operate and manage health care facilities for the care and treatment of the sick, infirm, aged and distressed and for the promotion of the general health of the public;
- (h) To recruit and train medical personnel and provide a base for education in health sciences for the ministry of the Church;
- (i) To conduct programs of medical services for inpatient and outpatient care;
- (j) To carry out and conduct the foregoing purposes and activities directly or through one or more subsidiary organizations, to give general supervision to the health care organizations and programs owned or operated by the Church, and to establish programs designed to insure an optimum quality of health care while maintaining cost effectiveness by the sharing of systems, services, and management expertise; and
- (k) To do all acts necessary to the furtherance and the attainment of the purposes of the Corporation.

Section 2: Principal Office and Resident Agent. The Corporation shall have and continuously maintain a principal office and resident agent in the State of Maryland. The location of such principal office and the name of such resident agent shall be such as are designated in the Articles of Incorporation, and they may be changed and determined by the Board of Trustees pursuant to the applicable provisions of law.

Section 3: Other Offices. Branch or subordinate offices may at any time be established by the Board of Trustees at any place or places where the Corporation is qualified to do business.

ARTICLE II **MEMBERSHIP**

Section 1: Membership. There shall be a single class of constituent members of the Corporation (individually, "Member", collectively, the "Membership") which shall consist of the duly elected members of the Board of Directors of Mid-Atlantic Adventist HealthCare, Inc., as that Board of Directors may be constituted.

Section 2: Reserved Authority and Responsibility. The following actions shall be reserved to the Membership:

- (a) The adoption, altering, amending or replacing of the Articles of Incorporation or the Bylaws of the Corporation;
- (b) The liquidation, dissolution, winding up, abandonment of the Corporation;

- (c) Appointment of members of the Board of Trustees from nominees submitted by the Nominating Committee (as defined hereunder);
- (d) Removal of members of the Board of Trustees
- (e) Appointment and removal of the Chief Executive Officer ("CEO") of the Corporation, in consultation with the Board of Trustees.

Section 3: Voting. All Members shall have voting rights and shall be entitled to one vote at all meetings of the Membership, where all questions shall be determined by a majority vote.

Section 4: Annual Meetings. The annual meeting of the Membership shall be held at a time and place as determined by the Board. At such meeting, Trustees shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the power of the Membership.

Section 5: Special Meetings. Special meetings of the Membership, for any purpose or purposes whatsoever, may be called at any time by the Chair of the Board, by the Vice Chair (in the absence of the Chair), by petition of a majority of the Board of Directors, or as otherwise permitted by applicable state law. Except in special cases where other express provision is made by statute, notice of such special meeting shall be given in the same manner as for annual meetings of the Membership. Notices of any special meetings shall specify the place, day and hour of such meeting, and the general nature of the business to be transacted.

Section 6: Place of Meetings. All annual meetings of the Membership, and all other meetings of the Membership, shall be held at such place within or without the State of Maryland as designated either by the Board of Directors pursuant to authority hereinafter granted to said Board, or by the written consent of all Members entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the Corporation.

Section 7: Notice. Written notice of each annual or special meeting shall be given to each Member entitled to vote, either personally or by mail or by other means of written communication, charges prepaid, addressed to such member at his/her address appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice. All such notices shall be sent to each Member entitled thereto not less than ten (10) days nor more than fifty (50) days before each annual or special meeting, and shall specify the place, the day and the hour of such meeting, and, for each special meeting, shall state the general nature of the business to be transacted thereat. Notice under this Section 7 shall be waived if the person who is entitled to notice: 1) before or after the meeting, signs a waiver of notice which is filed with the records of the meeting; or 2) is present at the meeting.

Section 8: Quorum. A quorum for any meeting of the Membership shall be fifty percent of the Members. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 9: Action Without A Meeting. Any action required to be taken by the Membership, or any action which may be taken by the Membership, may be taken without a meeting, without notice, and without a vote if a consent in writing, setting forth the action so taken, is signed by all of the Members. Such written consent or consents shall be filed with the corporate records as the minutes of the proceedings of the Membership.

Section 10: Telephone Conference. The Members may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear and speak to each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

ARTICLE III **BOARD OF TRUSTEES**

Section 1: Composition. The governing body of the Corporation shall be a Board of Trustees. The number of Trustees shall be not more than nineteen (19). The composition of the Board of Trustees shall be as follows:

(a) **Ex-Officio Trustees.** The following Trustees shall serve as Trustees of the Corporation by virtue of and concurrently with holding the following offices:

- (1) The Chair of the Board of Directors of Mid-Atlantic Adventist HealthCare, Inc.;
- (2) The Vice Chair of the Board of Directors of Mid-Atlantic Adventist HealthCare, Inc.;
- (3) The President and CEO of the Corporation;
- (4) The Treasurer of the Columbia Union Conference of Seventh-day Adventists;
and
- (5) The President and CEO of the Kettering Medical Center Network

(b) **Community Trustees.** There shall be no more than fourteen (14) Community Trustees, the composition of which shall consist of persons who have an interest in the community, and

- 1) are at least eighteen years of age;

- 2) possess knowledge, skill and experience relevant to the activities of the Corporation, including business, finance, medicine, and/or community affairs;
- 3) have respect and/or high visibility in the community;
- 4) demonstrate an interest in health care generally; and
- 5) be committed to the mission, philosophy, values, and purposes of the Corporation.

One (1) of the Community Trustees shall be a discretionary appointment by the Chair of the Board of Trustees. At least three (3) of the Community Members shall be physicians who are on the active medical staff of hospital or facility owned by the Corporation. At least four (4) of the Community Members must be members in good standing with the Seventh-day Adventist Church.

Each Community Trustee shall serve a three-year term. Community Trustees may serve a maximum of two (2) consecutive three-year terms, as recommended by the Nominating Committee.

Section 2: Election. Trustees shall be elected by the Membership of the Corporation at its annual meeting. The composition of the Board of Trustees and their respective terms shall be arranged so that each year, at the annual meeting of the Membership, approximately one-third (1/3) of the Trustees shall be elected.

Section 3: Nominations. Nominations at each annual meeting of the Membership, and in the event of a vacancy, shall be made by a Nominating Committee as set forth in these Bylaws. The Nominating Committee shall, at least twenty-one (21) days prior to the annual meeting of the Membership, submit to each Member a copy of the report of its nominations for Trustees to be voted upon at that meeting.

Section 4: Succession. A Trustee may succeed himself/herself.

Section 5: Absence from Meetings. Any Trustee absent from more than one-third of the meetings during the preceding year may be removed as Trustee by vote of a majority of the Membership at any annual meeting.

Section 6: Vacancies. The Membership shall have the power to fill all vacancies among Trustees due to death, resignation or other cause, pursuant to the Nominating Committee process as set forth in these Bylaws.

Section 7: Evaluation. The Board of Trustees will evaluate itself on an annual basis to determine its performance level.

Section 8: Removal. Trustees of the Corporation may be removed with or without cause by a majority vote of the Membership.

Section 9: Regular Meetings. Unless otherwise ordered by the Chair of the Board, regular meetings of the Board of Trustees shall be held at least four (4) times a year, approximately quarterly. There shall be ten (10) days written notice by mail of all regular meetings of the Board.

Section 10: Special Meetings. Special meetings of the Board of Trustees may be called by the Chair of the Board of Trustees and shall be called by the Chair at the request of any two (2) officers of the Board or at the written request of four (4) Trustees. Written notice by mail of any special meeting shall be given each Trustee ten (10) days prior to the date of the meeting. Such notice shall set forth the business to be transacted at the special meeting and any actions taken at such meetings shall be limited to the business set forth in the notice.

Section 11: Waiver of Notice. Notice under this Article III shall be waived if the person who is entitled to notice: 1) before or after the meeting, signs a waiver of notice which is filed with the records of the meeting; or 2) is present at the meeting.

Section 12: Quorum. Fifty percent (50%) of the Trustees qualified to vote shall constitute a quorum for the transaction of business at all meetings of the Board of Trustees, but if less than such number is present at a meeting, a majority of the Trustees present may adjourn the meeting without further notice.

Section 13: Majority Vote. An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

Section 14: Action Without Meeting. Any action which may be taken at any annual or special meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Trustees.

Section 15: Telephone Conference. Although it is preferred that Board members attend all meetings in person, members of the Board of Trustees may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear and speak to each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

Section 16: Compensation of Trustees. Nothing herein contained shall be construed to preclude any Trustee from serving the Corporation, one of its affiliated corporations, or the sponsoring Church in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

Section 17: Officers of the Board of Trustees. The officers of the Board of Trustees shall be a Chair, a Vice Chair, a Community Vice Chair, and a Secretary.

(a) Chair. The Chair shall preside at all meetings of the Board of Trustees and shall be an ex officio member of all standing and special committees. The Chair shall be the Chair of the Board of Mid-Atlantic Adventist HealthCare, Inc..

(b) Vice Chair. The Vice Chair shall, during the absence or disability of the Chair, or during a vacancy in the office of Chair, have all the powers to perform the duties of Chair as set forth in these Bylaws. The Vice Chair shall be appointed by the Chair; and he/she shall hold office for one year and/or until his/her successor is appointed.

(c) Community Vice Chair. The Community Vice Chair shall, during the absence or disability of the Vice Chair, or during a vacancy in the office of Vice Chair, have all the powers to perform the duties of Vice Chair as set forth in these Bylaws. The Community Vice Chair shall be a Community Board Member elected annually by the Board of Trustees, in consultation with the Board Officers, and approved by Membership; and he/she shall hold office for one year and/or until his/her successor is elected and qualified.

(d) Secretary. The Secretary shall take or cause to be taken the minutes of the meetings of the Board of Trustees. The Secretary shall be the President and CEO of the Corporation.

Section 18: Honorary Non-Voting Directors. The Board may by majority vote elect individuals as honorary members of the Board in appreciation of such individuals' longtime service and commitment to the Corporation ("Honorary Trustees"). Honorary Trustees shall receive all Board communications, may attend any Board meeting and may participate in the deliberations of the Board, but will not vote. Honorary Trustees will not be required to attend a minimum number of Board meetings. Honorary Trustee status shall continue indefinitely except in the event of re-election as a voting director, removal by the Board, or voluntary resignation. The names of Honorary Trustees shall be listed as such on any printed roster of the Board.

ARTICLE IV OFFICERS OF THE CORPORATION

Section 1: Officers of Corporation. The officers of the Corporation shall be:

- A President and CEO;
- A Chief Financial Officer;
- An Executive Vice President/Chief Administrative Officer;
- Each President/Senior Executive of an operating unit of the Corporation

a Treasurer, a Secretary, and, if the Board so determines, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other officers. The Officers of the Corporation need not be members of the Board of Trustees. One person may be elected to serve in more than one capacity. The President and CEO shall be appointed by the Members, after the review and consultation of the Board of Trustees. The other officers shall be appointed by the President and CEO. All officers shall hold office for one year and/or until their successors are elected and qualified. "Operating Unit" means any corporation, partnership, association, joint venture, trust or any other entity, organization or combination, directly or indirectly, through one or more intermediaries, controlling, controlled by or under common control with the Corporation.

Section 2: President and CEO.

(a) **Duties and Authority.** The President and CEO shall exercise general supervision over the Corporation's affairs and be, by virtue of his/her office, an Ex-Officio Trustee and member of all standing, working, and special committees. The President and CEO's authority shall include power to sign instruments and documents, bank signature cards and similar papers, and to act as attorney-in-fact when authorized on behalf of the Corporation. The President and CEO shall perform such other duties as may be required by these Bylaws or by the Board of Trustees.

(b) **Qualifications.** The President and CEO shall have a minimum of ten years experience in increasingly responsible administrative positions in health care organizations, and have at least a Master's Degree in Health Care Administration or Business Administration (or their equivalents). The President and CEO shall at all times be a member in good standing of the Seventh-day Adventist Church.

Section 3: Chief Financial Officer.

(a) **Duties and Authority.** The CFO shall be the Secretary and Treasurer of the Corporation; and shall be custodian of the funds and securities of the Corporation and shall make all disbursements, under the direction of, and upon such certification or approvals as may be required by the Board of Trustees. The CFO shall be charged with the custody of all operating funds, and shall examine the monthly financial reports. The CFO shall examine the books of account and see that they are kept in a manner which shall disclose properly assets and liabilities, income and expense of the Corporation. The CFO shall make regular reports to the Board of Trustees, showing the financial condition of the Corporation. The CFO shall submit to the annual meeting of the Membership a full financial report for the preceding annual fiscal period.

(b) **Qualifications.** The Chief Financial Officer shall have a minimum of five years experience in increasingly responsible finance-related administrative positions in health care organizations, have a Masters in Business Administration or Health Care Administration, and,

preferably, be a Certified Public Accountant. The Chief Financial Officer shall at all times be a member in good standing of the Seventh-day Adventist Church.

Section 4: President Acute Care Operating Units. The respective Presidents of the Corporation's operating units (acute care) shall have the authority and responsibility to operate the respective operating units in all their activities and departments, subject only to such policies as may be issued by the President and CEO and/or the Board of Trustees or by any of the committees to which the Board of Trustees has delegated power for such action. Additionally, the Presidents shall perform such duties and functions as the President and CEO may prescribe. The Presidents shall possess the appropriate qualifications and experience to effectively fulfill the requirements of the position, shall at all times be a member in good standing of the Seventh-day Adventist Church.

Section 5: President/Senior Executives, Non-acute Care Operating Units. The respective President/Senior Executives of the Corporation's operating units (non-acute care) shall have the authority and responsibility to operate the respective operating units in all their activities and departments, subject only to such policies as may be issued by the President and CEO and/or the Board of Trustees or by any of the committees to which the Board of Trustees has delegated power for such action. Additionally, the President/Senior Executives shall perform such duties and functions as the President and CEO may prescribe. The President/Senior Executives shall possess the appropriate qualifications and experience to effectively fulfill the requirements of the position, and shall at all times be a member in good standing of the Seventh-day Adventist Church or in the alternative, demonstrate an ongoing commitment to the values and ideals of Seventh-day Adventist Church.

Section 6: Executive Vice President /Chief Administrative Officer. The Executive Vice President /Chief Administrative Officer shall have such authority as the Board of Trustees may determine and perform such duties as the President and CEO may prescribe. The Executive Vice President/Chief Administrative Officer shall possess the appropriate qualifications and experience to effectively fulfill the requirements of the position, and shall at all times be a member in good standing of the Seventh-day Adventist Church.

Section 7: Secretary. The Secretary shall be ultimately responsible for the keeping of the minutes of all meetings of the Membership, the Board of Trustees, and the Executive Committee, and shall be the custodian of all the Corporation's papers, contracts, agreements, and documents. As may be requested, the Secretary or the Secretary's designated Assistant Secretary shall attest to all deeds and other papers authorized to be executed by the Board of Trustees, and shall when authorized affix thereto the Seal of the Corporation, which Seal shall be in his/her custody. The Secretary shall also perform the other usual and customary duties of a Secretary.

Section 8: Removal. Officers of the Corporation may be removed, with or without cause, by the President and CEO.

Section 9: Vacancies. The President and CEO shall have the power to fill all vacancies among the other officers of the Corporation.

ARTICLE V
COMMITTEES OF THE BOARD OF TRUSTEES

Section 1: Committee Functions. Committees of the Board of Trustees shall be standing, working, or special. Standing committees shall be an Executive Committee, a Finance & Audit Committee, a Compensation Committee, a Governance Effectiveness Committee, a Strategic Planning Committee, a Quality Improvement Committee, and a Nominating Committee. The Board of Trustees may authorize and appoint working committees which consist of Trustees and non-Trustees, such as physicians; however, they shall not be committees of the Corporation's Board of Trustees within the meaning of Section 2-411 of the Corporations and Associations Article of the Annotated Code of Maryland. All committees engaging in performance improvement, quality improvement, or peer review, constitute medical review committees within the meaning of Section 14-501 of the Health Occupations Article of the Annotated Code of Maryland. At committee meetings, a quorum shall be the presence of one-half of the number of members of the committee. Committee members may participate in a committee meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear and speak to each other at the same time; participation in a committee meeting by these means constitutes presence in person at the meeting. Each committee meeting shall have an agenda and shall submit minutes of its meetings to the Board of Trustees. All committee members shall serve for a term of one year and/or until their successors are appointed and qualified.

Section 2: Executive Committee. The Executive Committee shall be appointed by the Chair of the Board of Trustees, who shall also serve as the Chair of this committee, and shall consist of the Board Officers, a physician Board member, the Chair of the Finance and Audit Committee of the Board, and another Board member designated by the Chair of the Board of Trustees. The Executive Vice President/Chief Financial Officer of the Corporation, and such others as the President and CEO shall recommend and the Chair shall approve, shall be invitee(s) to all meetings of the Executive Committee. During the interval between meetings of the Board of Trustees, the Executive Committee when in session shall have all the powers of the Board in the management and direction of the affairs of the Corporation, provided such actions are not in conflict with general policies enacted by the Board of Trustees.

Section 3: Finance & Audit Committee. The Finance & Audit Committee shall consist of the Board Officers, a physician Board member, and such others as the Chair of the Board of Trustees shall appoint. The Chair of the Board of Trustees shall also appoint a Chair of this committee. The Executive Vice President/Chief Financial Officer shall be a permanent invitee to all meetings of the Finance Committee. This committee shall be concerned with all financial matters of the Corporation.

Section 4: Compensation Committee. The Board shall establish a Compensation Committee for the purpose of managing the basic compensation, incentive payments and benefit

programs of senior management, including but not limited to the Officers of the Corporation, Vice Presidents, and Medical Administrative Directors. The committee shall provide a report to the Board and/or the Executive Committee on an annual basis of such other frequency as requested by the Board regarding the matters reviewed and actions taken by the Committee. The Committee, to be composed of non-insider board members, shall be the Board Chair, and up to four (4) additional board members, to be appointed by the Board Officers. "Non-insider board members" is defined as individuals who do not have a conflict of interest with any proposed compensation arrangement discussed by the Committee. This Committee shall perform its duties consistent with the Corporation's Conflict of Interest Policy.

Section 5: Nominating Committee. The Nominating Committee shall consist of all Community Trustees whose terms are not expiring, and shall be chaired by the Vice Chair of the Board of Trustees, who shall sit without a vote. The Board Officers shall also sit on the Nominating Committee as non-voting members. This committee shall review the qualifications of all prospective Trustees and shall nominate, in good faith, one or more candidates for each vacancy as it occurs. The Nominating Committee shall submit a written report of its nominations for Trustees, accompanied by resumes and personal and occupational biographical information, to be voted upon at the annual meeting of the Membership. The Membership shall evaluate each nominee and conduct the election of Trustees in good faith. As part of the nomination process, the Nominating Committee will evaluate the involvement, activity, and contributions of each Trustee on an annual basis. In this nomination process, the criteria include but are not limited to the following: 1) the Trustee should be at least eighteen years of age; 2) the Trustee should possess knowledge, skill and experience relevant to the activities of the Corporation, including business, finance, medicine, and/or community affairs; 3) the Trustee should have high visibility and respect in the community; 4) the Trustee should demonstrate an interest in the Hospitals and health care generally; and 5) the Trustee should be committed to the mission, philosophy, values, and purposes of the Corporation. Members of the Medical Staffs of the Hospitals shall be eligible to serve as Trustees in the same manner as other individuals. The written information obtained as to each candidate for Trustee, including all materials accompanying the nomination, shall be preserved with the official records of the Corporation until the vacancy is filled. Information obtained as to candidates who become Trustees shall be preserved permanently.

Section 6: Governance Effectiveness Committee. The Governance Effectiveness Committee shall be appointed by the Chair of the Board of Trustees, who shall appoint a Chair of this committee, and shall consist of the Board Officers, and such others as the Chair shall appoint. This committee shall be concerned with monitoring the effectiveness of the existing Board members.

Section 7: Strategic Planning Committee. The Strategic Planning Committee shall consist of the Board Officers, and such others as the Chair of the Board of Trustees shall appoint. The Chair of the Board of Trustees shall also appoint a Chair of this committee. This committee shall be concerned with advising the Board on major Corporate strategies, directions, and priorities.

Section 8: Quality Improvement Committee. The Quality Improvement Committee shall consist of the Board Officers, and such others as the Chair of the Board of Trustees shall appoint. The Chair of the Board of Trustees shall also appoint a Chair of this committee.. This committee shall be concerned with the development, implementation, and monitoring of quality improvement strategies for the Corporation.

Section 9: Special Committees. Special committees shall be appointed by the Chair of the Board of Trustees, as the occasion demands. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board of Trustees. Upon completion of the task for which appointed, such special committee shall stand discharged.

ARTICLE VI **CONFLICTS OF INTEREST**

Section 1: Disclosure. Any duality of interest or possible conflict of interest on the part of any Trustee shall be disclosed to the other Trustees and made a matter of record through an annual procedure and also when the interest becomes a matter of Board action.

Section 2: Participation in Decision. Any Trustee having a duality of interest or possible conflict of interest on any matter shall not vote or use his/her personal influence on the matter, and he/she shall not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

Section 3: Participation in Debate. The foregoing requirements shall not be construed as preventing the Trustee from briefly stating his/her position in the matter, nor from answering pertinent questions of other Trustees since his/her knowledge may be of great assistance.

Section 4: Dissemination of Policy. The Board of Trustees shall adopt a Conflicts of Interest Policy which includes at least the provisions set forth in these Bylaws. Any new Trustee will be advised of this Policy upon entering on the duties of his/her office.

ARTICLE VII **MANAGEMENT**

Section 1: Administration. All of the businesses of the Corporation shall be managed at all times in compliance with the mission of the Corporation. In addition to the duties set forth in Article IV of these Bylaws, the President and CEO shall be the representative of the Board of Trustees in the management of the businesses of the Corporation and shall act as the duly authorized representative of the Board of Trustees in all matters in which the Board of Trustees has not formally designated some other person to act.

Section 2: Authority of the President and CEO. In addition to the authority set forth in Article IV of these Bylaws, the authority and responsibility of the President and CEO shall include:

- (a) Developing and submitting to the Board of Trustees for approval plans of general organization for the conduct of operations of the Corporation;
- (b) Preparing annual budgets showing the expected revenue and expenditures as required by the Board of Trustees or its Executive Committee;
- (c) Selecting, employing, controlling and discharging employees and developing and maintaining personnel policies and practices for the Hospitals;
- (d) Maintaining physical properties in a good and safe state of repair and operating condition;
- (e) Supervising business affairs to ensure that funds are collected and expended to the best possible advantage;
- (f) Working continually with other health care professionals to the end that high quality care may be rendered to the patients at all times;
- (g) Preparing periodic reports reflecting the professional services and financial activities of the various businesses of the Corporation and such reports as may be required by the Board of Trustees;
- (h) Serving as liaison and channel of communications between the various businesses of the Corporation and their respective governing boards. To that end, the CEO shall be the Chair of each governing board of each operating unit of the Corporation;
- (i) Preparing plans for the achievement of the Corporation's specific objectives and periodically reviewing and evaluating those plans;
- (j) Representing the Hospitals in their relationships with other health agencies; and
- (k) Performing other duties that may be necessary or in the best interests of the Corporation.

ARTICLE VII
SUBSIDIARY ORGANIZATIONS

The Corporation shall have the authority to create any subsidiary organizations.

ARTICLE IX
MISCELLANEOUS

Section 1: Indemnification. As used in this Article IX, any word or words defined in Section 2-418 of the Corporation and Associations Article of the Annotated Code of Maryland, as amended ("Indemnification Section"), shall have the same meaning as provided in the Indemnification Section. The Corporation shall indemnify and advance expenses to a Trustee, officer, employee or agent of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section. Such right of indemnification shall be in addition to, and not in restriction or limitation of, any other privileges or power which the Corporation may have with respect to the indemnification or reimbursement of Trustees, officers, agents or employees. Such right of indemnification shall apply retroactively and to potential liabilities incurred prior to the date of the adoption of this Bylaw.

Section 2: Checks. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the Board of Trustees.

Section 3: Execution of Legal Documents. The Officers of the Corporation may sign any deeds or mortgages or other legal documents under authority given them by the Board of Trustees. Unless so authorized by the Board of Trustees, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 4: Securities. The Officers of the Corporation are authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of the Corporation. The authority granted by these Bylaws to the officers to vote or represent the Corporation arising from any voting securities held by the Corporation or any other corporation or corporations may be exercised by the officers in person or by any person authorized so to do by proxy or power of attorney duly executed by the officer.

Section 5: Records. The Corporation shall keep correct and complete books and records of account, and shall also keep the minutes of the proceedings of the Membership, the Board of Trustees, and committees having any of the authority of the Board of Trustees; and shall keep at its registered office or principal office a record giving the names and addresses of the Trustees and the Members entitled to vote. A copy of all such records shall be delivered to the Chair of the Board of Mid-Atlantic Adventist HealthCare, Inc.. All books and records of the Corporation may be inspected by any Member or Trustee, and by the agent or attorney of any such Member or Trustee, for any proper purpose at any reasonable time in accordance with Maryland law.

Section 6: Audited Financial Report. The CFO shall cause an annual audited financial report to be submitted to the Board no later than one hundred eighty (180) days after the close of the

each fiscal year of the Corporation containing such information as shall be specified by the Board of Trustees.

Section 7: Fiscal Year. The Board of Trustees shall have the power to fix and change the fiscal year of the Corporation.

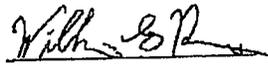
ARTICLE X
REVIEW/AMENDMENT OF BYLAWS

At least every two (2) years, the Board shall review these Bylaws. Necessary changes shall be made in accordance with the amendment procedures set forth herein.

The Board of Trustees shall have the power and authority to amend, alter or repeal these Bylaws or any provision thereof, and may make additional Bylaws, subject to the consent of such by the Membership pursuant to Article II, Section 2(a) hereof.

IN WITNESS WHEREOF, the Corporation has caused these Bylaws to be signed by its Secretary, effective March 23, 2009.

Date: March 23, 2009

By: 
Its: Secretary

The foregoing rules and regulations were approved by the Board of Trustees of Mid-Atlantic Adventist HealthCare, Inc., on March 12, 2009.

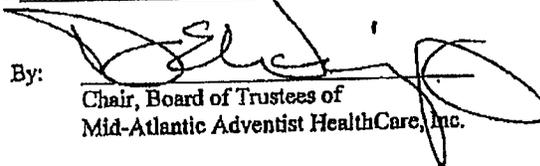
By: 
Chair, Board of Trustees of
Mid-Atlantic Adventist HealthCare, Inc.

Exhibit B (ii)

Charter of Adventist Healthcare, Inc.

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
IN MARYLAND DECEMBER 23, 1993 AT 10:15 O'CLOCK A.M. AS IN CONFORMITY
(Effective Dates: Jan. 1, 1994)
WITH LAW AND ORDERED RECORDED.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
RECORDING FEE
SPECIAL FEE PAID
\$ 20.00
01565787

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL ENDORSEMENTS HEREON HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

L. JAY, EARLY, ROSEMAN & BREWER,
ATTORNEYS
1114 504 METRO CENTER
MD 20814 5367

12603077160



STATE OF MARYLAND A 441035

that this is a true and complete copy of the
file in this office. DATED: 11-30-93
Clerk of the State Department of Assessments and Taxation
Custodian
in our previous certification system. Multiple copies
AND TAXATION DEPARTMENT

3571-
493

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

12-23-93
Effective 01-01-94
101150m

ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION

ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION, a Maryland nonstock non-profit corporation (the "Corporation"), having its principal office at 9901 Medical Center Drive, Rockville, Maryland 20850, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

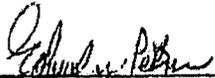
FIRST: The Corporation desires to amend and restate its charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the charter of the Corporation as currently in effect.

SECOND: The charter of the Corporation is hereby amended, effective January 1, 1994, by striking in their entirety Articles One through Ten, inclusive, and by substituting in lieu thereof the following Amended and Restated Articles of Incorporation attached hereto as Exhibit A, superseding all other Articles of Incorporation and amendments thereto.

THIRD: The Board of Directors of the Corporation, on December 3, 1993, by a majority vote of the entire Board of Directors, duly adopted a resolution advising said Articles of Amendment and Restatement, and the members of the Corporation, by resolution effective January 1, 1994, duly approved said Articles of Amendment and Restatement.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 15th day of December, 1993, effective January 1, 1994, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of the Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:


Edmund W. Peters
Secretary

ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION

By:


Bryan L. Breckenridge
President

33618480

EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION

Upon resolutions by the Board of Directors and the Membership of the Corporation, these Amended and Restated Articles of Incorporation are adopted and shall supersede the existing Articles of Incorporation of this Corporation, effective January 1, 1994.

ARTICLE ONE

NAME

The name of the corporation shall be Adventist HealthCare Mid-Atlantic Corporation (the "Corporation").

ARTICLE TWO

PRINCIPAL OFFICE; RESIDENT AGENT

The post office address of the principal office of the Corporation in the State of Maryland is 9901 Medical Center Drive, Rockville, Maryland 20850. The resident agent of the Corporation is Bryan L. Brackenridge, whose post office address is 9901 Medical Center Drive, Rockville, Maryland 20850. Said resident agent is a citizen of the State of Maryland and resides therein.

ARTICLE THREE

PURPOSE

The Corporation is organized NOT FOR PROFIT and exclusively for religious, charitable, educational and scientific purposes as an integral and inseparable part of the Seventh-day Adventist Church (the "Church"), being an agency of that organization that is dedicated to further the Church's health ministry. The specific purpose of the Corporation is to accomplish the goals and objectives of the Church's health ministry by providing general supervision to the health care organizations and programs owned or operated by the Church and to promote the wholeness of man physically, mentally, and spiritually. No part of the profits or net income of the Corporation shall inure to the benefit of, or be distributable to its Members, trustees, directors, officers or other private persons, except for reasonable compensation for services rendered and to make payments and distributions in furtherance of tax-exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law ("IRC Section 501(c)(3)").

ARTICLE FOUR

POWERS

In addition to, and not limited by, the general powers conferred by the State of Maryland under Section 2-103 of the

Corporations and Associations Article of the Annotated Code of Maryland, the Corporation shall have the power to carry on any other lawful business that is of benefit to the Corporation under the laws of this State in respect to non-profit corporations exempt from federal income tax and in harmony with the provisions of IRC Section 501(c)(3). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under IRC Section 501(c)(3); or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future United States Internal Revenue law.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE FIVE

STOCK

The Corporation shall not have authority to issue capital stock.

ARTICLE SIX

MEMBERS

The members of the Corporation (individually, "Member", collectively, the "Membership") shall consist exclusively of the members of the Board of Directors of Columbia Union HealthCare Corp., a not-for-profit Maryland corporation exempt from tax under IRC Section 501(c)(3), as such Board of Directors may from time to time be constituted. Members shall be individuals who are members in good standing of the Seventh-day Adventist Church. All other rights, duties and responsibilities of the Membership and classes of Members shall be fixed by the Bylaws.

ARTICLE SEVEN

BOARD OF DIRECTORS

The affairs and management of the Corporation shall be under the control of a Board of Directors. The current Board of Directors, which shall serve until the next annual meeting of the Membership and until their successors are elected and qualified, shall be composed of the following twenty-five (25) individuals:

R. Marshall Ackerman, M.D.
Conrad V. Aschenbach
Charles P. Barger
W. Edward Bohrer, Jr.
Bryan L. Brackenridge
Vera V. Chawla
Anthony DiBiase, D.D.S.
Charles L. Franklin, M.D.
Claire Hosten, Esq.
Nancy Kluge, Ph.D.
Harry W. Lerch, Esq.
Howard Levine, M.D.
William Loveless, Ed.D.

Robert E. Mang
Ralph W. Martin
H. Lyndon Marter, M.D.
Ronald D. Marx
Travis L. Price
Honorable Ida G. Ruben
Donald J. Russell
Charles W. Scriven, Ph.D.
Naor U. Steehr, M.D.
Cheryl Winchell, M.D.
Ronald M. Wisbey
Henry W. Wise, M.D.

Hereafter, the number of directors of the Corporation and the method of their selection shall be fixed by the Bylaws of the Corporation and may be changed from time to time by amendment of the Bylaws. A majority of the directors shall be members of the Seventh-day Adventist Church.

ARTICLE EIGHT

DURATION

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

ARTICLE NINE

AMENDMENT TO ARTICLES OF INCORPORATION

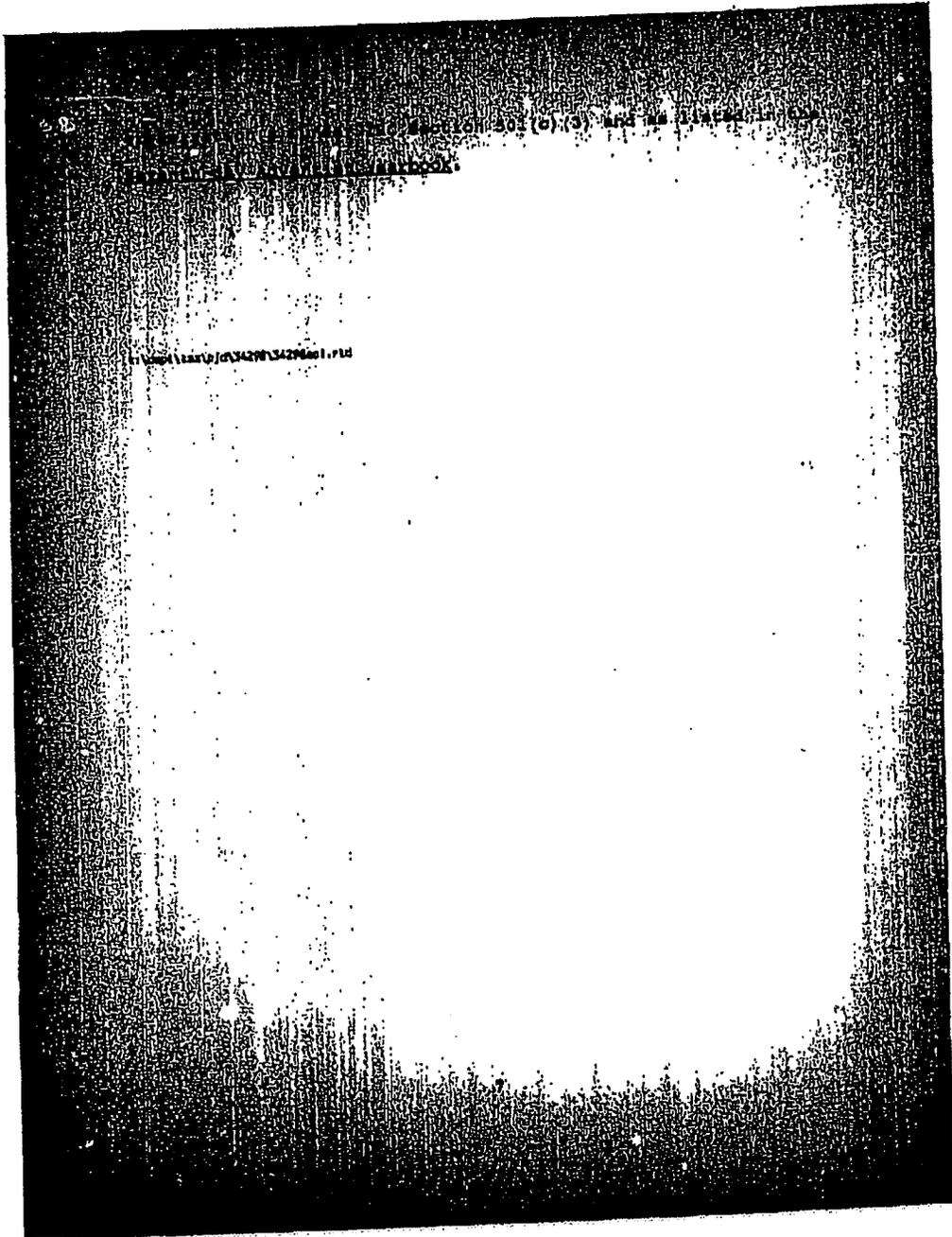
These Articles of Incorporation may be amended by a two-thirds vote of the Members present at any regularly called meeting of the Membership at which a quorum is present. The Corporation further reserves the right to avail itself of all provisions of the statutes of the State of Maryland existing or hereafter adopted pertaining to non-profit corporations and to assume all of the duties and obligations imposed by such statutes.

ARTICLE TEN

DISTRIBUTION; DISSOLUTION

The Corporation is not organized nor shall it be operated for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to the Members thereof and is organized solely for non-profit purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to religious purposes and no part of the profits or net income of the Corporation shall ever inure to the benefit of any director, trustee, officer or Member thereof, or to the benefit of any other private person, except for reasonable compensation for services rendered and to make payments and distributions in furtherance of tax-exempt purposes under IRC Section 501(c)(3).

Upon the winding up and dissolution of the Corporation after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets of the Corporation shall be distributed to Columbia Union Healthcare Corp. In the event such entity is unable to receive said remaining assets for any reason at the time of the winding up and dissolution of the Corporation, then all of said assets shall be distributed to the Columbia Union Conference Association of Seventh-day Adventists, and if such Conference is unable to receive said remaining assets at that time, then all of such assets shall be distributed to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt



Section 501(c)(3) and 501(c)(29)

11/08/11 10:01 AM 10/31/2011 10:01 AM

STATE OF MARYLAND
DEPARTMENT OF ASSESSMENTS AND TAXATION
CHARTER DIVISION
Room 809
201 West Preston Street
Baltimore, Maryland 21201



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
201 West Preston Street
Baltimore, Maryland 21201

Proclamation Giving Notice of Reinstatement of
ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION

WHEREAS, through an oversight by the State Department of Assessments and Taxation, the name **ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION** was included in the 1995 list of delinquent corporations for non-compliance with Section 3-503 of the Corporations and Associations Article of the Annotated Code of Maryland (1993 edition); and

WHEREAS, as a result of the inadvertence, the charter of **ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION** was forfeited:

NOW, THEREFORE, THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION, by authority vested in it pursuant to Section 3-505 of the Corporations and Associations Article of the Annotated Code of Maryland (1993 edition) does hereby declare **ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION** reinstated and due notice of such reinstatement is being filed in the Department's records. The account number of the corporation is **0155878Z**.

PAUL B. Anderson
Corporate Administrator

Date: December 14, 1995

STATE OF MARYLAND

and complete copy of the
11-30-95

BY:
This stamp replaces our previous certification system. Effective: 6/95

3768-
8

ARTICLES OF MERGER
 OF
 SHADY GROVE ADVENTIST HOSPITAL, INCORPORATED
 (A MD CORP.)
 AND
 WASHINGTON ADVENTIST HOSPITAL, INCORPORATED
 (A MD CORP.)
 INTO
 ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION
 (A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 OF MARYLAND DECEMBER 28, 1995 AT 12:58 O'CLOCK P.M. AS IN CONFORMITY
 WITH LAW AND ORDERED RECORDED (EFFECTIVE DATE: 01/01/96)

ORGANIZATION AND CAPITALIZATION SEE PAGE:	ASSESSMENT FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ 20.00	\$ _____
CERT. OF CONV. - MONTGOMERY COUNTY	4.00	
	240.00 TOTAL	
	31667P7	

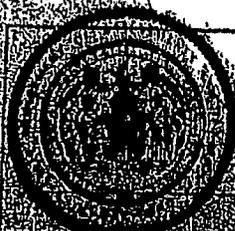
IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL ENDORSEMENTS THEREON, HAS
 BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

LEACH, EARLY, & BREWER, CHARTERED
 STE. 300
 3 BETHESDA METRO CENTER
 BETHESDA MD 20814 5367

127C3094817

STATE OF MARYLAND

A 508647



This is a true and complete copy of the
 in this RECORDED INSTRUMENTS OF THE
 DEPARTMENT OF ASSESSMENTS AND TAXATION

3796-
2086

STATE DEPARTMENT OF MERCHANTS
AND TRADERS

ARTICLES OF MERGER

MERGING

RECEIVED FOR RECORD
12/28/95 at 12:58 p.m.
effective Jan. 1, 1996

SHADY GROVE ADVENTIST HOSPITAL, INCORPORATED

AND

WASHINGTON ADVENTIST HOSPITAL, INCORPORATED

INTO

ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION

RECEIVED
95 DEC 28 PM 12 58
ASSESS. & TAX

These ARTICLES OF MERGER, dated this 28th day of December, 1995, pursuant to Sections 3-109 and 5-207 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, are entered into by and between ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION, a Maryland non-stock corporation, SHADY GROVE ADVENTIST HOSPITAL, INCORPORATED, a Maryland non-stock corporation and WASHINGTON ADVENTIST HOSPITAL, INCORPORATED, a Maryland non-stock corporation.

ARTICLE I

The corporations which are parties to these Articles of Merger are ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION, a Maryland non-stock corporation (hereinafter referred to as "AHM"), SHADY GROVE ADVENTIST HOSPITAL, INCORPORATED, a Maryland non-stock corporation (hereinafter referred to as "SGAH"), and WASHINGTON ADVENTIST HOSPITAL, INCORPORATED, a Maryland non-stock corporation (hereinafter referred to as "WAH").

ARTICLE II

AHM was incorporated on May 31, 1983, pursuant to the Corporations and Associations Article of the Annotated Code of Maryland authorizing the formation of corporations. SGAH was incorporated on May 15, 1978, pursuant to the Corporations and Associations Article of the Annotated Code of Maryland authorizing the formation of corporations. WAH was incorporated on December 4, 1964, pursuant to the Corporations and Associations Article of the Annotated Code of Maryland authorizing the formation of corporations.

53628526

ARTICLE III

The principal office of AHM in the State of Maryland is 14915 Brochart Road, Rockville, Maryland 20850-3350, located in Montgomery County, Maryland. The principal office of SGAH in the State of Maryland is 14915 Brochart Road, Rockville, Maryland 20850-3350, located in Montgomery County, Maryland. The principal office of WAH in the State of Maryland is located at 7600 Carroll Avenue, Takoma Park, Maryland 20012, located in Montgomery County, Maryland. A Property Certificate containing deed references sufficient to identify ownership of land interests in each county in which AHM, SGAH and WAH own such interests is attached, and incorporated by reference herein, as Exhibit A.

ARTICLE IV

AHM, SGAH and WAH have agreed, pursuant to requisite authority, that SGAH and WAH shall be merged with and into AHM (the "Merger"). The terms and conditions of the Merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

ARTICLE V

Pursuant to the terms of the Merger, SGAH and WAH shall cease to exist as separate entities and AHM shall survive the Merger and continue to exist as a Maryland non-stock corporation.

ARTICLE VI

These Articles of Merger were presented to the Board of Directors of AHM at a regular meeting held on December 13, 1995, at which a quorum of the Board of Directors was present. All of the members of the Board of Directors present at said meeting duly adopted resolutions which declared that a Merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved. These Articles of Merger were approved by the Membership of AHM by unanimous written consent. These votes were made in the manner and by the vote required by the Articles of Incorporation and Bylaws of AHM and the laws of the State of Maryland.

ARTICLE VII

These Articles of Merger were presented to the Board of Directors of SGAH at a regular meeting held on December 13, 1995, at which a quorum of the Board of Directors was present. All of the members of the Board of Directors present at said meeting duly adopted resolutions which declared that a Merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved. These Articles of Merger were approved by the Membership of SGAH by unanimous written consent. These votes were made in

the manner and by the vote required by the Articles of Incorporation and Bylaws of SGAH and the laws of the State of Maryland.

ARTICLE VIII

These Articles of Merger were presented to the Board of Directors of WAH at a regular meeting held on December 13, 1995, at which a quorum of the Board of Directors was present. All of the members of the Board of Directors present at said meeting duly adopted resolutions which declared that a Merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved. These Articles of Merger were approved by the Membership of WAH by unanimous written consent. These votes were made in the manner and by the vote required by the Articles of Incorporation and Bylaws of WAH and the laws of the State of Maryland.

ARTICLE IX

The Membership of AHM consists exclusively of the members of the Board of Directors of Columbia Union HealthCare Corp., a not-for-profit Maryland corporation exempt from taxation under IRC Section 501(c)(3), as that Board of Directors may from time-to-time be constituted.

ARTICLE X

The Membership of SGAH consists exclusively of the members of the Board of Directors of Columbia Union HealthCare Corp., a not-for-profit Maryland corporation exempt from taxation under IRC Section 501(c)(3), as that Board of Directors may from time-to-time be constituted.

ARTICLE XI

The Membership of WAH consists exclusively of the members of the Board of Directors of Columbia Union HealthCare Corp., a not-for-profit Maryland corporation exempt from taxation under IRC Section 501(c)(3), as that Board of Directors may from time-to-time be constituted.

ARTICLE XIII

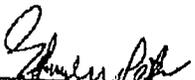
The Merger provided for by these Articles of Merger shall become effective on January 1, 1996. At this time, the separate existence of SGAH and WAH shall cease, and SGAH and WAH shall be merged with and into AHM which as the surviving corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as private nature, and be subject to all the restrictions, disabilities and duties of SGAH and WAH; and all and singular, the rights, powers and franchises of SGAH and WAH, and all property, real, personal and mixed,

and all debts due to SGAH and WAH on whatever account, shall be vested in AHM, and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of AHM as they were of SGAH and WAH; all rights of creditors and all liens upon any property of SGAH and WAH shall be preserved unimpaired, and all debts, liabilities and duties of SGAH and WAH shall thenceforth attach to AHM and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Merger, the last acting officers of SGAH and WAH or the corresponding officers of AHM, may, in the name of AHM, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as may be deemed necessary or desirable in order to vest, perfect or confirm in AHM title to and possession of all of SGAH's and WAH's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of the Merger.

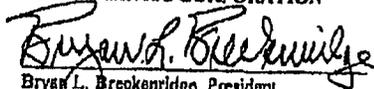
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, AHM, SGAH and WAH, the parties to the Merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective Presidents, and witnessed or attested by their respective Secretaries, as of the date first above written.

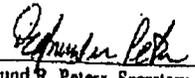
ATTEST:


Edmund R. Peters, Secretary

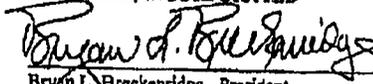
ADVENTIST HEALTHCARE
MID-ATLANTIC CORPORATION

By: 
Bryan L. Breckenridge, President

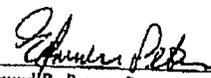
ATTEST:


Edmund R. Peters, Secretary

SHADY GROVE ADVENTIST
HOSPITAL, INCORPORATED

By: 
Bryan L. Breckenridge, President

ATTEST:


Edmund R. Peters, Secretary

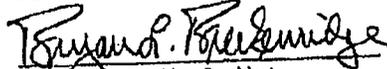
WASHINGTON ADVENTIST
HOSPITAL, INCORPORATED

By: 
Bryan L. Breckenridge, President

The undersigned President of AHM, a Maryland non-stock corporation, who executed on behalf of said Corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Merger to be the corporate act of said Corporation and further certifies that, under the penalties of perjury, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects.

**ADVENTIST HEALTHCARE
MID-ATLANTIC CORPORATION**

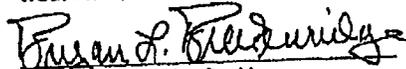
By:


Bryan L. Breckenridge, President

The undersigned President of SGAH, a Maryland non-stock corporation, who executed on behalf of said Corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Merger to be the corporate act of said Corporation and further certifies that, under the penalties of perjury, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects.

**SHADY GROVE ADVENTIST
HOSPITAL, INCORPORATED**

By:


Bryan L. Breckenridge, President

The undersigned President of WAH, a Maryland non-stock corporation, who executed on behalf of said Corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, under the penalties of perjury, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects.

**WASHINGTON ADVENTIST
HOSPITAL, INCORPORATED**

By:


Bryan L. Breckenridge, President

STATE OF MARYLAND
DEPARTMENT OF ASSESSMENTS AND TAXATION
CHARTER DIVISION
311 West Flamingo Street
Baltimore, Maryland 21201



Department of Assessments and Taxation
CHARTER DIVISION
311 West Flamingo Street
Baltimore, Maryland 21201

Proclamation Giving Notice of Reinstatement

WHEREAS, through an oversight by the State Department of Assessments and Taxation, the attached listed corporations were included in the 1995 list of delinquent corporations for noncompliance with Section 3-503 of the Corporations and Associations Article of the Annotated Code of Maryland (1993 edition); and

WHEREAS, as a result of the inadvertence, the charters of the attached listed corporations were forfeited:

NOW, THEREFORE, THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION, by authority vested in it pursuant to Section 3-505 of the Corporations and Associations Article of the Annotated Code of Maryland (1993 edition) does hereby declare the list of attached corporations reinstated and due notice of such reinstatement is being filed in the Department's records. The account number of the corporations are as listed.

Paul B. Anderson
Paul B. Anderson
Corporate Administrator

Date: January 4, 1996

STATE OF MARYLAND
DEPARTMENT OF ASSESSMENTS AND TAXATION
CHARTER DIVISION
BY: *David J. Wilson*, Custodian
This stamp replaces our previous certification system. Effective: 6/95

3772 -
806

INDEPENDENT ARMORED CAR OPERATORS ASSOCIATION, INC.	D0848766
INTERNATIONAL SOCIETY FOR INFANT STUDIES, INC.	D2743391
J.E. HEELY CONTRACTORS, INC.	D3799855
J. SQUARE CONSTRUCTION, INC.	D1828896
JAN-SONS, INC.	D3623816
JAST CORP.	D3380559
JOHN'S DAY CARE & LEARNING CENTER CORP.	D3507092
THE JOHNS HOPKINS MEDICAL SERVICES CORPORATION	D1311125
KIDDIE LAND CHILD DEVELOPMENT CENTER, INC.	D1819341
KIRKLAND TRADING SERVICES COMPANY	D3536653
LEONTECH INFO CORPORATION	D3707908
LIBERIAN CHRISTIAN UNITY ORGANIZATION, INC.	D3643632
LONESTAR ENTERPRISES, INC.	D2326262
MPD CONTRACTORS & INSTALLATIONS, INC.	D2541001
MARYLAND CERTIFIED REAL ESTATE APPRAISALS, INC.	D3019494
MT. LUBENTIA COMMUNITY ASSOCIATION, INC.	D1906759
MARYLAND DRESSAGE ASSOCIATION, INC.	D3660867
MARYLAND MOTORCYCLISTS TOY RUN, INC.	D3500204
MASON/DIXON SAFE WATER AWARENESS TEAM, INC.	D3411915
MEDIA ARTS MANAGEMENT CORPORATION	D3575701
MEMBER PROGRAMS, INC.	D2465136
MESSIAH ENGLISH LUTHERAN CHURCH OF BALTIMORE MD	D3577491
MINNETOSKA PROPERTY OWNERS ASSOCIATION, INC.	D3595618
MOBILE MINI STORAGE, INC.	D2297950
MORNING STAR CARING SERVICES, INC.	D3536703
NEW WINDSOR COMMUNITY ACTION PROJECT, INC.	D2634097
NORTH AMERICAN CHINESE MARTIAL ARTS FEDERATION, INC.	D3601218
NORTH HARTFORD ELEMENTARY SCHOOL PARENT TEACHER ASSOCIATION, INC.	D1265610
NORTHWESTERN FREDERICK COUNTY CIVIC ASSOCIATION, INC.	D0602987
NORTHWIND CINEMATOGRAPHY, INC.	D3575719
NUCLEAR FREE AMERICA, INC.	D1499268
NURSES ALUMNAE ASSOCIATION, MERCY HOSPITAL, INC. BALTIMORE, MARYLAND	D0044776
OAK INVESTMENT ADVISORS, INC.	D2937316
OAK RIDGE ESTATES CIVIC ASSOCIATION INCORPORATED OF WASHINGTON COUNTY MARYLAND	D1426576
OAKTON, LTD	D3685893
ORDER SONS OF ITALY IN AMERICA FORTY WEST LODGE NO. 2266, INC.	D2735454
PENNINGTON COMICS & CARDS, INC.	D2996437
PEOPLES MARTIN, INCORPORATED	D3585619
PETE RICHARDSON FARMS, INC.	D2470128
THE POWER STEP, INC.	D3449329
PREGNANCY CARE CENTER, INC.	D1385921
PRINCE GEORGE'S COUNTY RADIO AMATEUR CIVIL EMERGENCY SERVICE/AMATEUR RADIO EMERGENCY SERVICE, INC.	D3247947
PROJECT DESTINY, INC.	D3637519
QUANTITY INFORMATION SYSTEMS, INC.	D3662319
QUANTUM CONSULTING GROUP, INC.	D3699642
QUIET INHERITANCE COMMUNITY ASSOCIATION, INCORPORATED	D2169258
RAINBOW REBEKAH LODGE #95, I.O.O.F., INC.	D3638392
RCCS, INC.	D3617610
THE RABBI BENJAMIN STEINBERG EDUCATION FUND, INC.	D3180082
THE REYSER'S TONNE FESTIVAL, INC.	D2099003
ROBERT W. GOLDFMAN PARENT ACTION BOARD, CORPORATION	D3526985
THE ROYAL ORDER OF BARTHOLOMEW, INC.	D3002391
ROYAL ORDER OF BARTHOLOMEW, INC.	D3575206
ROYAL ORDER OF BARTHOLOMEW, INC.	D2741171
ROYAL ORDER OF BARTHOLOMEW, INC.	D3518792

STRAIGHT INC.
STRAIGHT AFFILIATES, INC.
STERSIGUEL MEMORIAL CHAPEL, INC.
U.S. NAVAL ACADEMY CLASS OF 1972 INCORPORATED
UNION HOUSING CORPORATION
UNITED STATES AMATEUR BOXING, INC. SOUTH ATLANTIC ASSOCIATION
UNITED STATES OF AMERICA WUSHU-KUNG FU FEDERATION, INC.
YOYAGERS DEVELOPMENT CORPORATION
WALLACE RAD INTERNATIONAL, INC.
WASHINGTON COUNTY COUNCIL OF MARYLAND PYAS, INC.
WATER WORKS ASSOC., INC.
WESTON ENGINEERING OF MARYLAND, INC.
WYMAN PARK MEDICAL ASSOCIATES, INC.

D2064146
D3498169
D3798139
D1508084
D3076411
D1853340
D3859752
D3621366
D3409828
D2947430
D2945689
D3645314
D2127900

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 12, 1996 AT 10:00 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED

REGISTRATION AND
CAPITAL GAIN TAX FEE

RECORDING
FEE FUND

SPECIAL
FEE FUND

10.00

01565787

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL ENDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

DOCUMENT RESOURCES
STE 600
120 N PAYETTE ST.
1 CENTER PLAZA
BALTIMORE

MD 21201

STATE OF MARYLAND 12463104757



that this is a true and correct copy of the
file in this office. DATED: 11-30-96
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
RECORDED IN THE RECORDS OF THE
Custodian
of our digital computer system. Effective 6/95

3885 -
2486

Notice by Resident Agent of Change of Address

Bryan L. Breckenridge
1801 Research Boulevard
Rockville, Maryland 20850

December 14, 1996
RECEIVED
ASST. TO THE DIRECTOR
DIV. OF TAXATION

State Department of Assessments
and Taxation of Maryland
301 West Preston Street
Baltimore, Maryland 21201

12/22/96
10000/10
96 DEC 23 10 58 AM '96
RECEIVED
ASST. TO THE DIRECTOR
DIV. OF TAXATION

~~Resident Agent of Change of Address and Resident Agent of~~
(Statement)

Dear Madam/Sir:

Pursuant to Section 2-108(c) of the Corporations and Associations Article of the Annotated Code of Maryland, notice is hereby given by the undersigned of the change of his post office address from 14915 Brochart Road, Rockville, Maryland 20850 to 1801 Research Boulevard, Rockville, Maryland 20850. The undersigned is the Resident Agent of the corporations listed below (the "Corporations"). Notice is also hereby given of the change of the address of the principal office of each of the Corporations from 14915 Brochart Road, Rockville, Maryland 20850 to 1801 Research Boulevard, Rockville, Maryland 20850.

The names of the Corporations are:

- ~~Adventist Health Services, Inc.~~
- Shady Grove Adventist Rehabilitation Hospital, Inc.
- Adventist Health Services, Inc.
- Adventist Management Services, Inc.
- Adventist Home Health Management, Inc.
- Adventist Rehabilitation & Management Services, Inc.
- Adventist Senior Services, Inc.

63593502

Page 2

Adventist Personnel Services, Inc.

Mid-Atlantic Physician Services, Inc.

Adventist Mental Health Services, Inc.

Adventist Senior Living Services, Inc.

Shady Grove Adventist Nursing & Rehabilitation Center, Inc.

Washington Adventist Nursing & Rehabilitation Center, Inc.

Springbrook Adventist Nursing & Rehabilitation Center, Inc.

Fairland Adventist Nursing & Rehabilitation Center, Inc.

Adventist Senior Living Services of New Jersey, Inc.

Manor House at Silgo Creek, Inc.

Bradford Oaks Nursing & Rehabilitation Center, Inc.

The undersigned has delivered written notification to each of these Corporations that this Statement will be filed with the Department. The changes of address shall be effective immediately upon the Department's receipt of this notice and acceptance of it for record.

Very truly yours,



Bryan L. Breckenridge

MAINTAIN COPY OF THIS STATEMENT IN FILE

ARTICLES OF AMENDMENT
OF
ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION
CHANGING ITS NAME TO:
ADVENTIST HEALTHCARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 15, 1997 AT 2:01 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

REGISTRATION AND
PARTICIPATION FEE \$ _____
RECORDING FEE \$ 20.00
SPECIAL FEE \$ _____
D1565787

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INSTRUMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

LERCH, EARLY, & BREWER CHARTERED
DONNA LAUGHLIN
STE. 380
3 BETHESDA METRO CENTER
BETHESDA MD 20814 5367

STATE OF MARYLAND 139E3107664
that this is a true and complete copy of the original as filed in this office. DATED: 1/15/97
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
Custodian
our previous system. Effective: 6/95
AND TAXATION OF MARYLAND IN LIBER. FOR M.



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2776

01/18/97

14:01

0301 808 0332

LERCH, EARLY et al

002/002

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ARTICLES OF AMENDMENT
OF
ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION

11/5/97 201P

(changing its name to Adventist HealthCare, Inc.)

ADVENTIST HEALTHCARE MID-ATLANTIC CORPORATION, a Maryland non-stock, non-profit corporation (the "Corporation"), having its principal office at 1801 Research Boulevard, Rockville, Maryland 20850, hereby certifies to the Maryland State Department of Assessments and Taxation that:

FIRST: The Corporation desires to amend its Charter as currently in effect as hereinafter provided.

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety Article One, and by substituting in lieu thereof the following:

**"ARTICLE ONE
NAME**

The name of the corporation shall be ADVENTIST HEALTHCARE, INC.
(the "Corporation")." ✓

THIRD: In accordance with Sections 2-408, 2-608, and 6-201 of the Corporations and Associations Article of the Annotated Code of Maryland and pursuant to the Amended and Restated Bylaws of the Corporation, the Board of Directors of the Corporation duly advised the foregoing Articles of Amendment and the members of the Corporation duly approved said Articles of Amendment.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by the President and its corporate seal to be hereunder affixed and attested by its secretary on this 5th day of January, 1997, and its President acknowledges that these Articles of Amendment are the act and deed of the Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:
Edmund R. Peters
Edmund R. Peters
Secretary

ADVENTIST HEALTHCARE
MID-ATLANTIC CORPORATION
By: *Bryan L. Breckridge*
Bryan L. Breckridge
President 70178511

(CORPORATE SEAL)

RESOLUTION OF THE BOARD OF DIRECTORS OF
ADVENTIST HEALTHCARE, INC.

December 16, 1997

WHEREAS, Adventist Healthcare, Inc. (the "Corporation") desires to change its Resident Agent in the State of Maryland.

NOW THEREFORE, be it:

RESOLVED, that the Corporation's resident agent in the State of Maryland shall hereby be changed from Bryan L. Breckenridge, at 1801 Research Boulevard, Suite 300, Rockville, Maryland 20850 to Cory S. Chambers, at 1801 Research Boulevard, Suite 300, Rockville, Maryland 20850. 80078332

RESOLVED FURTHER, that any officer of the Corporation is hereby authorized and directed to file for record, in the name and on behalf of the Corporation, a copy of these resolutions with the State Department of Assessments and Taxation of Maryland, and to take any and all other actions deemed necessary or proper in connection therewith.

The undersigned Acting Secretary of the Corporation hereby certifies that the above is a true and correct copy of resolutions of the Board of Directors of the Corporation made as of December 16, 1997.

Emmy Wedberg
Emmy Wedberg
Acting Secretary

WEB-MAIN-FS\DATA\DeptTAX\ALCO4265RA-resol\bn.do
12/29/97 4:40 PM

I.D. NOW 01565787
ACKN. NO. - 13663111229
ADVENTIST HEALTHCARE, INC.

AFTER RECORDED, PLEASE RETURN TO:
Andrea L. Clota, Esquire
LERCHE, EARLY & BREWER, CHD.
1 Bethesda Metro Center, Suite 380j
Bethesda, MD 20814
(301) 986-1300

01/06/98 AT 08:42 A.M.

ZK 86 9- NOV 86

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
STATE OF MARYLAND

is a true and complete copy of the
BY: *[Signature]*
This stamp replaces our previous certification system. Effective: 6/95

4408-2428

DEPARTMENT OF
REGISTRARS AND TAXATION



FABRIS M. GILKINSON
Director
DONALD W. WISEMOUTH
Deputy
PAUL B. ANDERSON
Administrator

Emerging Division

DOCUMENT CODE 01565787 BUSINESS CODE _____ COUNTY 65
P.A. Religious _____ Class _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEES REMITTED
10	_____	Expedited Fee (New Name) _____
61	_____	Rec. Fee (Arts. of Inc.) _____
20	_____	Organ. & Capitalization _____
62	_____	Rec. Fee (Amendment) _____
63	_____	Rec. Fee (Merger, Consol.) _____
64	_____	Rec. Fee (Transfer) _____
66	_____	Rec. Fee (Revival) _____
65	_____	Rec. Fee (Dissolution) _____
76	_____	Special Fee _____
73	_____	Certificate of Conveyance _____

21	_____	Recordation Tax	_____	Change of Name
22	_____	State Transfer Tax	_____	Change of Principal Office
23	_____	Local Transfer Tax	_____	Change of Resident Agent
70	\$10.00	Change of P.D., R.A. or R.A.A.	_____	Change of Resident Agent Address
31	_____	Corp. Good Standing	_____	Resignation of Resident Agent
600	_____	_____	_____	Designation of Resident Agent and Resident Agent's Address
_____	_____	_____	_____	Change of Business Code
_____	_____	_____	_____	Adoption of Assumed Name

CODE	AMOUNT	FEES REMITTED	OTHER CHANGES
81	_____	Foreign Qualification	_____
82	_____	Foreign Registration	_____
83	_____	Foreign Name Registration	_____
84	_____	Foreign Resolution	_____
85	_____	For. Supplemental Cert.	_____
86	_____	Penalty	_____
87	_____	Cert. of Qual. or Reg.	_____
88	_____	Cert. Limited Partnership	_____
89	_____	Amendment to Limited Partnership	_____
90	_____	Termination of Limited Partnership	_____
91	_____	For. Limited Partnership	_____
92	_____	Amend/Cancellation, For. Limited Part.	_____
93	_____	Limited Part. Good Standing	_____
94	_____	Cert. Limited Liability Partnership	_____
95	_____	LLP Amendment - Domestic	_____
96	_____	Foreign Limited Liability Partnership	_____
97	_____	LLP Amendment - Foreign	_____
98	_____	Art. of Organization (LLC)	_____
99	_____	LLC Amend, Diss, Continuation	_____
100	_____	LLC Cancellation	_____
101	_____	Registration Foreign LLC	_____
102	_____	Foreign LLC Supplemental	_____
103	_____	LLC Good Standing (short)	_____
104	_____	Certified Copy	_____
105	_____	Other	_____

TOTAL FEES \$10.00 _____ Credit Card _____
 _____ 1 Check _____ Cash _____
 _____ 1 Documents on _____ 1 checks _____

APPROVED BY: RMC

TELEPHONE (410) 767-1300
 Room 800 - 301 West Preston Street - Baltimore, Maryland 21201
 MD&T (Maryland Baby Service) 1-800-732-2258 TTY/Voice
 FAX (410) 333-7087
 web site: http://www.dor.state.md.us

NOTE:
 Resolution states to return to
 Lorch, Early, et al. Document
 Resources instructed SDAT to
 return to them.

RESOLUTION OF THE BOARD OF DIRECTORS
OF
ADVENTIST HEALTHCARE, INC.

WHEREAS, Adventist HealthCare, Inc. (the "Corporation") desires to change its Resident Agent in the State of Maryland,

NOW THEREFORE, be it:

RESOLVED, that the Corporation's resident agent in the State of Maryland shall hereby be changed from Cary B. Chambers, at 1801 Research Boulevard, Suite 300, Rockville, Maryland 20850 to Kenneth B. DeStefano, Esquire at 1801 Research Boulevard, Suite 300, Rockville, Maryland 20850.

RESOLVED FURTHER, that any officer of the Corporation is hereby authorized and directed to file for record, in the name and on behalf of the Corporation, a copy of these resolutions with the State Department of Assessments and Taxation of Maryland, and to take any and all other actions deemed necessary or proper in connection therewith.

The undersigned President of the Corporation hereby certifies that the above is a true and correct copy of a Resolution of Board of Directors of the Corporation made on September 21, 2000.

William G. Robertson

William G. Robertson
President

Web: mailto:DATA@deloitte.com...
2/200 2:08 PM

Return to:
Hyland Search Co., Inc.
848 W. Ocean Street
Suite 1112, P.O. Box 1111
Ocean City, Maryland 21821
410-463-6883 • 410-463-0000 Fax

CUST ID: 0000781015
WORK ORDER: 0000034802
DATE: 12-28-2001 10:57 AM
AMT. PRID: \$10.00

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the 3
page document on file in this office. DATED: 11-30-01
STATE DEPARTMENT OF ENVIRONMENT AND NATURAL RESOURCES
BY: *Shirley J. Watson*, Custodian
This stamp replaces our previous certification system. Effective: 6/95

CORPORATE CHARTER APPROVAL SHEET

** KEEP WITH DOCUMENT **

DOCUMENT CODE 80 BUSINESS CODE _____

DO1545787



Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

ID N 001800787 ROC N 1000381808932121
LIBER: 000371 FOLIO: 1886 PAGE: 0003
ADVENTIST HEALTHCARE, INC.

12/20/2001 AT 04:32 P MO N 0000534002

New Name _____

FEES REMITTED

Base Fee: 10
Org. & Cap. Fee: _____
Expedite Fee: _____
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies _____
Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Other: _____
TOTAL FEES: 10

- Change of Name _____
- Change of Principal Office _____
- Change of Resident Agent
- Change of Resident Agent Address _____
- Resignation of Resident Agent _____
- Designation of Resident Agent and Resident Agent's Address _____
- Change of Business Code _____
- Adoption of Assumed Name _____
- Other Change(s) _____

Credit Card _____ Check _____ Cash _____

Documents on _____ Checks _____

Approved By: 012

Keyed By: _____

COMMENT(S):

Code 409
Attention: _____
Mail to Address: _____

Stamp Work Order and Customer Number HERE
(CUST) 1018007871912
BOOK ORDER: 0000534002
DATE: 12-20-2001 1:18:57 PM
RTI: PHD18528.00

Om

ARTICLES OF MERGER
MERGING
ADVENTIST HEALTH SERVICES, INC.
INTO
ADVENTIST HEALTHCARE, INC.

These ARTICLES OF MERGER, dated this 18th day of December, 2002, pursuant to Sections 3-106, 3-109 and 6-207 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, are entered into by and between ADVENTIST HEALTHCARE, INC., a Maryland non-stock corporation, and ADVENTIST HEALTH SERVICES, INC., a Maryland non-stock corporation.

ARTICLE I

The corporations which are parties to these Articles of Merger are ADVENTIST HEALTHCARE, INC., a Maryland non-stock corporation (hereinafter referred to as "AHC") and ADVENTIST HEALTH SERVICES, INC., a Maryland non-stock corporation (hereinafter referred to as "AHS").

ARTICLE II

AHC was incorporated in Maryland on May 31, 1983, pursuant to the Corporations and Associations Article of the Annotated Code of Maryland authorizing the formation of corporations. AHS was incorporated in Maryland on June 15, 1985, pursuant to the Corporations and Associations Article of the Annotated Code of Maryland authorizing the formation of corporations. AHC is the parent of AHS.

ARTICLE III

The principal office of AHC in the State of Maryland is 1801 Research Boulevard, Suite 300, Rockville, Maryland 20850, located in Montgomery County, Maryland. The principal office of AHS in the State of Maryland is 1801 Research Boulevard, Suite 300, Rockville, Maryland 20850, located in Montgomery County, Maryland. AHS owns no interests in land.

ARTICLE IV

AHC and AHS have agreed, pursuant to requisite authority, that AHS shall be merged with and into AHC (the "Merger"). The terms and conditions of the Merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

STATE OF MARYLAND	
I hereby certify that this is a true and complete copy of the <u>4</u>	
page document on file in this office. DATED: <u>11/30/02</u>	
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION	
BY: <u>[Signature]</u>	Custodian
This stamp replaces our previous certification system. Effective: 6/95	

8470-274

ARTICLE V

Pursuant to the terms of the Merger, AHS shall cease to exist as a separate entity and AHC shall survive the Merger and continue to exist as a Maryland non-stock corporation. The charter of AHC is not amended in the merger.

ARTICLE VI

These Articles of Merger were approved by the Board of Directors of AHC by resolution at a regular meeting. This resolution was made in the manner and by the vote required by the Articles of Incorporation and Bylaws of AHC and the laws of the State of Maryland, which declared that a Merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved.

ARTICLE VII

These Articles of Merger were approved by the Board of Directors of AHS by unanimous written consent. This unanimous consent was made in the manner and by the vote required by the Articles of Incorporation and Bylaws of AHS and the laws of the State of Maryland, which declared that a Merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved.

ARTICLE VIII

The Merger provided for by these Articles of Merger shall become effective on ~~January 1, 2003. Effective January 1, 2003,~~ the separate existence of AHS shall cease, and AHS shall be merged with and into AHC which, as the surviving corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as private nature, and be subject to all the restrictions, disabilities and duties of AHS; and all and singular, the rights, privileges, powers and franchises of AHS, and all property, real, personal and mixed, and all debts due to AHS on whatever account, shall be vested in AHC; and all property, rights, privileges, powers and franchises, and all and every other interest shall be hereafter as effectually the property of AHC as they were of AHS; all rights of creditors and all liens upon any property of AHS shall be preserved unimpaired, and all debts, liabilities and duties of AHS shall thenceforth attach to AHC and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Merger, the last acting officers of AHS or the corresponding officers of AHC, may, in the name of AHC, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as may be deemed necessary or desirable in order to vest, perfect or confirm in AHC title to and possession of all of AHS' property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of the Merger.

CUST ID:0001041307
WORK ORDER:0000000217
DATE:01-17-2003 08:47 AM
AMT. PAID:0410.00

IN WITNESS WHEREOF, AHC and AHS; the parties to the Merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective Presidents, and witnessed or attested by their respective Secretaries, as of the date first above written.

ATTEST: ADVENTIST HEALTHCARE, INC.

Jack W. Wagner
Jack W. Wagner, Secretary

By: William G. Robertson
William G. Robertson, President/CEO

ATTEST: ADVENTIST HEALTH SERVICES, INC.

Jack W. Wagner
Jack W. Wagner, Secretary

By: William G. Robertson
William G. Robertson, President/CEO

The undersigned President/CEO of AHC, a Maryland non-stock corporation, who executed on behalf of said Corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Merger to be the corporate act of said Corporation and further certifies that, under the penalties of perjury, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects.

ADVENTIST HEALTHCARE, INC.

By: William G. Robertson
William G. Robertson, President/CEO

The undersigned President of AHS, a Maryland non-stock corporation, who executed on behalf of said Corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Merger to be the corporate act of said Corporation and further certifies that, under the penalties of perjury, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects.

ADVENTIST HEALTH SERVICES, INC.

By: William G. Robertson
William G. Robertson, President/CEO

Q:\Dept\HEALTH CARE\FIN\Adventist Corporate Action\Adventist HealthCare, Inc\Adventist Health Services Merger.doc

CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE **

** KEEP WITH DOCUMENT **

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

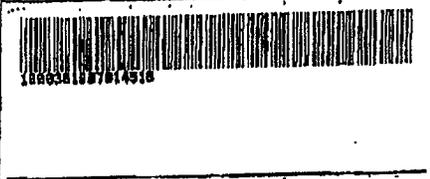
P.A. _____ Religious _____

Merging (Newstron) Adventist
Health Services, Inc.

AD463523

Surviving (Newstron) Adventist
Healthcare, Inc.

AD01565787



ID # 001565787 ACK # 1888381887914518
LIBR: 888478 FOLIO: 0274 PAGE: 0004
ADVENTIST HEALTHCARE, INC.

01/19/2003 AT 10:02 A WD # 0000000217

New Name _____

FEES PERMITTED

Base Fee: 20
Org. & Cap. Fee: _____
Expedite Fee: 50
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filing: _____
Other: _____
TOTAL FEES: 70

Change of Name _____
Change of Principal Office _____
Change of Resident Agent _____
Change of Resident Agent Address _____
Resignation of Resident Agent _____
Designation of Resident Agent and Resident Agent's Address _____
Change of Business Code _____
Adoption of Assumed Name _____
Other Change(s) _____

Credit Card _____ Check Cash _____

Documents on _____ Check _____

Approved By: JA OA's

Keyed By: RA

COMMENT(S):

Code 409

Attention: _____

Mail to Address: _____

Stamp Work Order and Customer Number HERE

LIST ID: 0001841307
WORK ORDER: 0000000217
DATE: 01-17-2003 09:47 AM
PRT. PRID: 5446.00

ARTICLES OF MERGER

MERGING

SHADY GROVE ADVENTIST REHABILITATION HOSPITAL, INC.

INTO

ADVENTIST HEALTHCARE, INC.

These ARTICLES OF MERGER, dated this 19th day of December, 2002, pursuant to Sections 3-108, 3-109 and 5-207 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, are entered into by and between ADVENTIST HEALTHCARE, INC., a Maryland non-stock corporation, and SHADY GROVE ADVENTIST REHABILITATION HOSPITAL, INC., a Maryland non-stock corporation.

ARTICLE I

The corporations which are parties to these Articles of Merger are ADVENTIST HEALTHCARE, INC., a Maryland non-stock corporation (hereinafter referred to as "AHC") and SHADY GROVE ADVENTIST REHABILITATION HOSPITAL, INC., a Maryland non-stock corporation (hereinafter referred to as "SGARH").

ARTICLE II

AHC was incorporated in Maryland on May 31, 1983, pursuant to the Corporations and Associations Article of the Annotated Code of Maryland authorizing the formation of corporations. SGARH was incorporated in Maryland on December 12, 1981, pursuant to the Corporations and Associations Article of the Annotated Code of Maryland authorizing the formation of corporations. AHC is the parent of SGARH.

ARTICLE III

The principal office of AHC in the State of Maryland is 1801 Research Boulevard, Suite 300, Rockville, Maryland 20850, located in Montgomery County, Maryland. The principal office of SGARH in the State of Maryland is 1801 Research Boulevard, Suite 300, Rockville, Maryland 20850, located in Montgomery County, Maryland. SGARH owns no interests in land.

ARTICLE IV

AHC and SGARH have agreed, pursuant to requisite authority, that SGARH shall be merged with and into AHC (the "Merger"). The terms and conditions of the Merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 11-30-04

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Glenn J. Nelson Custodian

This stamp replaces our previous certification system. Effective: 6/95

ARTICLE V

Pursuant to the terms of the Merger, SGARH shall cease to exist as a separate entity and AHC shall survive the Merger and continue to exist as a Maryland non-stock corporation. The charter of AHC is not amended in the merger.

ARTICLE VI

These Articles of Merger were approved by resolution of the Board of Directors of AHC at a regular meeting. This resolution was made in the manner and by the vote required by the Articles of Incorporation and Bylaws of AHC and the laws of the State of Maryland, which declared that a Merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved.

ARTICLE VII

These Articles of Merger were approved by the Board of Directors of SGARH by unanimous written consent. This unanimous consent was made in the manner and by the vote required by the Articles of Incorporation and Bylaws of SGARH and the laws of the State of Maryland, which declared that a Merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved.

ARTICLE VIII

The Merger provided for by these Articles of Merger shall become ~~effective on January 1, 2003. Effective January 1, 2003,~~ the separate existence of SGARH shall cease, and SGARH shall be merged with and into AHC which, as the surviving corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as private nature, and be subject to all the restrictions, disabilities and duties of SGARH; and all and singular, the rights, privileges, powers and franchises of SGARH, and all property, real, personal and mixed, and all debts due to SGARH on whatever account, shall be vested in AHC; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of AHC as they were of SGARH; all rights of creditors and all liens upon any property of SGARH shall be preserved unimpaired, and all debts, liabilities and duties of SGARH shall thenceforth attach to AHC and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Merger, the last acting officers of SGARH or the corresponding officers of AHC, may, in the name of AHC, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as may be deemed necessary or desirable in order to vest, perfect or confirm in AHC title to and possession of all of SGARH' property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of the Merger.

CUST ID: 0001041307
WORK ORDER: 0000000217
DATE: 01-17-2003 08:47 AM
ANT. FAX: 0440.00

IN WITNESS WHEREOF, AHC and SGARH, the parties to the Merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective Presidents, and witnessed or attested by their respective Secretaries, as of the date first above written.

ATTEST:

ADVENTIST HEALTHCARE, INC.

Jack W. Wagner
Jack W. Wagner, Secretary

By: William G. Robertson
William G. Robertson, President/CEO

ATTEST:

SHADY GROVE ADVENTIST
REHABILITATION HOSPITAL, INC.

Jack W. Wagner
Jack W. Wagner, Secretary

By: William G. Robertson
William G. Robertson, President/CEO

The undersigned President/CEO of AHC, a Maryland non-stock corporation, who executed on behalf of said Corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Merger to be the corporate act of said Corporation and further certifies that, under the penalties of perjury, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects.

ADVENTIST HEALTHCARE, INC.

By: William G. Robertson
William G. Robertson, President/CEO

The undersigned President of SGARH, a Maryland non-stock corporation, who executed on behalf of said Corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Merger to be the corporate act of said Corporation and further certifies that, under the penalties of perjury, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects.

ADVENTIST HEALTH SERVICES, INC.

By: William G. Robertson
William G. Robertson, President/CEO

031819-HEALTH CARE/URM/Adventist Corporate Actions/Adventist HealthCare, Inc/SGARH Merger.doc

ARTICLE V

Pursuant to the terms of the Merger, AEAP shall cease to exist as a separate entity and AHC shall survive the Merger and continue to exist as a Maryland non-stock corporation. The charter of AEAP is not amended in the merger.

ARTICLE VI

These Articles of Merger were approved by the Board of Directors of AHC by unanimous written consent. This resolution was made in the manner and by the vote required by the Articles of Incorporation and Bylaws of AHC and the laws of the State of Maryland, which declared that a Merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved.

ARTICLE VII

These Articles of Merger were approved by the Board of Directors of AEAP by unanimous written consent. This unanimous consent was made in the manner and by the vote required by the Articles of Incorporation and Bylaws of AEAP and the laws of the State of Maryland, which declared that a Merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved.

ARTICLE VIII

The Merger provided for by these Articles of Merger shall become effective on filing. The separate existence of AEAP shall cease, and AEAP shall be merged with and into AHC which, as the surviving corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as private nature, and be subject to all the restrictions, disabilities and duties of AEAP; and all and singular, the rights, privileges, powers and franchises of AEAP, and all property, real, personal and mixed, and all debts due to AEAP on whatever account, shall be vested in AHC; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of AHC as they were of AEAP; all rights of creditors and all liens upon any property of AEAP shall be preserved unimpaired, and all debts, liabilities and duties of AEAP shall henceforth attach to AHC and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Merger, the last acting officers of AEAP or the corresponding officers of AHC, may, in the name of AHC, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such proper steps in action as may be deemed necessary or desirable in order to vest, perfect or confirm in AHC title to and possession of all of AEAP's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of the Merger.

IN WITNESS WHEREOF, AHC and ABAF, the parties to the Merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective Presidents, and witnessed or attested by their respective Secretaries, as of the date first above written.

ATTEST:

Jack W. Wagner
Jack W. Wagner, Secretary

ATTEST:

Michelle Carls
Michelle Carls, Secretary

ADVENTIST HEALTHCARE, INC.

By: William G. Robertson
William G. Robertson, President/CEO

ADVOCATE EMPLOYEE ASSISTANCE PROGRAM, INC.

By: Lisa B. Quongling
Title: Secretary

The undersigned President/CEO of AHC, a Maryland non-stock corporation, who executed on behalf of said Corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Merger to be the corporate act of said Corporation and further certifies that, under the penalties of perjury, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects.

ADVENTIST HEALTHCARE, INC.

By: William G. Robertson
William G. Robertson,
President/CEO

The undersigned President of ABAF, a Maryland non-stock corporation, who executed on behalf of said Corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Merger to be the corporate act of said Corporation and further certifies that, under the penalties of perjury, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects.

ADVOCATE EMPLOYEE ASSISTANCE PROGRAM, INC.

By: Lisa B. Quongling
Title: Secretary

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____



Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) Advocate
Employee Assistance
Program, Inc.
W 3913605

ID # 001005707 ACK # 100001000071000
LIBR: 00000 POLID: 0007 PADES: 0004
ADVENTIST HEALTHCARE, INC.

03/05/2004 AT 03:26 P M D # 0000000303

Surviving (Transferee) Adventist
Healthcare, Inc.
W 1565787

New Name _____

FEES REMITTED

Base Fee: 100
Org. & Cap. Fee: _____
Expedite Fee: 00
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies _____
Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Other: _____
TOTAL FEES: 100

- _____ Change of Name
- _____ Change of Principal Officer
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Change of Business Code
- _____ Adoption of Assumed Name
- _____ Other Change(s)

Credit Card _____ Check 1 Cash _____

Code 409
HYLIND SEARCH CO., INC.
245 W CHASE ST
BALTIMORE MD 21201-4023

Documents or Checks _____
Approved By: No 413

Keyed By: CP
COMMENT(S): CP

[Handwritten signature]

Stamp Year Order and Customer Number HERE

DATE OF SERVICE
BY E SERVICE OR NUMBER
CITY ID: 0001370273
WORK ORDER: 0000000303
DATE: 03-05-2004 01:26 PM
HTI, PAID: 1100.00

CUST ID: 8001862438
WORK ORDER: 0001385474
DATE: 10-18-2008 11:15 AM
AMT. PAID: \$281.00

ARTICLES OF SALE AND TRANSFER

THESE ARTICLES OF SALE AND TRANSFER are entered into this 11th day of September, 2006, by and between Chesapeake Youth Center, Inc., a Maryland corporation ("Transferor") and Adventist Healthcare, Inc., a Maryland corporation ("Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor hereby does agree to sell, assign and transfer substantially all of its property and assets to Transferee, as hereinafter set forth.

SECOND: The name and state of incorporation of each party to these Articles of Sale and Transfer are as follows:

Transferor: Chesapeake Youth Center, Inc. - Maryland

Transferee: Adventist Healthcare, Inc. - Maryland

THIRD: The post office address and principal place of business of the Transferor is 821 Fieldcrest Road, Cambridge, Maryland 21613. Transferor owns no interest in land, the title to which could be affected by the recording of an instrument among the applicable land records in Maryland.

FOURTH: The post office address and principal place of business of the Transferee is 1801 Research Boulevard, Rockville, Maryland 20850. Transferee owns no interest in land, the title to which could be affected by the recording of an instrument among the applicable land records in Maryland.

FIFTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to Transferee is Nine Hundred Thousand 00/100 Dollars (\$900,000) payable in part by cash payment and part by promissory note.

SIXTH: The terms and conditions of the transactions set forth in these Articles of Sale and Transfer were advised, authorized, approved and signed by all of the directors and stockholders of Transferor entitled to vote thereon, and such acts are set forth in a unanimous informal written action filed with the minutes of the proceedings of the directors and stockholders of Transferor, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SEVENTH: The terms and conditions of the transactions set forth in these Articles of Sale and Transfer were advised, authorized, approved by the Finance Committee of the Board of Trustees of the Transferee at a meeting held on August 14, 2006, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

EIGHTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Maryland corporation, and accordingly it is understood and agreed that these Articles of Sale and

377850.1
09/2006

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 11/30/09

STATE DEPARTMENT OF REVENUE AND TAXATION

BY: Shana J. Martin, Custodian

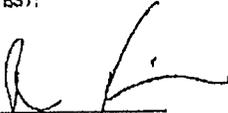
This stamp replaces our previous certification system. Effective: 6/95

B1023-246

Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed with the State of Maryland.

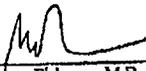
IN WITNESS WHEREOF, Transferee and Transferor, the only parties to these Articles of Sale and Transfer, having proper authority to do so, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer by Transferor's president witnessed or attested by Transferor's secretary and by the President of Transferee, all as of this 11th day of September, 2005.

ATTEST:

By: 
Rebecca Fishman, Secretary

TRANSFEROR:

CHESAPEAKE YOUTH CENTER, INC.

By: 
Marc Fishman, M.D., President

TRANSFeree:

ADVENTIST HEALTHCARE, INC.

By: _____
Secretary

By: _____
President

Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed with the State of Maryland.

IN WITNESS WHEREOF, Transferee and Transferor, the only parties to these Articles of Sale and Transfer, having proper authority to do so, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer by Transferor's president witnessed or attested by Transferor's secretary and by the President of Transferee, all as of this 11th day of September, 2006.

ATTEST:

TRANSFEROR:

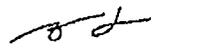
CHESAPEAKE YOUTH CENTER, INC.

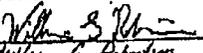
By: 
Rebecca Fishman, Secretary

By: 
Marc Fishman, M.D., President

TRANSFEEE:

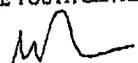
ADVENTIST HEALTHCARE, INC.

By: 
James Lee, Secretary

By: 
William G. Robertson, President

THE UNDERSIGNED President of Chesapeake Youth Center, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

CHESAPEAKE YOUTH CENTER, INC.

By: 
Marc Fishman, M.D., President

THE UNDERSIGNED President of Adventist Healthcare, Inc., who executed on behalf of said company the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

ADVENTIST HEALTHCARE, INC.

By: _____, President

THE UNDERSIGNED President of Chesapeake Youth Center, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

CHESAPEAKE YOUTH CENTER, INC.

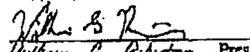
By:


Marc Fishman, M.D., President

THE UNDERSIGNED President of Adventist Healthcare, Inc., who executed on behalf of said company the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

ADVENTIST HEALTHCARE, INC.

By:


William C. Roberts, President

CORPORATE CHARTER APPROVAL SHEET

EXPEDITED SERVICE **KEEP WITH DOCUMENT**

DOCUMENT CODE 12 BUSINESS CODE _____



Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merch (Transferor) Chesapeake
Youth Center, Inc.

ID # 002880480 ACK # 1800381393884818
LIBER: B01023 POLIO: 0249 PAGE: 0000
THE CHESAPEAKE YOUTH CENTER, INC.

02680460

Servicing (Transferee) Adventist
Healthcare, Inc.

MAIL
BACK
18/19/2008 AT 11:15 A M N 0001305474

01565787

New Name _____

FEES PERMITTED

Base Fee: <u>100</u>	Change of Name
Org. & Cap. Fee: _____	Change of Principal Office
Expedite Fee: <u>70</u>	Change of Resident Agent
Penalty: _____	Change of Resident Agent Address
State Recordation Tax: _____	Resignation of Resident Agent
State Transfer Tax: _____	Designation of Resident Agent
<u>1</u> Certified Copies	and Resident Agent's Address
Copy Fee: <u>26</u>	Change of Business Code
Certificates	Adoption of Assumed Name
Certificate of Status Fee: _____	Other Change(s)
Personal Property Filings: _____	
Mail Processing Fee: <u>5</u>	
Other: _____	
TOTAL FEES: <u>201</u>	

Credit Card _____ Check Cash _____ Code 032

Documents on _____ Checks _____

Approved By: [Signature]

Keyed By: _____

COMMENT(S):
6

Attention: LISA B. MOHAN
Mail: Name and Address
WYNDON PRINBLATT
233 EAST REDWOOD STREET
BALTIMORE, MD 21202

CUST ID: 0001802438
WORK ORDER: 0001305474
DATE: 18-18-2008 11:15 AM
AMT. PAID: 6201.00

**CERTIFIED
COPY MADE**

Exhibit B (iii)

Resolution of Adventist Healthcare, Inc.

ADVENTIST HEALTHCARE, INC.

**RESOLUTION
OF THE BOARD OF TRUSTEES
TO
AUTHORIZE THE ISSUANCE OF A SUPPLEMENTAL INDENTURE AND
ADDITIONAL DEBT THEREUNDER**

February 3, 2011

WHEREAS, Adventist HealthCare, Inc. (the "Corporation") is a Maryland non-profit corporation, described in Section 501(c)(3) of the Code;

WHEREAS, the Corporation, Hackettstown Community Hospital ("Hackettstown") and Adventist Rehabilitation Hospital of Maryland, Inc. ("Adventist Rehab"), are the members of the Obligated Group created under the Amended and Restated Master Trust Indenture between the Obligated Group and the Manufacturers and Traders Trust Company (the "Master Trustee") (as supplemented and amended, the "Master Indenture");

WHEREAS, the Corporation had outstanding a revolving line of credit which expired in January 2011 in an amount not to exceed twenty million dollars (\$20,000,000) (the "Line of Credit") with Wachovia Bank, a division of Wells Fargo Bank, N.A., as successor in interest to First Union National Bank of Maryland;

WHEREAS, the Obligated Group desires to arrange for a term loan for up to twenty million dollars (\$20,000,000) (the "Term Loan") in order to replace the Line of Credit and to provide liquidity for various working capital needs of the Obligated Group;

WHEREAS, one or more members of the Obligated Group will enter into an agreement with EagleBank, (the "Bank") setting forth the terms and conditions of the Term Loan, the covenants and its obligations to repay the draws under the Term Loan and pay interest at a rate per annum not to exceed 5.75%;

WHEREAS, the Term Loan shall expire in 36 months unless extended in accordance with its terms and shall be repaid in approximately 11 equal quarterly payments of principal and interest and a final payment of the entire unpaid balance at maturity, or such other payment terms as the parties may agree;

WHEREAS, to accomplish the issuance of the Term Loan, the Bank has requested and the Obligated Group has determined that it would be advantageous for the Obligated Group to enter into a Supplemental Master Trust Indenture, supplementing the Master Indenture. Pursuant to the Supplemental Master Trust Indenture, a new Master Note (the "New Master Note") will be issued by or on behalf of the Obligated Group to secure the obligations of the Obligated Group on a joint and several basis under the Term Loan;

WHEREAS, in order to accomplish the issuance of the Term Loan, the Board desires to authorize management of the Corporation, Hackettstown and Adventist Rehab to enter into or issue the Term Loan, the Supplemental Master Trust Indenture, and the New Master Note, and to

execute any other documents desirable for such transactions (collectively the "Loan Documents"), and to take such other actions as are necessary or desirable to effectuate the transactions; and

WHEREAS, the proposed terms for the Loan Documents have been discussed and explained to the satisfaction of the Board.

NOW, THEREFORE, BE IT AND IT IS HEREBY:

RESOLVED by the Board:

1. Each of the President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer of the Corporation (collectively, the "Designated Officers"), and any other officer so directed by the Board or the Executive Committee, shall be and each such person is hereby authorized, empowered and directed to approve and enter into, in the name and on behalf of the Corporation and Hackettstown, as applicable, the Loan Documents within the parameters described in the Recitals above.

2. Each of the Designated Officers and any other officer so directed by the Board or the Executive Committee, shall be and each such person is hereby authorized, empowered and directed to (i) approve or execute, enter into and deliver for, and in the name and on behalf of each member of the Obligated Group, as applicable, and, where necessary, under the corporate seal duly attested, the Loan Documents and such other documents as may be desirable to effectuate the transactions described herein, which shall be in form satisfactory to each officer approving or executing the same on behalf of each member of the Obligated Group, and (ii) pay all such fees, taxes and expenses as may in his/her/their discretion be deemed necessary or desirable in order to carry out and comply with the terms and provisions of these resolutions, the Loan Documents and such other documents as may be desirable to effectuate the transactions described herein. The execution of such Loan Documents and such other documents as may be desirable to effectuate the transactions described herein by any of the Designated Officers or any other officer so directed by the Board or the Executive Committee, shall constitute conclusive evidence of such officer's approval and the Board's and the Executive Committee's approval of all terms and conditions thereof, and all of the acts of the officers of the Board, the Corporation, Hackettstown and Adventist Rehab which are in conformity with the intent and purposes of these resolutions, including, but not limited to, approval or execution of any amendment, extension, replacement or substitution of any document authorized herein, whether heretofore or hereafter taken or done, shall be and the same are hereby in all respects, ratified, confirmed and approved.

3. All prior resolutions of the Board and the Executive Committee or any parts thereof in conflict with any or all of the foregoing resolutions are hereby repealed to the extent of such conflict.

BOARD OF TRUSTEES
ADVENTIST HEALTHCARE, INC.



William G. Robertson, Secretary

Exhibit B (iv)

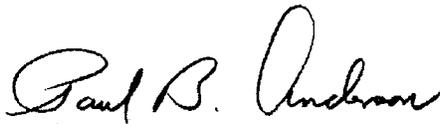
Good Standing Certificate of Adventist Healthcare, Inc.

STATE OF MARYLAND
Department of Assessments and Taxation

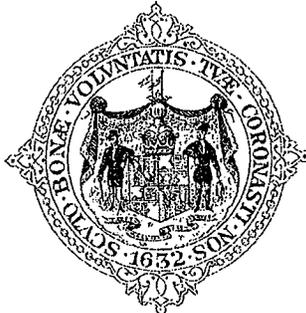
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ADVENTIST HEALTHCARE, INC., INCORPORATED MAY 31, 1983, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MARCH 08, 2011.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

Exhibit C (1)

Bylaws of Adventist Rehabilitation Hospital of Maryland, Inc.

BYLAWS
OF
ADVENTIST REHABILITATION HOSPITAL OF MARYLAND, INC.

ARTICLE I
OFFICES AND PURPOSE

Section 1: Purpose. Adventist Rehabilitation Hospital of Maryland, Inc. (the "Corporation") is a non-profit corporation organized pursuant to the laws of the State of Maryland and is an important and inseparable part of the Seventh-day Adventist Church ("Church"). The primary purpose of the Corporation is to further the goals and objectives of the Church's health ministry by providing general supervision to the health care organizations and programs owned or operated by the Church and to promote the wholeness of man physically, mentally, and spiritually. The Corporation shall additionally have the following specific purposes:

- (a) To support the goals and objectives of the Church's health ministry;
- (b) To establish, own, operate and maintain a Seventh-day Adventist hospital delivering inpatient and outpatient medical rehabilitation services and engaging in other supporting activities within the health care field;
- (c) To further by all proper and legal agencies and means in harmony with the goals, objectives and teachings of the Church, a better knowledge of the laws of life and true hygiene, the relief of suffering and the prevention and cure of disease;
- (d) To do all acts necessary to the furtherance and the attainment of the purposes of the Corporation.

Section 2: Principal Office and Resident Agent. The Corporation shall have and continuously maintain a principal office and resident agent in the State of Maryland. The location of such principal office and the name of such resident agent shall be such as are designated in the Articles of Incorporation, and they may be changed and determined by the Board of Directors pursuant to the applicable provisions of law.

ARTICLE II
MEMBER

Section 1: Member. The sole member of the Corporation ("Member") shall be Adventist HealthCare, Inc., a not-for-profit Maryland corporation exempt from federal income tax under Internal Revenue Code ("IRC") Section 501(c)(3).

Section 2: Reserved Authority and Responsibility. The following actions shall be reserved to the Member:

- (a) The adoption, altering, amending or replacing of the Articles of Incorporation or the Bylaws of the Corporation;
- (b) The liquidation, dissolution, winding up, or abandonment of the Corporation;
- (c) Appointment of members of the Board of Directors from nominees submitted by the Nominating Committee (as defined hereunder);
- (d) Removal of members of the Board of Directors;
- (e) Appointment and removal of the President and CEO of the Corporation, in consultation with the Board of Directors.

Section 3: Voting. The Member shall have voting rights and shall be entitled to one vote at all meetings of the Member, where all questions shall be determined by a majority vote.

Section 4: Annual Meetings. The annual meeting of the Member shall be held at a time and place as determined by the Board. At such meeting, directors shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the power of the Member.

Section 5: Special Meetings. Special meetings of the Member, for any purpose or purposes whatsoever, may be called at any time by the Chair of the Board, by the Vice Chair (in the absence of the Chair), by petition of a majority of the Board of Directors, or as otherwise permitted by applicable state law. Except in special cases where other express provision is made by statute, notice of such special meeting shall be given in the same manner as for annual meetings of the Member. Notices of any special meetings shall specify the place, day and hour of such meeting, and the general nature of the business to be transacted.

Section 6: Place of Meetings. All annual meetings of the Member, and all other meetings of the Member, shall be held at such place within or without the State of Maryland as designated either by the Board of Directors pursuant to authority hereinafter granted to said Board, or by the written consent of all Members entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the Corporation.

Section 7: Notice. Written notice of each annual or special meeting shall be given to each Member entitled to vote, either personally or by mail or by other means of written communication, charges prepaid, addressed to such member at such address appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice. All such notices shall be sent to each Member entitled thereto not less than ten (10) days nor more than fifty (50) days before each annual or special meeting, and shall specify the place, the day and the hour of such meeting, and, for each special meeting, shall state the general nature of the business to be transacted

thereat. Notice under this Section 7 shall be waived if the person who is entitled to notice: 1) before or after the meeting, signs a waiver of notice which is filed with the records of the meeting; or 2) is present at the meeting.

Section 8: Quorum. A quorum for any meeting of the Member shall be fifty percent of the Members. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 9: Action Without A Meeting. Any action required to be taken by the Member, or any action which may be taken by the Member, may be taken without a meeting, without notice, and without a vote if a consent in writing, setting forth the action so taken, is signed by all of the Members. Such written consent or consents shall be filed with the corporate records as the minutes of the proceedings of the Member.

Section 10: Telephone Conference. The Members may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear and speak to each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

ARTICLE III **BOARD OF DIRECTORS**

Section 1: Composition. The governing body of the Corporation shall be a Board of Directors. The number of directors shall be not less than three (3) nor more than nine (9). The composition of the Board of Directors shall be as follows:

(a) **Company Director.** At least one of the directors shall serve as a director of the Corporation by virtue of and concurrently with being an officer of Adventist HealthCare, Inc.

(b) **Physician Director.** At least one of the directors shall be a physician on the Medical Staff of the Corporation.

(c) **Director Qualifications.** Directors shall consist of persons who have an interest in the community, and:

- (1) are at least eighteen years of age;
- (2) possess knowledge, skill and experience relevant to the activities of the Corporation, including business, finance, medicine, and/or community affairs;
- (3) have respect and/or high visibility in the community;

- (4) demonstrate an interest in health care generally; and
- (5) be committed to the mission, philosophy, values, and purposes of the Corporation.

(d) Seventh-day Adventist Church Member. At all times, a majority of the directors shall be members of the Seventh-day Adventist Church.

Section 2: Election.

- (a) Directors shall be elected by the Member of the Corporation at the annual meeting.
- (b) The directors (except for the Company director(s)) shall be divided into three classes as follows:

(1) The initial term of office of the Class I directors shall be until the 2005 annual meeting of the Member and until their successors shall be elected and have qualified and thereafter shall be for three year terms or until their successors shall be elected and have qualified;

(2) The initial term of office of the Class II directors shall be until the 2006 annual meeting of the Member and until their successors shall be elected and have qualified and thereafter shall be for three year terms or until their successors shall be elected and have qualified; and

(3) The initial term of office of the Class III directors shall be until the 2007 annual meeting of the Member and until their successors shall be elected and have qualified and thereafter shall be for three years and until their successors shall be elected and have qualified.

If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain or attain, if possible, the equality of the number of directors in each class. If such equality is not possible, the increase or decrease shall be apportioned among the classes in such a way that the difference in the number of directors in any two classes shall not exceed one.

Section 3: Nominations. Nominations of individuals to serve as directors of the Corporation shall be made by a Nominating Committee as established in these Bylaws.

Section 4: Absence from Meetings. Any director absent from more than one-third of the meetings during the preceding year may be removed as director by vote of the Member at any annual meeting.

Section 5: Vacancies. At any time, the Member shall have the power to fill all vacancies among directors due to death, resignation or other cause.

Section 6: Removal. Directors of the Corporation may be removed with or without cause by a majority vote of the Member.

Section 7: Regular Meetings. Unless otherwise ordered by the Chair of the Board, regular meetings of the Board of Directors shall be held at least four (4) times a year, approximately quarterly. There shall be ten (10) days written notice by mail of all regular meetings of the Board.

Section 8: Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board of Directors and shall be called by the Chair at the request of any two (2) officers of the Board or at the written request of three (3) directors. Written notice by mail of any special meeting shall be given to each director ten (10) days prior to the date of the meeting. Such notice shall set forth the business to be transacted at the special meeting and any actions taken at such meetings shall be limited to the business set forth in the notice.

Section 9: Waiver of Notice. Notice under this Article III shall be waived if the person who is entitled to notice: 1) before or after the meeting, signs a waiver of notice which is filed with the records of the meeting; or 2) is present at the meeting.

Section 10: Quorum. Fifty percent (50%) of the directors qualified to vote shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 11: Majority Vote. An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

Section 12: Action Without Meeting. Any action that may be taken at any annual or special meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors.

Section 13: Telephone Conference. Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear and speak to each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

Section 14: Compensation of directors. Nothing herein contained shall be construed to preclude any director from serving the Corporation, one of its affiliated corporations, or the sponsoring Church in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

Section 15: Officers of the Board of Directors. The officers of the Board of Directors shall be a Chair, a Vice Chair, and a Secretary.

(a) **Chair.** The Chair shall preside at all meetings of the Board of Directors and shall be an ex officio member of all standing and special committees. The Chair shall be selected by the Member.

(b) **Vice Chair.** The Vice Chair shall, during the absence or disability of the Chair, or during a vacancy in the office of Chair, have all the powers to perform the duties of Chair as set forth in these Bylaws. The Vice Chair shall be appointed by the Chair.

(c) **Secretary.** The Secretary shall take or cause to be taken the minutes of the meetings of the Board of Directors and issue the notices required by these Bylaws. The Secretary shall be appointed by the Chair.

All officers of the Board of Directors shall hold office for one year or until his/her successor is appointed.

ARTICLE IV OFFICERS OF THE CORPORATION

Section 1: Officers of Corporation. The officers of the Corporation shall be: a President and CEO; a Treasurer; a Secretary; and, if the Board so determines, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other officers. The officers of the Corporation need not be members of the Board of Directors. One person may be elected to serve in more than one capacity, except that the same individual may not serve as President and CEO and Secretary. The President and CEO shall be appointed by the Member, after the review and consultation of the Board of Directors. The other officers shall be appointed by the President and CEO. All officers shall hold office for one year and/or until their successors are elected and qualified.

Section 2: President and CEO. The President and CEO shall exercise general supervision over the Corporation's affairs and be, by virtue of his/her office, a member of all standing, working, and special committees. The President and CEO's authority shall include power to sign instruments and documents, bank signature cards and similar papers, and to act as attorney-in-fact when authorized on behalf of the Corporation. The President and CEO shall perform such other duties as may be required by these Bylaws or by the Board of Directors.

Section 3: Treasurer. The Treasurer of the Corporation shall examine the monthly financial reports and the books of account and see that they are kept in a manner which shall disclose properly assets and liabilities, income and expense of the Corporation. The Treasurer shall make regular reports to the Board of Directors, showing the financial condition of the Corporation. The Treasurer shall submit to the annual meeting of the Member a full financial report for the preceding annual fiscal period. The Treasurer shall perform such other duties as may be required by these Bylaws or by the Board of Directors.

Section 4: Secretary. The Secretary shall be the custodian of all the Corporation's papers, contracts, agreements, and documents. As may be requested, the Secretary or the Secretary's designated Assistant Secretary shall attest to all deeds and other papers authorized to be executed by the Board of Directors, and shall when authorized affix thereto the Seal of the Corporation, which Seal shall be in his/her custody. The Secretary shall also perform such other usual and customary duties as may be required by these Bylaws or by the Board of Directors.

Section 5: Vacancies. The President and CEO shall have the power to fill all vacancies among the officers of the Corporation.

ARTICLE V **COMMITTEES OF THE BOARD OF DIRECTORS**

Section 1: Committee Functions. Committees of the Board of Directors shall be standing, working or special. The Chair of the Board of Directors shall appoint the members of each standing, working or special committee and a committee chair. At committee meetings, a quorum shall be the presence of one-half of the number of members of the committee. Committee members may participate in a committee meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear and speak to each other at the same time; participation in a committee meeting by these means constitutes presence in person at the meeting. Each committee meeting shall have an agenda and shall submit minutes of its meetings to the Board of Directors. All committee members shall serve for a term of one year or until their successors are appointed and qualified.

Section 2. Standing Committees. Standing committees shall be a Finance & Audit Committee, a Compensation Committee, a Community Benefit Committee, and a Nominating Committee.

(a) **Finance & Audit Committee.** The Finance & Audit Committee shall be concerned with all financial matters of the Corporation. The Finance & Audit Committee shall include the Board Officers, a physician Board member, as well as such others as the Chair of the Board of Directors shall appoint. The President and CEO shall be a permanent invitee to all meetings of the Finance & Audit Committee.

(b) Compensation Committee. The Compensation Committee shall be concerned with the management of the basic compensation, incentive payments and benefit programs of senior management. The committee shall provide a report to the Board on such frequency as requested by the Board regarding the matters reviewed and actions taken by the Committee. The Committee shall not include board members who have a conflict of interest with any proposed compensation arrangement to be discussed by the Committee. This Committee shall perform its duties consistent with the Corporation's Conflict of Interest Policy as set forth in Article VI hereto.

(c) Community Benefit Committee. The Community Benefit Committee shall be concerned with the delivery of community benefits by the Corporation. The Committee shall perform an ongoing assessments of the needs of the community and the programs that the Corporation can offer to meet those needs.

(d) Nominating Committee. The Nominating Committee shall be concerned with the identification and nomination of appropriate individuals to the Board of Directors. The Board Officers shall sit on the Nominating Committee as non-voting members. This committee shall review the qualifications of all prospective directors and shall nominate, in good faith, one or more candidates for each vacancy as it occurs. The Nominating Committee shall submit a report of its nominations for directors to be voted upon by the Member. At any time, the Member shall evaluate each nominee and conduct the election of directors in good faith.

Section 3. Working Committees. The Board of Directors may authorize and appoint working committees to address matters of ongoing concern. Working committees may consist of directors and non-directors, such as physicians; however, they shall not be committees of the Corporation's Board of Directors within the meaning of Section 2-411 of the Corporations and Associations Article of the Annotated Code of Maryland. All committees engaging in performance improvement, quality improvement, or peer review, constitute medical review committees within the meaning of Section 14-501 of the Health Occupations Article of the Annotated Code of Maryland.

Section 4: Special Committees. Special committees shall be appointed by the Chair of the Board of Directors, as the occasion demands and may include non-board members. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board of Directors. Upon completion of the task for which appointed, such special committee shall stand discharged.

ARTICLE VI CONFLICTS OF INTEREST

Section 1: Disclosure. Any director (a "Disclosing Director") who determines he or she may have any duality of interest or possible conflict of interest shall promptly disclose that duality or conflict to the other directors and make such disclosure a matter of record by communicating in writing to the Chair of the Board. Annually, each director shall make a written disclosure of all personal financial interests that may result in a conflict of interest with his or her obligations as a

director.

Section 2: Participation in Decision. Any Disclosing Director shall not vote or use his/her personal influence on the matter, and he/she shall not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting shall reflect that all disclosures made, the abstention from voting by the Disclosing Director, and the quorum following exclusion of the Disclosing Director.

Section 3: Participation in Debate. The foregoing requirements shall not be construed as preventing the Disclosing Director from briefly stating his/her position in the matter, nor from answering pertinent questions of other directors since his/her knowledge may be of great assistance.

Section 4: Dissemination of Policy. The Board of Directors shall adopt a Conflicts of Interest Policy that includes at least the provisions set forth in these Bylaws. Any new director will be advised of this Policy upon entering on the duties of his/her office.

ARTICLE VII **MANAGEMENT**

Section 1: Administration. All of the businesses of the Corporation shall be managed at all times in compliance with the mission of the Corporation. In addition to the duties set forth in Article IV of these Bylaws, the President and CEO shall be the representative of the Board of Directors in the management of the businesses of the Corporation and shall act as the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person to act.

Section 2: Authority of the President and CEO. In addition to the authority set forth in Article IV of these Bylaws, the authority and responsibility of the President and CEO shall include:

- (a) Developing and submitting to the Board of Directors for approval plans of general organization for the conduct of operations of the Corporation;
- (b) Preparing annual budgets showing the expected revenue and expenditures as required by the Board of Directors;
- (c) Selecting, employing, controlling and discharging employees and developing and maintaining personnel policies and practices for the Corporation;
- (d) Maintaining physical properties in a good and safe state of repair and operating condition;
- (e) Supervising business affairs to ensure that funds are collected and expended to the best possible advantage;

- (f) Working continually with other health care professionals to the end that high quality care is rendered to the patients at all times;
- (g) Preparing periodic reports reflecting the professional services and financial activities of the various businesses of the Corporation and such reports as may be required by the Board of Directors;
- (h) Preparing plans for the achievement of the Corporation's specific objectives and periodically reviewing and evaluating those plans;
- (j) Representing the Corporation in its relationships with other health agencies; and
- (k) Performing other duties that may be necessary or in the best interests of the Corporation.

ARTICLE VIII
MISCELLANEOUS

Section 1: Indemnification. As used in this Article VIII, any word or words defined in Section 2-418 of the Corporation and Associations Article of the Annotated Code of Maryland, as amended ("Indemnification Section"), shall have the same meaning as provided in the Indemnification Section. The Corporation shall indemnify a director, officer, employee or agent of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section. Such right of indemnification shall be in addition to, and not in restriction or limitation of, any other privileges or power which the Corporation may have with respect to the indemnification or reimbursement of directors, officers, agents or employees. Such right of indemnification shall apply retroactively and to potential liabilities incurred prior to the date of the adoption of this Bylaw.

Section 2: Checks. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the Board of Directors.

Section 3: Execution of Legal Documents. The officers of the Corporation may sign any deeds or mortgages or other legal documents under authority given them by the Board of Directors. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 4: Securities. The officers of the Corporation are authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of the Corporation. The authority granted by these

Bylaws to the officers to vote or represent the Corporation arising from any voting securities held by the Corporation or any other corporation or corporations may be exercised by the officers in person or by any person authorized so to do by proxy or power of attorney duly executed by the officer.

Section 5: Records. The Corporation shall keep correct and complete books and records of account, and shall also keep the minutes of the proceedings of the Member, the Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep at its registered office or principal office a record giving the names and addresses of the directors and the Member entitled to vote. All books and records of the Corporation may be inspected by any Member or director, and by the agent or attorney of any such Member or director, for any proper purpose at any reasonable time in accordance with Maryland law.

Section 6: Audited Financial Report. The President and CEO shall cause an annual audited financial report to be submitted to the Board no later than one hundred eighty (180) days after the close of the each fiscal year of the Corporation containing such information as shall be specified by the Board of Directors.

Section 7: Fiscal Year. The Board of Directors shall have the power to fix and change the fiscal year of the Corporation.

ARTICLE IX **REVIEW/AMENDMENT OF BYLAWS**

The Board of Directors shall have the power and authority to amend, alter or repeal these Bylaws or any provision thereof, and may make additional Bylaws, subject to the consent of such by the Member pursuant to Article II, Section 2(a) hereof.

Exhibit C (ii)

Charter of Adventist Rehabilitation Hospital of Maryland, Inc.

5

ADVENTIST REHABILITATION HOSPITAL OF MARYLAND, INC.

(a Maryland non-stock corporation)

ARTICLES OF INCORPORATION

ARTICLE ONE

THE UNDERSIGNED, Kenneth B. DeStefano, Esq., whose address is 1801 Research Boulevard, Suite 400, Rockville, Maryland 20850, being at least eighteen years of age, acting as incorporator, does hereby form a non-stock corporation under and by virtue of the General Laws of the State of Maryland.

**ARTICLE TWO
NAME**

The name of the corporation shall be ADVENTIST REHABILITATION HOSPITAL OF MARYLAND, INC. (the "Corporation").

**ARTICLE THREE
PRINCIPAL OFFICE-RESIDENT AGENT**

The post office address of the principal office of the Corporation in the State of Maryland is 1801 Research Boulevard, Rockville, Maryland 20850. The resident agent of the Corporation is Kenneth B. DeStefano, Esq., whose post office address is 1801 Research Boulevard, Rockville, Maryland 20850. Said resident agent is a citizen of the State of Maryland and resides therein.

**ARTICLE FOUR
PURPOSE**

The Corporation is organized NOT FOR PROFIT and exclusively for religious, charitable, educational and scientific purposes as an integral and inseparable part of the Seventh-day Adventist Church (the "Church"), being an agency of that organization that is dedicated to further the Church's health ministry. The specific purpose of the Corporation is to support the goals and objectives of the Church's health ministry by providing rehabilitation services to inpatients and outpatients, physical therapy services, occupational therapy services, speech therapy services and other health care services related to the foregoing. No part of the profits or net income of the Corporation shall inure to the benefit of, or be distributable to its Members, trustees, directors, officers or other private persons, except for reasonable compensation for services rendered and to make payments and distributions in furtherance of tax-exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law ("IRC Section 501(c)(3)").

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the document on file in this office. DATED: 11-30-09
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: [Signature], Custodian
This stamp replaces our previous certification system. Effective: 6/95

B686-990

**ARTICLE FIVE
POWERS**

In addition to, and not limited by, the general powers conferred by the State of Maryland under Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, the Corporation shall have the power to carry on any other lawful business that is of benefit to the Corporation under the laws of this State in respect to non-profit corporations exempt from federal income tax and in harmony with the provisions of IRC Section 501(c)(3). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under IRC Section 501(c)(3); or (2) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future United States Internal Revenue law.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE SIX
STOCK**

The Corporation shall not have authority to issue capital stock.

**ARTICLE SEVEN
MEMBERS**

The sole member of the Corporation ("Member") shall be Adventist HealthCare, Inc., a not-for-profit Maryland corporation exempt from tax under IRC Section 501(c)(3). All other rights, duties and responsibilities of the membership shall be fixed by the Bylaws.

**ARTICLE EIGHT
BOARD OF DIRECTORS**

The affairs and management of the Corporation shall be under the control of a Board of Directors whose number shall not be less than three (3) nor more than nine (9). The initial Board of Directors, which shall serve until the next meeting of the Membership and until their successors are elected and qualified, shall be composed of the following individuals: William G. Robinson, Edmund F. Hodge, and Jack W. Wagner.

Thereafter, the number of directors of the Corporation and the method of their selection shall be fixed by the Bylaws of the Corporation and may be changed from time to time by amendment of the Bylaws. A majority of the directors shall be members of the Seventh-day Adventist Church.

ARTICLE NINE
DURATION

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

ARTICLE TEN
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a two-thirds vote of the Members present at any regularly called meeting of the Membership at which a quorum is present. The Corporation further reserves the right to avail itself of all provisions of the statutes of the State of Maryland existing or hereafter adopted pertaining to non-profit corporations and to assume all of the duties and obligations imposed by such statutes.

ARTICLE ELEVEN
DISTRIBUTION; DISSOLUTION

The Corporation is not organized nor shall it be operated for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to the Members thereof and is organized solely for non-profit purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to religious purposes and no part of the profits or net income of the Corporation shall ever inure to the benefit of any director, trustee, officer or Member thereof, or to the benefit of any other private person, except for reasonable compensation for services rendered and to make payments and distributions in furtherance of tax-exempt purposes under IRC Section 501(c)(3).

Upon the winding up and dissolution of the Corporation after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets of the Corporation shall be distributed to Adventist HealthCare, Inc. In the event said entity is unable to receive said remaining assets for any reason at the time of the winding up and dissolution of the Corporation, then all of said assets shall be distributed to Mid-Atlantic Adventist HealthCare, Inc., or its successor. In the event such entity is unable to receive said remaining assets for any reason at the time of the winding up and dissolution of the Corporation, then all of said assets shall be distributed to the Columbia Union Conference Association of Seventh-day Adventists, and if such Conference is unable to receive said remaining assets at that time, then all of such assets shall be distributed to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization(s) under IRC Section 501(c)(3) and as listed in the Seventh-day Adventist Yearbook.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on July 26, 2004.

Witness:

Veronica Flacker

Kerinth B. DeStafano
Kerinth B. DeStafano, Esq., Incorporator

Consent of Resident Agent

THE UNDERSIGNED, hereby consents to act as resident agent in Maryland for the entity named in the attached instrument.

Kerinth B. DeStafano
Kerinth B. DeStafano, Esq.

CUST ID: 888143881
WORK ORDER: 8888926918
DATE: 08-02-2004 01:55 PM
AMT. PAID: \$214.00

CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE **

** KEEP WITH DOCUMENT **

DOCUMENT CODE 02 BUSINESS CODE 04



Class _____ Stock _____ Nonstock

P.A. _____ Religious _____

Merging (Transferor) _____

ID # D38132488 ACK # 1000361000144785
LIBER: 800008 FOLIO: 0000 PAGE5: 0000
ADVENTIST REHABILITATION HOSPITAL OF MARYLAND, INC.

Surviving (Transferee) _____

87/30/2004 AT 02:32 P NO N 000026513

New Name _____

FEES REMITTED

Base Fee: 100
Org. & Cap. Fee: 20
Expedite Fee: 20
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
1 Certified Copies Copy Fee: 24
Certificates
Certificate of Status Fee: _____
Personal Property Filings: _____
Other: _____
TOTAL FEES: 214

Change of Name _____
Change of Principal Office _____
Change of Resident Agent _____
Change of Resident Agent Address _____
Resignation of Resident Agent _____
Designation of Resident Agent and Resident Agent's Address _____
Change of Business Code _____
Adoption of Assumed Name _____
Other Change(s) _____

Credit Card _____ Check Cash _____

Code 409

Amount: _____

Documents on _____ Check _____

Mail to Address: _____

Approved By: No #13

Layed By: R. Austin

COMMENT(S):
see work

CUST ID: 0001432031
WORK ORDER: 000026513
DATE: 88-07-2004 03:50 PM
PMT. PAID: 5214.00

Send Work Order and Customer Number 11212

CERTIFIED COPY MADE

Exhibit C (iii)

Resolution of Adventist Rehabilitation Hospital of Maryland, Inc.

ADVENTIST HEALTHCARE, INC.
RESOLUTION
OF THE BOARD OF TRUSTEES
TO
AUTHORIZE THE ISSUANCE OF A SUPPLEMENTAL INDENTURE AND
ADDITIONAL DEBT THEREUNDER

February 3, 2011

WHEREAS, Adventist HealthCare, Inc. (the "Corporation") is a Maryland non-profit corporation, described in Section 501(c)(3) of the Code;

WHEREAS, the Corporation, Hackettstown Community Hospital ("Hackettstown") and Adventist Rehabilitation Hospital of Maryland, Inc. ("Adventist Rehab"), are the members of the Obligated Group created under the Amended and Restated Master Trust Indenture between the Obligated Group and the Manufacturers and Traders Trust Company (the "Master Trustee") (as supplemented and amended, the "Master Indenture");

WHEREAS, the Corporation had outstanding a revolving line of credit which expired in January 2011 in an amount not to exceed twenty million dollars (\$20,000,000) (the "Line of Credit") with Wachovia Bank, a division of Wells Fargo Bank, N.A., as successor in interest to First Union National Bank of Maryland;

WHEREAS, the Obligated Group desires to arrange for a term loan for up to twenty million dollars (\$20,000,000) (the "Term Loan") in order to replace the Line of Credit and to provide liquidity for various working capital needs of the Obligated Group;

WHEREAS, one or more members of the Obligated Group will enter into an agreement with EagleBank, (the "Bank") setting forth the terms and conditions of the Term Loan, the covenants and its obligations to repay the draws under the Term Loan and pay interest at a rate per annum not to exceed 5.75%;

WHEREAS, the Term Loan shall expire in 36 months unless extended in accordance with its terms and shall be repaid in approximately 11 equal quarterly payments of principal and interest and a final payment of the entire unpaid balance at maturity, or such other payment terms as the parties may agree;

WHEREAS, to accomplish the issuance of the Term Loan, the Bank has requested and the Obligated Group has determined that it would be advantageous for the Obligated Group to enter into a Supplemental Master Trust Indenture, supplementing the Master Indenture. Pursuant to the Supplemental Master Trust Indenture, a new Master Note (the "New Master Note") will be issued by or on behalf of the Obligated Group to secure the obligations of the Obligated Group on a joint and several basis under the Term Loan;

WHEREAS, in order to accomplish the issuance of the Term Loan, the Board desires to authorize management of the Corporation, Hackettstown and Adventist Rehab to enter into or issue the Term Loan, the Supplemental Master Trust Indenture, and the New Master Note, and to

execute any other documents desirable for such transactions (collectively the "Loan Documents"), and to take such other actions as are necessary or desirable to effectuate the transactions; and

WHEREAS, the proposed terms for the Loan Documents have been discussed and explained to the satisfaction of the Board.

NOW, THEREFORE, BE IT AND IT IS HEREBY:

RESOLVED by the Board:

1. Each of the President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer of the Corporation (collectively, the "Designated Officers"), and any other officer so directed by the Board or the Executive Committee, shall be and each such person is hereby authorized, empowered and directed to approve and enter into, in the name and on behalf of the Corporation and Hackettstown, as applicable, the Loan Documents within the parameters described in the Recitals above.

2. Each of the Designated Officers and any other officer so directed by the Board or the Executive Committee, shall be and each such person is hereby authorized, empowered and directed to (i) approve or execute, enter into and deliver for, and in the name and on behalf of each member of the Obligated Group, as applicable, and, where necessary, under the corporate seal duly attested, the Loan Documents and such other documents as may be desirable to effectuate the transactions described herein, which shall be in form satisfactory to each officer approving or executing the same on behalf of each member of the Obligated Group, and (ii) pay all such fees, taxes and expenses as may in his/her/their discretion be deemed necessary or desirable in order to carry out and comply with the terms and provisions of these resolutions, the Loan Documents and such other documents as may be desirable to effectuate the transactions described herein. The execution of such Loan Documents and such other documents as may be desirable to effectuate the transactions described herein by any of the Designated Officers or any other officer so directed by the Board or the Executive Committee, shall constitute conclusive evidence of such officer's approval and the Board's and the Executive Committee's approval of all terms and conditions thereof, and all of the acts of the officers of the Board, the Corporation, Hackettstown and Adventist Rehab which are in conformity with the intent and purposes of these resolutions, including, but not limited to, approval or execution of any amendment, extension, replacement or substitution of any document authorized herein, whether heretofore or hereafter taken or done, shall be and the same are hereby in all respects, ratified, confirmed and approved.

3. All prior resolutions of the Board and the Executive Committee or any parts thereof in conflict with any or all of the foregoing resolutions are hereby repealed to the extent of such conflict.

BOARD OF TRUSTEES
ADVENTIST HEALTHCARE, INC.



William G. Robertson, Secretary

Exhibit C (iv)

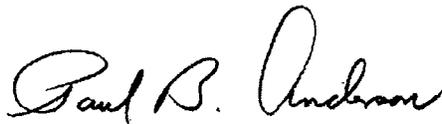
Good Standing Certificate of Adventist Rehabilitation Hospital of Maryland, Inc.

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ADVENTIST REHABILITATION HOSPITAL OF MARYLAND, INC., INCORPORATED JULY 30, 2004, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MARCH 08, 2011.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 | Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

Exhibit D (i)

Bylaws of Hackettstown Community Hospital

**HACKETTSTOWN COMMUNITY HOSPITAL
d.b.a. HACKETTSTOWN REGIONAL MEDICAL CENTER**

CORPORATE BYLAWS

AMENDED:

**May 9, 1991
April 15, 1993
March 3, 1994
July 1, 1997
August 4, 1997
May 14, 1998
September 9, 1999
July 20, 2000
April 11, 2002
February 12, 2004
December 8, 2005**

**HACKETTSTOWN COMMUNITY HOSPITAL, INC.
d.b.a. HACKETTSTOWN REGIONAL MEDICAL CENTER**

AMENDED AND RESTATED CORPORATE BYLAWS

ARTICLE 1

PURPOSE

1.01 Hackettstown Community Hospital, Inc., d.b.a. Hackettstown Regional Medical Center, (hereinafter referred to as the "Hospital" or the "Hospital Corporation") is a charitable corporation organized pursuant to the Nonprofit Corporation Law of the State of New Jersey. Its primary purpose is to participate in the health ministry of the Seventh-day Adventist Church and to promote the wholeness of man physically, mentally and spiritually through acute care hospital and related health care services.

Specifically, this Hospital Corporation has been established to provide:

1. Those diagnostic, therapeutic and emergency services needed to ensure the community with a high level of medical care, and to see that these services are accessible equally to inpatients and outpatients.
2. Health education to patients and the community.
3. The needed facilities and equipment required for the highest possible care. The Hospital management recognizes that it must develop these resources within the fiscal and planning limits of its environment.
4. Continued educational opportunities for all clinical, support and management personnel.
5. A medical staff of sufficient skill, numbers and expertise for the community needs and to ensure future medical staff development through medical education.

It is the intention of the Hospital Corporation to use the health care resources available to it effectively and judiciously for the community's good.

1.02 The Hospital Corporation shall have a Board of Directors. The functions and duties of the Board of Directors (hereinafter referred to collectively as the "Board of Directors") shall be as directed from time to time by the Membership (as defined below), consistent with the standards of the Joint Commission on Accreditation of Healthcare Organizations (hereinafter "JCAHO"), and applicable laws and regulations. Such functions shall include, but not be limited to, those stated below.

1. General Functions. The Board of Directors shall have responsibility for the business and affairs of the Hospital to the extent delegated by the Membership. The Board of Directors shall delegate responsibility and authority for the day-to-day management of the Hospital to the Hospital President/CEO.
2. Planning Function. The Board of Directors shall participate in and support an institutional planning process to periodically evaluate the Hospital's goals, policies and programs. At the Board of Directors' discretion, this planning function may be performed by a committee which includes representatives of the Board of Directors, administration, nursing, other appropriate advisers, and the Medical Staff.
3. Performance Improvement (PI). The Board of Directors shall require the Medical Staff and staffs of the Hospital departments/services to implement and report on the activities and mechanisms for monitoring and evaluating the quality of patient care, for identifying opportunities to improve patient care, and for identifying and resolving problems. The Board of Directors, through the Hospital President/CEO, shall support these activities and mechanisms. The Board of Directors shall provide for resources and support systems for the quality assessment and improvement and risk management functions related to patient care and safety. The Board of Directors shall consider and, if necessary, act upon the results reported from PI activities, which activities shall strive to satisfy the following objectives: (i) quality patient care provided by members of the medical and allied professional staffs, employees of the Hospital and all others who provide patient care services at this Hospital, (ii) use of planned and systematic procedures to objectively assess the quality of care provided, (iii) implementation of corrective action when problems or opportunities for improvement are identified, and (iv) the provision of one level of patient care throughout the Hospital.
4. Patient Care. The Board of Directors shall participate in and support an institutional process to periodically review, evaluate, and revise key Hospital policies and procedures to address integrated patient care.
5. Orientation and Continuing Education. All members of the Board of Directors shall participate in an initial orientation and continuing education programs as part of membership responsibilities. These programs will be provided through the Hospital President/CEO as needed, but no less than annually. Initial orientation shall include an explanation of the functions and responsibilities of the Board of Directors. Relevant topics for continuing education include the Board of Directors' responsibility for the PI program and its effectiveness, and appointment, reappointment and granting privileges to medical and allied professional staff members. If requested by the Chair of the Board of Directors, all or

any members of the Board of Directors from the prior year may be called upon to attend the first Board of Directors meeting of the new Board of Directors Year as non-voting members for the sole purpose of orienting the new Board of Directors members to their responsibilities.

6. Facility Plans and Budgets. The Board of Directors, together with the Hospital President/CEO, shall develop short-term and long-term financial management plans including, but not limited to, annual capital and operating budgets, and a long-range master plan, to the end that the Hospital may effectively serve its community. Such plans shall be submitted to the Membership or its designee for review and approval.

ARTICLE 2

MEMBERSHIP

2.01 There shall be a single class of constituent members of the Hospital Corporation (individually, "Member," collectively, the "Membership"), which shall consist of the duly elected members of the Board of Directors of Adventist HealthCare, Inc., a nonprofit corporation existing under and operating by virtue of the laws of the State of Maryland.

2.02 Reserved Authority and Responsibility

Notwithstanding any provision of the Certificate of Incorporation or these Bylaws to the contrary, the following actions are reserved to the Membership:

1. The purchase, sale or disposition of real property of the Hospital Corporation;
2. The adoption, altering, amending or replacing of the Certificate of Incorporation or the Bylaws of the Hospital Corporation;
3. The liquidation, dissolution, winding up or abandonment of the Hospital Corporation; and
4. The retention and exercise or delegation of voting rights associated with the ownership of any shares of stock or interest owned or held by the Hospital Corporation or any entity subsidiary to or controlled by the Hospital Corporation ("Subsidiary Organization") in connection with the following actions:
 - (a) the amendment of the organizational documents of a Subsidiary Organization;
 - (b) the consolidation of a Subsidiary Organization with one or more entities to form a new consolidated corporation;

- (c) the merger of a Subsidiary Organization into another entity or the merger of one or more other entities into a Subsidiary Organization;
- (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of a Subsidiary Organization, including its goodwill and franchises;
- (e) the participation by a Subsidiary Organization in a share exchange as the entity the stock/interest of which is to be acquired;
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of a Subsidiary Organization.

5. Appointment of members of the Board of the Hospital Corporation from nominees submitted by the Board of the Hospital Corporation;

6. Removal of members of the Board of the Hospital Corporation.

7. Authorize and approve the issuance of debt and the use of proceeds of such debt for and on behalf of the Hospital Corporation;

8. Develop capital investment, capital allocation and borrowing policies for the Hospital Corporation;

9. Cease providing health care services necessary for operation as a licensed general acute care facility at any site;

10. Change the stated purposes, mission or philosophy of the Hospital Corporation, or any Controlled Entity as found in the Articles of Incorporation, Bylaws, or other governing documents of the Hospital Corporation;

11. Adopting the Hospital Corporation's annual and long-term capital and operation budgets;

12. Making any major changes in any of the Hospital Corporation's insurance program; and

13. Recommending any unbudgeted capital expenditure of the Hospital Corporation's capital budget in excess of \$500,000.

2.03 Each Member of the Hospital Corporation shall have an equal right to vote and may hold any office in the Hospital Corporation to which he or she may be duly elected or appointed.

ARTICLE 3

MEETINGS OF THE MEMBERSHIP

3.01 The Annual Meeting of the Membership shall be held in the month of April, or such other month as is selected by the Adventist HealthCare, Inc. Board of Directors, on such date, hour, and place as that Board of Directors shall appoint. Notice of the Annual Meeting shall be given to each Member of the Hospital Corporation by the Secretary of the Hospital Corporation by mail or telephone not more than six (6) nor less than two (2) weeks before the date of such meeting.

3.02 The order of business at the Annual Meeting of the Hospital Corporation shall be:

1. Reading or approval of the minutes of the last Annual Meeting, unless referred to the Board of Directors for approval.
2. Receiving of financial and such other reports as properly reflect the business of the Hospital Corporation.
3. Other business.
4. Election of Directors.

3.03 Special meetings of the Membership of the Hospital Corporation may be called at any time by the Chairperson of the Board of Directors, by petition of a majority of the Board of Directors, or as otherwise permitted by New Jersey law. Any such request shall set forth the objects of such special meeting. Notice of any special meeting shall be given to each Member of the Hospital Corporation by the Secretary of the Hospital Corporation by mail or by telephone not more than six (6) nor less than two (2) weeks before the date of such meeting and shall state the subjects to be considered. All discussion and action at such meeting shall be limited to those subjects.

3.04 A quorum for the transaction of business shall be fifty percent (50%) of the Membership. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned. When a meeting is adjourned to another time or place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only business may be transacted which might have been transacted at the original meeting.

3.05 Members may participate in any meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear and speak to each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

3.06 Any action which may be taken at any annual or special meeting of the Membership may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Members.

ARTICLE 4

BOARD OF DIRECTORS

4.01 Composition and Election

The governing body of the Hospital Corporation shall be a Board of Directors of not less than eleven (11) and not more than twenty-one (21) in number. The composition of the Board of Directors shall be as follows:

1. Ex-Officio Directors. The following Directors shall serve as Directors of the Hospital Corporation by virtue of and concurrently with holding the following offices:
 - (a) The President of the Columbia Union Conference of the Seventh-day Adventist Church;
 - (b) The President of the Allegheny East Conference of the Seventh-day Adventist Church;
 - (c) The President of the New Jersey Conference of the Seventh-day Adventist Church;
 - (d) The President/CEO of the Hospital Corporation;
 - (e) The President of the Hospital's Medical and Dental Staff; and
 - (f) The President/CEO of Adventist HealthCare, Inc.; and
 - (g) The President of the Hospital Foundation.
2. Community Directors. Community Directors shall consist of: 1) persons who are affiliated with the Seventh-day Adventist Church who have an interest in the community; and 2) individuals who are not affiliated with the Seventh-day Adventist Church who have an interest in the community.

Directors shall be elected by the Membership at its annual meeting. The composition of the Board of Directors and their respective terms shall be arranged so that each year, at the annual meeting of the Membership, approximately one-third (1/3) of the Directors shall be elected.

Nominations at each annual meeting of the Membership shall be made by a Nominating Committee as set forth in these Bylaws. The Nominating Committee shall, at least twenty-one (21) days prior to the annual meeting of the Membership, submit to each Member a copy of the report of its nominations for Directors to be voted upon at that meeting.

4.02 Terms

Ex-Officio Directors shall serve terms corresponding to their tenures. Community Directors shall serve a three-year term. In general, it is anticipated that Community Directors shall serve a maximum of two consecutive (2) three-year terms.

4.03 Vacancies and Removals

If any vacancy in the Board of Directors shall occur, other than by expiration of term, it shall be filled by appointment by the Membership for the balance of the term of the Director creating the vacancy. Any Director absent from more than one-third (1/3) of the meetings during the term of the year may be removed as Director by a vote of a majority of the Membership. Any Director may further be removed, by a vote of a majority of the Membership, with or without cause.

4.04 Vacancies Created by Expiration of Term

Nominations for Directors created by expiration of terms shall be made by a Nominating Committee as set forth in these Bylaws. The Nominating Committee shall, at least twenty-one (21) days prior to the Annual Meeting, submit to each Member of the Hospital Corporation a copy of the report of its nominations for Directors to be voted upon at the Annual Meeting.

4.05 Qualifications of Directors

All Directors shall: 1) be at least eighteen (18) years of age; 2) possess knowledge, skill and experience relevant to the activities of the Hospital Corporation, including business, finance, medicine, and/or community affairs; 3) have high visibility and respect in the community; 4) demonstrate an interest in the Hospital and health care generally; and 5) be committed to the mission, philosophy, values, and purposes of the Hospital Corporation.

4.06 Conflict of Interest

1. Any duality of interest or possible conflict of interest on the part of any Director shall be disclosed to the other Directors and made a matter of record through an annual procedure and also when the interest becomes a matter of Board action.
2. Any Director having a duality of interest or possible conflict of interest on any matter shall not vote or use his/her personal influence on the matter

and shall not be counted in determining the quorum of the meeting, even when permitted by law. The minutes of the meeting shall reflect that a disclosure was made the abstention from voting, and the quorum situation.

3. The foregoing requirements shall not be construed as preventing questioning of the interested Director by other Directors, since the interested Director's knowledge may be of great assistance.
4. The Board of Directors shall adopt a Conflicts of Interest Policy which includes at least the provisions set forth in these Bylaws. Any new Director will be advised of this Policy upon entering on the duties of his/her office.

ARTICLE 5

MEETINGS OF THE DIRECTORS

5.01 Unless otherwise ordered by the Chairperson of the Board, regular meetings of the Board of Directors shall be held at least four (4) times a year on dates to be set by the officers of the Board of Directors. The schedule of the regular meetings of the Board shall be determined at the commencement of each year and furnished to each Director. A reminder notice of any regular meeting may be given to each Director by mail or telephone at least five (5) days before the date of the meeting.

5.02 Special meetings of the Board of Directors may be called by the Chairperson and shall be called by the Chairperson at the request of any two (2) officers of the Board of Directors or at the written request of one-fourth (1/4) of the Directors. Notice of any special meeting shall be given each Director by mail or by telephone. Such notice shall set forth the business to be transacted at the special meeting, and any actions taken at such special meeting shall be limited to the business set forth in the notice.

5.03 The presence of one-half (1/2) of the Directors shall constitute a quorum at all meeting of the Board of Directors and an affirmative vote of a majority of those present shall constitute the action of the Board of Directors.

5.04 Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear and speak to each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

5.05 Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Directors.

ARTICLE 6

OFFICERS

6.01 The officers of the Board of Directors shall include a Chairperson, a Vice-Chairperson and a Secretary. The Chairperson shall be the CEO of Adventist HealthCare, Inc.; the Vice Chair shall be the appointee of the Chairperson; and the Secretary shall be the President/CEO of the Hospital. The officers shall perform the duties customarily associated with their offices or as specifically assigned by the Board of Directors.

6.02 The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all standing and special committees.

6.03 The Vice Chairperson of the Board of Directors shall, during the absence from the Hospital Corporation or the disability of the Chairperson, or during a vacancy in the office of Chairperson, have all powers to perform the duties of Chairperson as set forth in these Bylaws.

6.04 The Secretary to the Board of Directors shall be ultimately responsible for the keeping of the minutes of all meetings of the Board of Directors and the Executive Committee, and shall be the custodian of all the Hospital Corporation papers, contracts, agreements, and documents.

6.05 The Officers of the Hospital Corporation shall be:

- a President/CEO;
- a Secretary; and
- a Treasurer.

With the exception of the President/CEO, the officers need not be members of the Board. If the Board so determines, there shall be elected one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers who need not be members of the Board of Directors. One person may be elected to serve in more than one capacity, but the offices of President/CEO and Secretary of the Hospital Corporation may not be held by the same person. The President/CEO shall be elected by the Members at the Annual Meeting of the Membership. The other officers shall be elected annually by the Board of Directors at its first meeting after the Annual Meeting of the Membership. All officers shall hold office for one year, and until their successors are elected and qualified, provided that any such officer may be removed at any time with or without cause by the affirmative vote of the majority of the Board of Directors, subject to the consent of the Membership.

6.06 The President/CEO of the Hospital Corporation shall have the authority and responsibility to operate the Hospital Corporation in all its activities and departments, subject only to such policies as may be issued by the Board of Directors and/or in accordance with the authority reserved to the President & CEO of Adventist HealthCare, Inc. The President/CEO

shall possess the appropriate qualifications and experience to effectively fulfill the requirements of the position, shall at all times be a member in good standing of the Seventh-day Adventist Church. The President/CEO shall exercise general supervision over the Hospital Corporation's affairs and be an ex officio member of all standing, working and special committees.

6.07 The Treasurer of the Hospital Corporation shall be the Chief Financial Office of the Hospital Corporation and shall be the custodian of the funds and securities of the Hospital Corporation and shall make all disbursements under direction of, and upon such certification or approvals as may be required by, the Board of Directors. The Treasurer shall be charged with the custody of all operating funds and shall examine the monthly financial reports. The Treasurer shall examine the books of account and see that they are kept in a manner which shall disclose properly assets and liabilities, income and expense of the Hospital Corporation. The Treasurer shall make regular reports to the Board of Directors, showing the financial condition of the Hospital Corporation. The Treasurer shall also submit to the Annual Meeting a full financial report for the preceding annual fiscal period. The Treasurer shall also perform the usual and customary duties of the Treasurer.

6.08 The Secretary of the Hospital Corporation, or his/her designated Assistant Secretary, shall, as may be requested, attest to all deeds and other papers authorized to be executed by the Board of Directors, and shall, when authorized, affix thereto the Seal of the Hospital Corporation, which Seal shall be in his/her custody. The Secretary of the Hospital Corporation shall perform the other usual and customary duties of the Secretary.

6.09 The Officers of the Board and President/CEO of the Hospital Corporation may be removed with cause by the Board of Directors or Membership or without cause by the Membership. The other officers of the Hospital Corporation may be removed with or without cause by the Board of Directors.

6.10 In the event of a vacancy, temporary absence or disability in the office of the President/CEO, the President & CEO of Adventist HealthCare, Inc., after the review and consultation of the Board of Directors and the Membership, shall fill any such vacancy temporarily or permanently. Likewise, in the absence of the President/CEO of the Hospital, in the event of a vacancy, temporary absence or disability in any of the other offices, the President & CEO of Adventist HealthCare, Inc., may fill any such vacancy. The Board's Executive Committee is authorized to appoint an officer pro tem, reporting such appointment to the Board of Directors at its next meeting for ratification or other action.

ARTICLE 7

COMMITTEES OF THE BOARD OF DIRECTORS

7.01 Committees of the Board of Directors shall be standing or special. Standing committees shall be an Executive Committee, a Nominating Committee, a Professional Practice Committee, A Finance Committee, and such other standing committees as the Board of Directors may authorize. At a committee meeting, a quorum shall be one-half (1/2) the number of members of the committee. Committee members may participate in a committee meeting by

means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear and speak to each other at the same time; participation in a committee meeting by these means constitutes presence in person at the meeting. Each committee meeting shall have an agenda, and shall submit minutes of its meeting to the Board of Directors. All committee members shall serve for a term of one (1) year and/or until their successors are appointed and qualified.

7.02 The Executive Committee shall consist of up to nine (9) members as shall be appointed by the Chairperson of the Board of Directors. The Board Chairperson shall serve as the committee chairperson. During the interval between the meetings of the Board of Directors, the Executive Committee shall have all powers of the Board in the management and direction of the affairs of the Hospital Corporation, provided such actions are not in conflict with general policies enacted by the Board of Directors. Notwithstanding the foregoing, the Executive Committee shall not have the power to: 1) remove any officer of the Hospital Corporation; 2) submit to the Membership any action that requires the Membership's approval; or 3) amend or repeal any resolution previously adopted by the Board of Directors.

7.03 The Nominating Committee shall consist of all Community Directors whose terms are not expiring. The Nominating Committee shall also have the following non-voting members: 1) the Chairperson of the Board of Directors; 2) the President/CEO; and 3) the Vice-Chairperson of the Board, who shall also serve as the chairperson of the committee. This committee shall review the qualifications of all prospective Directors and shall nominate, in good faith, one or more candidates for each vacancy as it occurs. The Nominating Committee shall submit a written report of its nominations for Directors, accompanied by resumes and personal and occupational biographical information, to be voted upon at the annual meeting of the Membership. The Membership shall evaluate each nominee and conduct the election of Directors in good faith. As part of the nomination process, the Nominating Committee will evaluate the involvement, activity, and contributions of each Director on an annual basis. In this nomination process, the criteria include but are not limited to the following: 1) the Director should be at least eighteen (18) years of age; 2) the Director should possess knowledge, skill and experience relevant to the activities of the Hospital Corporation, including business, finance, medicine, and/or community affairs; 3) the Director should have high visibility and respect in the community; 4) the Director should demonstrate an interest in the Hospitals and health care generally; and 5) the Director should be committed to the mission, philosophy, values, and purposes of the Hospital Corporation. Members of the medical staff of the Hospital shall be eligible to serve as Directors in the same manner as other individuals. The written information obtained as to each candidate for Director, including all materials accompanying the nomination, shall be preserved with the official records of the Hospital Corporation until the vacancy is filled. Information obtained as to candidates who become Directors shall be preserved permanently.

7.04 The Professional Practice Committee shall be chosen by the Board of Directors and shall consist of at least three (3) Community Directors plus the current President, Vice President, and Secretary of the Medical Staff. The Board of Directors shall delegate to the Professional Practice Committee the authority and responsibility for (i) all appointments and reappointments of Medical Staff members and assignment of clinical privileges in accordance with the Medical Staff Bylaws, Rules and Regulations, and (ii) review, approval and

recommendation to the Board of Directors, the Medical Executive Committee Minutes, the Performance Improvement reports, and Risk Management reports.

7.05 The Finance Committee shall be appointed by the Chairperson of the Board of Directors and shall consist of at least three (3) Directors as well as members of the administrative staff of Hackettstown Community Hospital. Each Department of the Hospital shall, through its Department Manager, develop and submit to the Finance Committee, a plan and budget, which includes an annual operating budget and capital expenditure plan, which shall be considered and recommended by the Finance Committee to the Board of Directors for approval.

7.06 Special committees may be appointed by the Chairperson of the Board of Directors, as the occasion demands. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board of Directors. Upon completion of the task for which appointed, such special committee shall stand discharged.

7.07 The Appellate Review Committee shall be a special committee formed to review cases where a practitioner has applied for Medical Staff privileges and is not recommended for appointment by the Medical Staff. Written notice of the decision not to recommend appointment, stating the reasons therefore, shall be given to the practitioner by the President/CEO of the Hospital Corporation. In the event the practitioner requests a hearing prior to final action by the Board of Directors, such hearing shall also be conducted by the Appellate Review Committee.

The Appellate Review Committee shall be composed of five (5) Director members and shall include the Chairperson of the Board of Directors. There shall be three (3) medical advisors of said Committee, who shall be the President of the Medical Staff, Vice-President of the Medical Staff, and the Chairperson of the Department to which the practitioner made application. The Chairperson of the Board of Directors may appoint one (1) of the Director members to serve as presiding officer at the hearing. The proceedings at the hearing shall be transcribed by a stenographer. Legal counsel shall not attend the hearing unless the practitioner in question and the Appellate Review Committee mutually agree to the contrary, and the Committee will report to the Board who will take final action.

ARTICLE 8

ADMINISTRATION

8.01 The CEO of the Adventist HealthCare, Inc., shall appoint a President/CEO of the Hospital (referred to herein as the AHospital President/CEO) in accordance with such criteria as may be adopted by the Board of Directors. The President/CEO shall be given the necessary authority and responsibility to operate the Hospital Corporation in all of its activities and departments, subject only to the authority of the CEO of the Adventist HealthCare, Inc., and such policies as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action. The President/CEO shall act as the duly authorized

representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person to do so.

8.02 In addition to the powers granted under Article 6 of these Bylaws, and subject to the reserved powers of the Board of Directors and the President & CEO of Adventist HealthCare, Inc., the authority and responsibility of the President/CEO shall include:

1. Carrying out all policies established by the Board of Directors and advising on the information of these policies.
2. Developing and submitting to the Board of Directors for approval a plan of organization for the conduct of Hospital Corporation operation and recommended changes when necessary.
3. Preparing an annual budget showing the expected revenue and expenditures as required by the Board of Directors or its Executive Committee.
4. Selecting, employing, controlling, and discharging employees and developing and maintaining personnel policies and practices for the Hospital Corporation.
5. Maintaining physical properties in a good and safe state of repair and operating condition.
6. Working continually with other health care professionals to the end that high-quality care may be rendered to the patients at all times.
7. Presenting to the Board of Directors, or its authorized committee, periodic reports reflecting the professional services and financial activities of the Hospital Corporation and such reports as may be required by the Board of Directors.
8. Serving as an ex officio member of the Board of Directors and on committees thereof.
9. Serving as the liaison and channel of communications between the Board of Directors and any of its committees and the Medical Staff and assisting the Medical Staff with its organization and medico-administrative problems and responsibilities.
10. Preparing a plan for the achievement of the Hospital Corporation's specific objectives and periodically reviewing and evaluating that plan.
11. Representing the Hospital Corporation in its relationships with other health agencies.

12. Performing other duties that may be necessary to the best interest of the Hospital Corporation.
13. Signing and executing contracts and documents for the purchase of equipment, supplies and services needed for the customary conduct of the Hospital Corporation's routine business.
14. Providing for the Hospital's compliance with applicable laws and regulations; and reviewing and promptly responding to the reports and recommendations from planning, regulatory and inspecting agencies.

ARTICLE 9

MEDICAL STAFF

9.01 The Board of Directors shall appoint a medical and dental staff composed of currently licensed physicians and dentists who are graduates of recognized medical and dental schools, and shall see that they are organized into a responsible administrative unit and adopt such Bylaws and Rules and Regulations for government of their practice in the Hospital Corporation as the Board of Directors deems will promote ethical practice of medicine by each member of the Medical Staff and will benefit the patients within the Hospital Corporation. In the case of the individual patient, the physician duly appointed to the Medical Staff shall have full authority and responsibility for the care of that patient, subject only to such limitations as the Board of Directors may formally impose and to the Bylaws and Rules and Regulations for the Medical and Dental Staff, adopted by the Medical Staff and approved by the Board of Directors.

9.02 The Medical Staff shall consist of those physicians and dentists who have been appointed by the Board of Directors in accordance with the Bylaws of the Medical Staff under appointments which have not expired or been terminated. The Board of Directors shall consider recommendations to the Medical Staff and appoint to the Medical Staff, in numbers not exceeding the Hospital Corporation's needs, practitioners who meet the qualifications for membership as set forth in the Bylaws of the Medical Staff.

9.03 The active members of the Medical Staff of the Hospital Corporation, who are duly qualified to vote at its meetings, shall constitute the Attending Medical Staff.

9.04 Appointments to the Medical Staff shall generally be for two (2) years, with one-half (1/2) of the Medical Staff due for reappointment on each alternating year, dating from the first (1st) day of April of each year. The Executive Committee of the Medical Staff shall submit to the Directors its recommendations for appointments to the Medical Staff for the ensuing reappointment period at least thirty (30) days prior to the final scheduled meeting of the Board of Directors in the Medical Staff year. Interim appointments may be made in the same manner to be effective until the thirty-first (31st) day of March of each reappointment period. All Medical Staff appointments shall, in the final instance, be the responsibility of the Board of Directors.

9.05 Each member of the Medical Staff shall have only such privileges as are granted to him/her by the Board of Directors and as shall not be in conflict with the Medical Staff Bylaws. In making any such appointment, or granting any such privilege, the Board of Directors shall consider, but not be bound by, recommendations made by the Executive Committee of the Medical Staff in accordance with the Medical Staff Bylaws. Only members of the Medical Staff may admit and treat patients. All members of the Medical Staff shall have emergency privileges as prescribed in the Medical Staff Bylaws. Temporary or emergency privileges may be granted in accordance with the Medical Staff Bylaws to physicians and dentists who are not members of the Medical Staff.

9.06 The Board of Directors has the right at all times to substitute, suspend, or cancel appointments to the Medical Staff for action or conduct deemed inimical to the best interests of the Hospital Corporation or for failure of the member to observe all ethical principles of his profession. The Attending Medical Staff or its Executive Committee may recommend to the Directors such substitution, suspension or cancellation, but action thereon shall be subject to the approval of the Directors.

9.07 When a member of the Medical Staff's privileges are to be suspended, terminated reduced or affected in any other way, the practitioner shall be entitled to a due process hearing.

9.08 The Medical Staff Bylaws shall contain a provision for due process with an appeal mechanism to the Board of Directors when requested by a practitioner.

9.09 In the event the Board of Directors disagrees with a Medical Staff recommendation regarding a practitioner's privileges, it shall refer the matter to the Joint Conference Committee for further review prior to the final decision by the Board of Directors.

9.10 Notwithstanding the above and in addition, members of the Medical Staff may be temporarily suspended by the President/CBO of the Hospital Corporation for failure to complete medical records in accordance with Rules and Regulations adopted by the Attending Medical Staff and approved by the Board of Directors.

9.11 In all cases of temporary suspension as described above in Section 9.10, the Medical Staff member is not entitled to a hearing in accordance with the previous provision of Section 9.07 of these Bylaws.

9.12 Bylaws, Rules and Regulations of the Medical Staff setting forth its organization and government shall be recommended by the Attending Medical Staff, and the same shall become effective when approved by the Board of Directors.

9.13 Each member of the Medical Staff shall be bound by the Medical Staff Bylaws and by all actions taken by the officers, Attending Medical Staff and committees of the Medical Staff in accordance with the Medical Staff Bylaws.

9.14 It shall be the duty of the Medical Staff to provide adequate medical, surgical, and dental care to persons admitted to the Hospital Corporation or any of its departments; to keep

proper records of all treatments administered to patients by them individually or under their directions; and to meet the standards required for approval by licensing bodies and accrediting bodies to whom the Hospital Corporation has made application for license or accreditation. The medical condition of each patient admitted shall be the responsibility of a physician member of the Medical Staff. Each patient who is admitted shall receive a base-line history and physical exam by a physician who is either a member of or approved by the Medical Staff. Other direct medical care of patients that is provided by other specified professional personnel shall be under the supervision of a licensed practitioner with clinical privileges. The Medical Staff shall submit regular written reports to the Board of Directors regarding the level of quality of care that is provided in the Hospital Corporation. It shall be the duty of each member of the Medical Staff to assist in the training of junior members of the Medical Staff, interns, residents and nurses.

9.15 The Attending Medical Staff shall submit to the Board of Directors its recommendations for President, Vice-President, and Secretary/Treasurer of the Medical Staff. All officers shall serve a two-year term or until a successor is elected and may not hold office for more than one (1) term. A vacancy in a Medical Staff office, except for the Presidency, shall be filled by the Executive Committee of the Medical Staff with approval of the Board of Directors. All appointments to any such vacancy shall continue in effect for the remainder of the term.

9.16 Physicians and dentists serving in a medico-administrative position, appointed by the Board of Directors, shall serve for terms of two (2) years unless terminated by the Directors. Termination of the administrative relationship will not affect Medical Staff privileges unless specifically provided in this contract.

ARTICLE 10

AUXILIARIES

10.01 The Board of Directors shall authorize the appointment of those auxiliary organizations to the Hospital which it deems appropriate and in the best interests of the Hospital. Only those auxiliary organizations that have been so appointed by the Board may use the name of the Hospital as part of the name of the organization.

10.02 The constitution, bylaws, rules and regulations, and other documents or organization of all auxiliary organizations to the Hospital shall require adoption by the Board of Directors, including all amendments thereto.

ARTICLE 11

INDEMNIFICATION

11.01 Each present and future member of the Board of Directors and each present and future officer of the Hospital Corporation, including the Hospital Corporation's Chief Executive Officer and the legal representative of each such Director or officer, shall be indemnified by the

Hospital Corporation, to the fullest extent permitted by and in accordance with New Jersey law, against reasonable costs, expenses (exclusive of any amount paid to the Hospital Corporation in settlement) and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such member or officer or his or her legal representative, may be made a party by reason of his or her being or having been such a member or officer, provided said action, suit or proceeding shall be prosecuted against such member or officers, or against his or her legal representative, to final determination.

11.02 Such right of indemnification shall be in addition to, and not in restriction or limitation of, any other privilege or power which the Hospital Corporation may have with respect to the indemnification or reimbursement of members of the Board of Directors, officers, agents or employees.

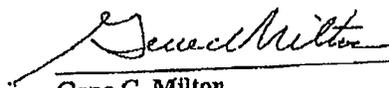
11.03 Such right of indemnification shall apply retroactively and to potential liabilities incurred prior to the date of adoption of this Bylaw.

ARTICLE 12

AMENDMENT OF BYLAWS

12.01 The Board of Directors shall have the power and authority to amend, alter or repeal these Bylaws or any provision thereof, and may make additional Bylaws, subject to the consent of such by the Membership pursuant to Article 2, Section 2.02 hereof.

The above Bylaws of Hackettstown Community Hospital, Inc., d.b.a. Hackettstown Regional Medical Center, were adopted by the Board of Directors and Membership of the Hospital Corporation effective December 8, 2005


Gene C. Milton
President & Chief Executive Officer

The foregoing Bylaws were approved by the Board of Trustees of Adventist HealthCare, Inc., on February 2, 2006


Secretary
Board of Trustees
Adventist HealthCare, Inc.

Exhibit D (ii)

Charter of Hackettstown Community Hospital

Y44939

CERTIFICATE OF INCORPORATION

OF

HACKETTSTOWN COMMUNITY HOSPITAL

RECEIVED
WARREN COUNTY
CLERK'S OFFICE

MAY 21 11 27 AM '55
JOHN BRODIE, CLERK
HACKETTSTOWN, N.J.

MAY 11 1955

NOV 7 1955
RECORDED

RECORDED IN THE
OFFICE OF THE
CLERK OF WARREN COUNTY
ON MAY 11 1955
FILED IN BOOK 15 PAGE 100
BY JOHN BRODIE, CLERK

FILED AND RECORDED
JUN 7 1955

[Signature]
REGISTERED CLERK

[Signature]
CLERK

McConnell & Weeks
Counselors at Law
188 Main Street
Hackettstown
New Jersey

115209

CERTIFICATE OF INCORPORATION

OF THE

HACKETTSTOWN COMMUNITY HOSPITAL

This Instrument is to certify that the undersigned do hereby associate themselves into a corporation under and by virtue of the provisions of an Act of the Legislature of the State of New Jersey, entitled "The Corporations and Associations Not for Profit Act" (Title 15 of the Revised Statutes of 1937 N.J.S.A. Title 15) and the amendments thereof and supplements thereto, for a lawful purpose other than pecuniary profit as hereinafter stated, and to that end they do by this instrument certify that -

First - The name by which this corporation shall be known in law shall be the Hackettstown Community Hospital.

Second - The purposes for which this corporation is formed is the establishment and maintenance of a hospital in Hackettstown for such patients and diseases as the Trustees or Managers shall from time to time determine, the said Trustees or Managers to have the power to fill all vacancies in their own body caused by death, removal, resignation or otherwise.

This corporation shall furnish care and medical attendance to the sick and injured and for that purpose to take and hold by lease, gift, purchase, grant, devise or bequest any property, real or personal, and to borrow money for the purpose of the corporation and to issue bonds therefore and to secure the same by mortgage.

Third - The said corporation shall be located and its activities shall be conducted in the Town of Hackettstown, in the County of Warren and State of New Jersey.

Fourth - The number of the Board of Trustees as presently constituted shall be 21 and the names and post office addresses of said Trustees follow:-

Trustees

Daniel W. Allen

James J. Giannalvo

Louis M. Morgan

William E. Rossy

(Mrs) Iola Rice

Russell Marlatt

Irving Kraft

Eric Johnson

(Mrs.) Jean Ryan

Lyman Gulick

Nicholas D'Amato. -Old Budd Lake Rd.,

Cornelius O'Neil

Theodore Constock

Charles Almer

Rev. Clarence W. Sickles

Adeline Galsler

John Rogers

John F. Robson

Irving H. Francis

Rev. Frank Reed

Walter Jefferay

Post Office Address

Hackettstown, N.J.

Hackettstown, N.J.

Hackettstown, N.J.

Hackettstown, N.J.

Hackettstown, N.J.

Fort Murray, N.J.

Hackettstown, N.J.

Hackettstown, N.J.

Allamuchy, N.J.

Rockport, N.J.

Hackettstown, N.J.

Hackettstown, N.J.

Drakestown, N.J.

Vienna, N.J.

Hackettstown, N.J.

Beatystown, N.J.

Great Meadows

Allamuchy

Schoolley's Mountain, N.J.

Hackettstown, N.J.

Port Murray, N.J.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 11th day of May 1955.

Signed, Sealed and Delivered in the presence of

Ralph B. McConnell

- Daniel W. Allen L.S.
- Daniel W. Allen
- James J. Diannalvo L.S.
- James J. Diannalvo
- John E. Rogers L.S.
- John E. Rogers
- Lymán D. Gillick L.S.
- Lymán D. Gillick
- Eric R. Johnson L.S.
- Eric R. Johnson
- Frank Rocco, M.D. L.S.
- Frank Rocco, M.D.
- Adeline Galsler L.S.
- Adeline Galsler
- Mildred Stephens L.S.
- Mildred Stephens
- Rola P. Rice L.S.
- Rola P. Rice
- Clarence W. Sickles (Her) L.S.
- Clarence W. Sickles (Her)
- Edward Danks L.S.
- Edward Danks
- Constance J. O'Neill L.S.
- Constance J. O'Neill
- John W. Nelson L.S.
- John W. Nelson
- R. M. McINTYRE L.S.
- R. M. McINTYRE
- Louis G. Morgan L.S.
- Louis G. Morgan
- Thomas Jones L.S.
- Thomas Jones
- Ellen Schneider L.S.
- Ellen Schneider
- William H. Hoss L.S.
- William H. Hoss
- Walter C. Walker L.S.
- Walter C. Walker
- Leola Weeks McConnel L.S.
- Leola Weeks McConnel

STATE OF NEW JERSEY }
COUNTY OF WARREN } SS:-

BE IT REMEMBERED, that on this 11th day of May 1955, before me, the subscriber, A Master of the Superior

Court of New Jersey, personally appeared Daniel W. Allen, James J. Glamselvo, John E. Rogers, Lyman D. Gulick, Eric R. Johnson, Frank Rosco, Adeline Galsler, Mildred Stephens, Iola P. Rice, Clarence W. Sicklas, Edward Danks, Cornelius J. O'Neill, John F. Robson, R. M. Marlatt, Louis G. Morgan, Thomas Tomco, Chris Schroeder, William H. Bossy, Walter H. Jeffaray and Leonie Weeks McConnell

who, I am satisfied are the parties mentioned in the within certificate, to whom I first made known the contents thereof, and thereupon they acknowledged that they signed, sealed and delivered the same as their voluntary act and deed, for the uses and purposes therein expressed.

Ralph B. McConnell
A Master of the Superior Court
of New Jersey
Ralph B. McConnell

Rec'd Warren Co. Clerk's Office at 11:32 A. M.
May 21, 1955, & Recorded Book 9
of Corporations Page 52 &c

MJ

John M. Bodine, Clerk.

444639

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

OF

HACKETTSTOWN COMMUNITY HOSPITAL

Dated: September 3rd, 1968.

ALBERT B. THORP
Counselor at Law
204 Washington St.
Hackettstown, N. J.
07840

446205

FILED AND RECORDED

SEP 8 - 1968

R. B. Thorp
COUNSELLOR AT LAW

DUPLICATE

REPORTS

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CERTIFYING COPY

SECTION STATE

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MS

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
HACKETTSTOWN COMMUNITY HOSPITAL

The location of the principal office in this State is at No. 187 Main Street, in the Town of Hackettstown, in the County of Warren.

RESOLUTION OF DIRECTORS

The Board of Directors of the Hackettstown Community Hospital, a corporation of New Jersey, on this 20th day of August, 1968, do hereby resolve that it is advisable that the Certificate of Incorporation be amended by the addition of the following paragraph Fifth to its Certificate of Incorporation dated May 11, 1955, to read as follows:

"FIFTH: In the event of dissolution, the assets of the corporation shall be distributed only to such organizations that will construct a hospital in the Town of Hackettstown and that enjoys exemption under Section 501(c)(3) of the Internal Revenue Code."

They do hereby call a meeting of the members having voting powers, to be held at #187 Main Street, in the Town of Hackettstown, on the 3rd day of September, 1968, at 8:00 P. M. to take action upon the above resolution.

CERTIFICATE OF CHANGE

The Hackettstown Community Hospital, a corporation of New Jersey, doth hereby certify that it has amended its Certificate of Incorporation by adding the following paragraph Fifth to said

Certificate of Incorporation dated May 11, 1955, to read as follows:

"FIFTH: In the event of dissolution, the assets of the corporation shall be distributed only to such organizations that will construct a hospital in the Town of Hackettstown and that enjoys exemption under Section 501(c)(3) of the Internal Revenue Code."

The amendment has been declared by resolution of the Board of Directors of said corporation to be advisable, and having been duly and regularly assented to by two-thirds of the members having voting powers at a meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF, said corporation has made this Certificate under its seal and the hand of its President and Secretary, the 3rd day of September, 1968.

HACKETTSTOWN COMMUNITY HOSPITAL

ATTEST:

James J. Giannalvo
James J. Giannalvo, Secretary

By: Daniel W. Allen
Daniel W. Allen, President

By: James J. Giannalvo
James J. Giannalvo, Secretary

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CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF

HACKETTSTOWN COMMUNITY HOSPITAL

DATED: October 21, 1968

FILED

OCT 25 1968

Robinson
SECRETARY OF STATE

EXAMINER
REPORTS
RECORDING
CERTIFYING COPIES
SEC. OF STATE

15.00
3.00
8.00

ALBERT B. THORP
Counselor at Law
204 Washington St.
Hackettstown, N. J.
07840

MS

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
HACKETTSTOWN COMMUNITY HOSPITAL

The location of the principal office in this State is at No. 187 Main Street, in the Town of Hackettstown, in the County of Warren.

RESOLUTION OF DIRECTORS

The Board of Directors of the Hackettstown Community Hospital, a corporation of New Jersey, on this 11th day of October, 1968, do hereby resolve that it is advisable that the Certificate of Incorporation be amended as follows:

1. Paragraph Second is hereby amended to read as follows:

"SECOND: The purposes for which this organization is formed are exclusively charitable by the establishment, operation and maintenance of a hospital for the care of the sick and injured of the community of Hackettstown and the surrounding area, including the care of those indigent, sick and injured who are unable to pay for all or part of the cost of such service.

"This corporation shall furnish care and medical attendance to the sick and injured and for that purpose to take and hold by lease, gift, purchase, grant, devise, or bequest any property, real or personal, and to borrow money for the purpose of the corporation and to issue bonds therefor and to secure same by mortgage."

2. Paragraph Fifth, as previously added to said Certificate, is hereby amended to read as follows:

"FIFTH: In the event of dissolution, the assets of the corporation shall be distributed only to such organizations which enjoy exemption under Section 501(c)(3) of the Internal Revenue Code."

They do hereby call a meeting of the members having voting powers, to be held at #187 Main Street, in the Town of Hackettstown, on the 22nd day of October, 1968 at 8:00 P.M., to take action upon the above resolution.

CERTIFICATE OF CHANGE

The Hackettstown Community Hospital, a corporation of New Jersey, does hereby certify that it has amended its Certificate of Incorporation as follows:

1. Paragraph Second is hereby amended to read as follows:

"SECOND: The purposes for which this organization is formed are exclusively charitable by the establishment, operation and maintenance of a hospital for the care of the sick and injured of the community of Hackettstown and the surrounding area, including the care of those indigent, sick and injured who are unable to pay for all or part of the cost of such service.

"This corporation shall furnish care and medical attendance to the sick and injured and for that purpose to take and hold by lease, gift, purchase, grant, devise, or bequest, any property, real or personal, and to borrow money for the purpose of the corporation and to issue bonds therefor and to secure same by mortgage."

2. Paragraph Fifth, as previously added to said Certificate, is hereby amended to read as follows:

"FIFTH: In the event of dissolution, the assets of the corporation shall be distributed only to such organizations which enjoy exemption under Section 501(c)(3) of the Internal Revenue Code."

The amendment has been declared by resolution of the Board of Directors of said corporation to be advisable, and having been duly and regularly assented to by two-thirds of the members having voting powers at a meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF, said corporation has made this Certificate under its hand and seal and the hand of its President and Secretary, the 2nd day of October, 1963.

HACKETTSTOWN COMMUNITY HOSPITAL

ATTEST:

James J. Giannalvo
James J. Giannalvo, Secretary

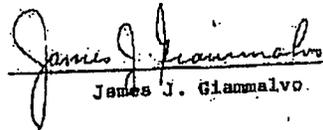
By: Daniel W. Allen
Daniel W. Allen, President

By: James J. Giannalvo
James J. Giannalvo, Secretary

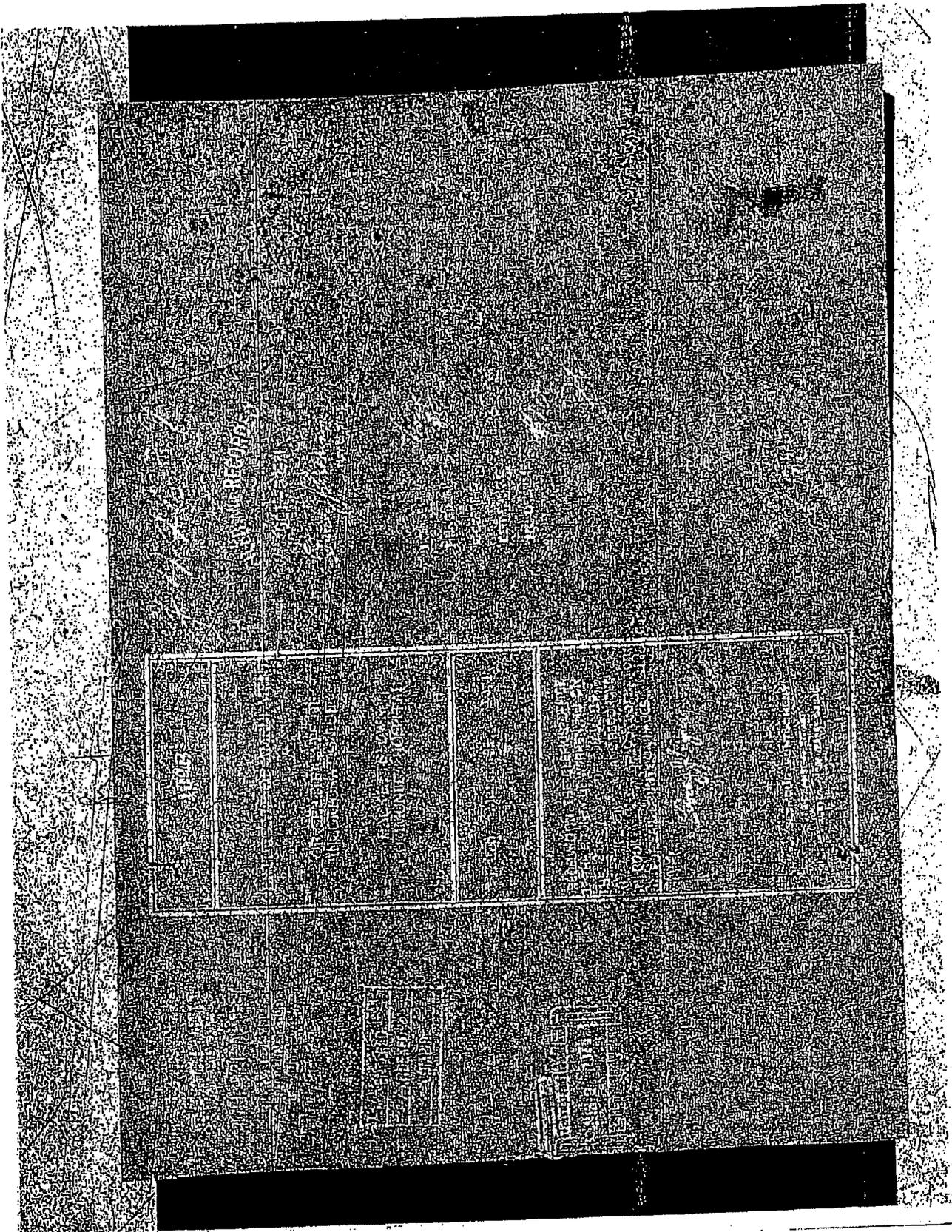
STATE OF NEW JERSEY :
 : ss.:
COUNTY OF WARREN :

BE IT REMEMBERED, that on this *22nd* day of October, 1968, before me, the subscriber, an Attorney at Law of New Jersey, personally appeared JAMES J. GIAMMALVO, who, being by me duly sworn on his oath, deposes and makes proof to my satisfaction that he is the Secretary of the HACKETTSTOWN COMMUNITY HOSPITAL, the corporation named in the within Instrument; that DANIEL W. ALLEN is the President of said corporation; that the execution, as well as the making of this Instrument, has been duly authorized by a proper resolution of the Board of Directors of the said corporation; that deponent well knows the corporate seal of said corporation; that the seal affixed to said Instrument is the proper corporate seal and was thereto affixed and said Instrument signed and delivered by said President as and for the voluntary act and deed of said corporation, in presence of deponent, who thereupon subscribed his name thereto as attesting witness.

Sworn to and Subscribed
before me the date
aforesaid.


James J. Giammalvo.


Albert B. Thorp
Attorney at Law of New Jersey



Amended July 1955

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vol 13 page 921

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
HACKETTSTOWN COMMUNITY HOSPITAL

The location of the principal office in this State is 187 Main Street, Hackettstown, New Jersey 07840.

The name of the agent therein and in charge thereof upon whom process against this Corporation may be served is Charles O. Eldridge.

RESOLUTION OF TRUSTEES

The Board of Trustees of Hackettstown Community Hospital, a non-profit corporation of New Jersey, having duly filed its Certificate of Incorporation on June 7, 1955, do hereby resolve and declare that it is advisable that the Certificate of Incorporation of the said Company be amended extensively so that it shall read as follows:

CERTIFICATE OF INCORPORATION

OF

HACKETTSTOWN COMMUNITY HOSPITAL

"This Instrument is to certify that the undersigned do hereby associate themselves into a corporation under and by virtue of the provisions of an Act of the Legislature of the State of New Jersey, entitled 'The Corporation and Associations Not for Profit Act' (Title 15 of the Revised Statutes of 1937 N. J. S. A. Title 15) and the amendments thereof and supplements thereto, for a lawful purpose other than pecuniary profit

as hereinafter stated. and to that end they do by this instrument certify that -

"First - The name by which this corporation shall be known in law shall be Hackettstown Community Hospital.

"Second - The purposes for which this corporation is formed are:

a. To establish and maintain a hospital for the care of persons of the community of Hackettstown and surrounding area who are suffering from illnesses, injuries or disabilities which require that they receive hospital care.

b. To carry on an educational activities which, in the opinion of the Trustees, may be justified by the facilities, personnel, funds or other requirements that are or can be made available.

c. To promote and carry on scientific research related to the care of the sick, injured or disabled insofar as, in the opinion of the Trustees, such research can be carried on or in connection with the hospital.

d. To participate so far as circumstances may warrant in any activity designed and carried on to promote the general health of the community.

Said corporation is organized exclusively for charitable, scientific and educational purposes, as a non-profit corporation; its activities shall be conducted for the aforesaid purposes in such a manner so that no part of its net earnings or principal ever shall be used for any private purpose or for the benefit of any individual or any private project.

"Third - The principal office of this corporation shall be located and its business shall be conducted in the Town of Hackettstown, in the County of Warren and State of New Jersey.

"Fourth - The members of this corporation shall be as prescribed in the Bylaws.

"Fifth - The number of Trustees which shall constitute the Board of Trustees of this corporation shall be not less than three, the number to be from time to time determined by provision of the Bylaws pursuant to resolution of the Board of Trustees. The names and post office addresses of the Trustees selected for the first year of its existence are as follows:

<u>Trustees</u>	<u>Post Office Address</u>
Daniel W. Allen	Hackettstown, N. J.
James J. Glammalvo	Hackettstown, N. J.
Louis H. Morgan	Hackettstown, N. J.
William H. Rossy	Hackettstown, N. J.
(Mrs.) Iola Rice	Hackettstown, N. J.
Russell Marlatt	Port Murray, N. J.
Irving Kraft	Hackettstown, N. J.
Eric Johnson	Hackettstown, N. J.
(Mrs.) Jean Ryan	Allamuchy, N. J.
Lyman Gultick	Rockport, N. J.
Nicholas D'Amato Old Budd Lake Road	Hackettstown, N. J.
Cornelius O'Neil	Hackettstown, N. J.
Theodore Comstock	Drakestown, N. J.

Charles Almer	Vienna, N.J.
Rev. Clarence W. Sickles	Hackettstown, N.J.
Adeline Gaisler	Beatystown, N.J.
John Rogers	Great Meadows, N.J.
John F. Robson	Allamuchy, N.J.
Irving H. Francis	Schooley's Mountain, N.J.
Rev. Frank Reed	Hackettstown, N.J.
Walter Jefferay	Port Murray, N.J.

"Sixth - Voting at all meetings of the corporation and of the Board of Trustees shall be in the manner prescribed by the Bylaws.

"Seventh - The Bylaws may be amended from time to time by a majority vote of the Trustees present at any regularly called and held meeting of the Board of Trustees, provided that the notice of such meeting shall contain a statement of the amendment or amendments proposed.

"Eighth - In the event of the dissolution of the corporation, the title to all its property and effects shall at once vest in such legal body as has been or may be organized by the Columbia Union Conference Association of Seventh-day Adventists, or its successor, to receive the same; and the officers of the corporation last in authority are authorized, empowered, and directed in the name of this corporation to make conveyance of such title by instruments of writing as may be appropriate and necessary. Should the Columbia Union Conference Association of Seventh-day Adventists, or its successor, for any reason not qualify to receive the assets, then they shall be transferred to the next higher organization within the Seventh-day Adventist denomination which is exempt from federal income tax under Sec. 501(c)(3) of the United States Internal Revenue Code or other United States Statute or is otherwise lawfully exempt and qualified to receive said assets from such taxes under future provisions of said Internal Revenue

VCL 13 PAGE 925

"IN WITNESS WHEREOF, we have hereunto set our hands and seals this 11th of May, 1955."

The said Board of Trustees of said Hackettstown Community Hospital do hereby call a meeting of the members having voting powers, to be held at No. 187 Main Street, in the Town of Hackettstown, on the 22nd day of March, 1971 at 7:00 p. m. to take action upon the above resolution.

VCL 13 PAGE 926
CERTIFICATE OF CHANGE

Hackettstown Community Hospital, a corporation of New Jersey, does hereby certify that it has amended its Certificate of Incorporation as hereinabove quoted at length, the said quoted material hereby being incorporated by reference and made a part hereof, said amendments having been declared by resolution of the Board of Trustees of said corporation to be advisable and having been duly and regularly assented to by the vote of two-thirds of the members of this corporation having voting powers, at a meeting duly called by said Board of Trustees for that purpose.

IN WITNESS WHEREOF, said corporation has made this Certificate under its seal and the hands of its Vice-President and Secretary, the 31st day of March, 1971.



ATTEST:
Charles O. Eldridge Secretary

HACKETTSTOWN COMMUNITY HOSPITAL

By: W. B. Quigley, Vice-President

By: Charles O. Eldridge, Secretary

STATE OF NEW JERSEY)
; ss.:
COUNTY OF)

BE IT REMEMBERED, that on this 31st day of March 1971 before me, the subscriber, a Notary Public of New Jersey, personally appeared Charles O. Eldridge, Secretary of HACKETTSTOWN COMMUNITY HOSPITAL, the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is the Secretary of said corporation; that the seal affixed to said corporation certificate is the corporate seal of said corporation, the same being well known to him; that it was affixed by order of said corporation; that W.B. Quigley is Vice-President of said corporation; that he saw said W.B. Quigley as such Vice-President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said corporation, by its order and by authority of its Board of Trustees and by the vote of more than two-thirds of the members of said corporation having voting powers, for the uses and purposes therein expressed; and that deponent signed his name thereto at the same time as subscribing witness.

Charles O. Eldridge
Charles O. Eldridge

Subscribed and sworn to before me the day and year aforesaid.



Charles P. Nelson
Notary Public of New Jersey
NOTARY PUBLIC OF NEW JERSEY
Commission Expires November 19, 1974

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FILED

ARTICLES OF MERGER

JUL 1 1997

MERGING

LONNA R. HOOKS
Secretary of State

ADVENTIST HOME HEALTH SERVICES OF NEW JERSEY, INC.

INTO

HACKETTSTOWN COMMUNITY HOSPITAL,

THESE ARTICLES OF MERGER, effective as of July 1, 1997 (the "Effective Date"), are entered into by and between ADVENTIST HOME HEALTH SERVICES OF NEW JERSEY, INC., a Maryland non-stock, non-profit corporation, and HACKETTSTOWN COMMUNITY HOSPITAL, a New Jersey non-stock, non-profit corporation, pursuant to Section 5-207 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, and Section 15A:10-7 of the Corporations, Nonprofit title of the New Jersey Statutes Annotated.

ARTICLE I

The corporations which are parties to these Articles of Merger are ADVENTIST HOME HEALTH SERVICES OF NEW JERSEY, INC., a Maryland non-stock, non-profit corporation registered to do business in the State of New Jersey (hereinafter referred to as "AHHSNJ"), and HACKETTSTOWN COMMUNITY HOSPITAL, a New Jersey non-stock, non-profit corporation (hereinafter referred to as the "Surviving Corporation").

ARTICLE II

AHHSNJ was incorporated on June 28, 1994, pursuant to the Corporations and Associations Article of the Annotated Code of Maryland authorizing the formation of corporations, and registered to do business in the State of New Jersey on June 30, 1994, pursuant to the Corporations, Nonprofit title of the New Jersey Statutes Annotated. The Surviving Corporation was incorporated on June 7, 1956, pursuant to the Corporations, Nonprofit title of the New Jersey Statutes Annotated. The Surviving Corporation is not qualified or registered to do business in the State of Maryland.

ARTICLE III

The principal office of AHHSNJ is at 10800 Lockwood Drive, Silver Spring, Maryland 20901, in Montgomery County. The principal office of the Surviving Corporation is 651 Willow Grove Street, Hackettstown, New Jersey 07840. Neither

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AHHSNJ nor the Surviving Corporation own property, real or personal, in any county in Maryland.

ARTICLE IV

AHHSNJ and the Surviving Corporation have agreed, pursuant to requisite authority, that AHHSNJ shall be merged into the Surviving Corporation (the "Merger"). The terms and conditions of the Merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

ARTICLE V

The Surviving Corporation shall survive the Merger and continue to exist as a New Jersey non-stock, non-profit corporation under the name of **HACKETTSTOWN COMMUNITY HOSPITAL**.

ARTICLE VI

Both AHHSNJ and the Surviving Corporation have members entitled to vote on the Merger. The sole Member of AHHSNJ is the Board of Directors of Adventist Home Health Services, Inc., a Maryland non-stock, non-profit corporation. The sole Member of the Surviving Corporation is the Board of Directors of Columbia Union HealthCare Corp., a Maryland non-stock, non-profit corporation.

ARTICLE VII

These Articles of Merger were advised, authorized, and approved by Informal Action, dated as of June 25, 1997, of all 5 members of the Board of Directors of AHHSNJ. These Articles of Merger were presented to the Membership of AHHSNJ at a meeting of the 21 member Board of Directors of Adventist Home Health Services, Inc., held on June 25, 1997, at which 16 directors were present. In accordance with the General Corporation Law of the State of Maryland, a notice, stating that a purpose of said meeting would be to take action upon these Articles of Merger, was mailed to each member at least ten (10) days in advance of the meeting. The Articles of Merger were duly submitted to and approved by the affirmative vote of all of the members present at said meeting. These votes were made in the manner and by the vote required by the Charter of AHHSNJ and the laws of the State of Maryland.

ARTICLE VIII

All 13 members of the Board of Directors of the Surviving Corporation advised, authorized and approved these Articles of Merger by unanimous written consent dated as of June 25, 1997. All 12 members of the Board of Directors of Columbia Union HealthCare Corp. constituting the Membership of the Surviving Corporation approved

these Articles of Merger by unanimous written consent, dated as of June 25, 1997. These consents were made in the manner and by the vote required by the Charter of the Surviving Corporation and the laws of the State of New Jersey.

ARTICLE IX

The Merger provided for by these Articles of Merger shall become effective on July 1, 1997. At this time, the separate existence of AHHSNJ shall cease, and AHHSNJ and shall be merged into the Surviving Corporation which shall possess all the rights, privileges, powers and franchises, of a public as well as private nature, and be subject to all the restrictions, disabilities and duties of AHHSNJ; and all and singular, the rights, privileges, powers and franchises of AHHSNJ, and all property, real, personal and mixed, and all debts due to AHHSNJ on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of AHHSNJ; all rights of creditors and all liens upon any property of AHHSNJ shall be preserved unimpaired, and all debts, liabilities and duties of AHHSNJ shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Merger, the last acting officers of AHHSNJ or the corresponding officers of the Surviving Corporation, may, in the name of AHHSNJ, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of AHHSNJ's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of the Merger.

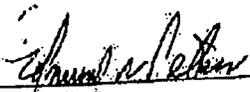
ARTICLE X

These Articles of Merger and all actions taken in connection with the Merger are and shall be in compliance with all applicable provisions of the laws of the states of Maryland and New Jersey.

IN WITNESS WHEREOF, AHHSNJ and the Surviving Corporation, the parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective Presidents, and witnessed or attested by their respective Secretaries, as of the Effective Date.

ATTEST:

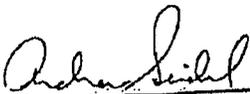
ADVENTIST HOME HEALTH
SERVICES OF NEW JERSEY, INC.

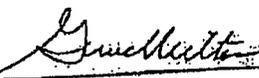

Edmund R. Peters
Secretary

By: 
Bryan L. Breckenridge
President

ATTEST:

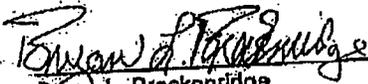
HACKETTSTOWN COMMUNITY
HOSPITAL


Andrew Seidel
Secretary

By: 
Gene C. Milton
President

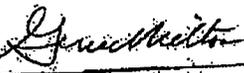
The undersigned President of AHHSNJ, a Maryland non-stock, non-profit corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, under the penalties of perjury, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects.

ADVENTIST HOME HEALTH
SERVICES OF NEW JERSEY, INC.

By: 
Bryan L. Breckenridge
President

The undersigned President of the Surviving Corporation, a New Jersey non-stock, non-profit corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, under the penalties of perjury, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects.

HACKETTSTOWN COMMUNITY
HOSPITAL

By: 
Gene C. Millon
President

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RESTATED CERTIFICATE OF INCORPORATION OF
HACKETTSTOWN COMMUNITY HOSPITAL

LONNA R. HOOKS
Secretary of State

Pursuant to the provisions of Section 15A:9-5 of the New Jersey Nonprofit Corporation Act (the "Act"), the undersigned Corporation executes the following Restated Certificate of Incorporation:

FIRST: The name of the Corporation is HACKETTSTOWN COMMUNITY HOSPITAL (hereinafter referred to as the "Corporation").

SECOND: The Corporation is organized NOT FOR PROFIT and exclusively for religious, charitable, educational and scientific purposes as an integral and inseparable part of the Seventh-day Adventist Church (the "Church"), being an agency of that organization that is dedicated to further the Church's health ministry. The specific purpose of the Corporation is to accomplish the goals and objectives of the Church's health ministry by providing acute care hospital and related health care services. No part of the profits or net income of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except for reasonable compensation for services rendered and to make payments and distributions in furtherance of tax-exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law ("IRC Section 501(c)(3)").

In addition to, and not limited by, the general powers conferred by the State of New Jersey under Section 15A:2-1 of the Act, the Corporation shall have the power to carry on any other lawful business that is of benefit to the Corporation under the laws of

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New Jersey in respect to non-profit corporations exempt from federal income tax and in harmony with the provisions of IRC Section 501(c)(3). Notwithstanding any other provisions of this Certificate, the Corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under IRC Section 501(c)(3); or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future United States Internal Revenue law.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

THIRD: The Corporation's Members shall consist exclusively of the duly elected members of the Board of Directors of Columbia Union HealthCare Corp., a Maryland non-stock, non-profit corporation exempt from taxation under IRC Section 501(c)(3), as such Board of Directors may be constituted. Members shall be individuals who are members in good standing of the Seventh-day Adventist Church. All other rights, duties and responsibilities of the Membership shall be fixed by the Bylaws.

FOURTH: The affairs and management of the Corporation shall be under the control of its Board of Directors. The number of directors of the Corporation shall be not less than eleven (11) and not more than twenty-one (21), which number may be increased or decreased pursuant to the Bylaws of the Corporation and New Jersey law. The names and addresses of the members of the Board of Directors of the Corporation,

who shall serve until the next annual meeting of the Membership and until their successors are duly elected and qualified, are as follows:

Ron M. Wisbey
Columbia Union Conference of SDA
5427 Twin Knolls Road
Columbia, MD 21045

Dowell Chow
New Jersey Conference of SDA
2160 Brunswick Avenue
Trenton, NJ 08648

Gene C. Milton
40 Mallard Drive
Hackettstown, NJ 07840

Dale R. Beaulieu
Columbia Union Conference of SDA
5427 Twin Knolls Road
Columbia, MD 21045

William F. Faherty, Jr.
123 Osprey, Panther Valley
Hackettstown, NJ 07840

Leonard A. Feltell, M.D.
653 Willow Grove Street
Medical Office Plaza
Hackettstown, NJ 07840

Michael Halpin
39 Mallard Drive
Panther Valley
Hackettstown, NJ 07840

Michael Lavery, Esquire
Sirks & Lavery
202 Church Street
Hackettstown, NJ 07840

Helen M. Marshalleck
8147 North Delaware Drive
Bangor, PA 18013

J. William Noeltner
9 House Wren, Panther Valley
Hackettstown, NJ 07840

Donald L. Russell
12901 Craiglawn Ct.
Beltsville, MD 20705

Joanne Walker
M&M Mars
High Street
Hackettstown, NJ 07840

Norman L. Worth, Jr.
WRNJ Radio
P.O. Box 1000
Hackettstown, NJ 07840

Leong-Hean Tan, M.D.
121 Shelly Drive, #1 C-D
Hackettstown, NJ 07840

Alvin Kibble
Pine Forge Road
Pine Forge, PA 19548

Cory S. Chambers
1601 Research Boulevard, Suite 300
Rockville, MD 20850

Thereafter, the number of directors of the Corporation and the method of their selection shall be fixed by the Bylaws of the Corporation and may be changed by amendment of the Bylaws. A majority of the directors of the Corporation shall be members of the Seventh-day Adventist Church.

FIFTH: The address of the Corporation's current registered office is Hackettstown Community Hospital, 651 Willow Grove Street, Hackettstown, New Jersey 07840, and the name of the Corporation's current registered agent at that address is Gene C. Milton.

SIXTH: 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 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 the purposes set forth above.

SEVENTH: The Corporation is not organized nor shall it be operated for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for non-profit purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to religious purposes and no part of the profits or net income of the Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any other private person, except for reasonable compensation for services rendered and to make payments and distributions in furtherance of tax-exempt purposes under IRC Section 501(c)(3).

Upon the winding up and dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of the debts and obligations of the Corporation, shall distribute the assets of the Corporation to Columbia Union HealthCare Corp. In the event such entity is unable to receive said remaining assets for any reason at the time of the winding up and dissolution of the Corporation, then all of said assets shall be distributed to the Columbia Union Conference Association of Seventh-day Adventists, and if such Conference is unable to receive said remaining assets at that time, then all of such assets shall be distributed to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization under IRC Section 501(c)(3) and as listed in the Seventh-day Adventist Yearbook.

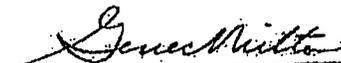
EIGHTH: A director or officer of the Corporation shall not be personally liable to the Corporation or its Members for damages for breach of any duty owed to the Corporation or its Members; provided, however, that this shall not relieve a director or officer from liability for any breach of duty based upon an act or omission (i) in breach of such person's duty of loyalty to the Corporation or its Members, (ii) not in good faith or involving a knowing violation of law, or (iii) resulting in receipt by such person of an improper personal benefit.

NINTH: The Corporation's power to indemnify directors, officers, employees and agents of the Corporation shall be in accordance with Section 15A:3-4 of the Act and shall be as set forth in the Bylaws of the Corporation.

TENTH: The Certificate of Incorporation of the Corporation may be amended by a two-thirds vote of the Members present at any regularly called meeting of the Membership at which a quorum is present.

IN WITNESS WHEREOF, the Corporation has caused its President/CEO to execute this Restated Certificate of Incorporation on this 12th day of March, 1998.

HACKETTSTOWN COMMUNITY HOSPITAL

By: 
Gene C. Milton, President/CEO

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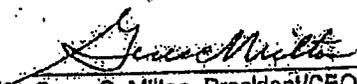
**CERTIFICATE OF ADOPTION
OF
RESTATED CERTIFICATE OF INCORPORATION
HACKETTSTOWN COMMUNITY HOSPITAL
(Pursuant to N.J.S.A. 15A:9-5)**

The undersigned corporation, having adopted the attached Restated Certificate of Incorporation pursuant to N.J.S.A. 15A:9-5, hereby certifies that:

1. The name of the corporation is HACKETTSTOWN COMMUNITY HOSPITAL (the "Corporation").
2. The Corporation has Members.
3. The Restated Certificate of Incorporation was adopted at a meeting of the Corporation's Board of Directors on March 12, 1998. At such meeting, 10 out of 16 Directors were present and all of those Directors present voted for the adoption of the Restated Certificate of Incorporation.
4. The Restated Certificate of Incorporation was also adopted at a meeting of the Corporation's Membership on March 5, 1998. At such meeting, 10 out of 12 Members were present and all of those Members present voted for the adoption of the Restated Certificate of Incorporation.

IN WITNESS WHEREOF, HACKETTSTOWN COMMUNITY HOSPITAL has caused this Certificate of Adoption to be executed by its President/CEO as of this 12th day of March, 1998.

HACKETTSTOWN COMMUNITY HOSPITAL

By: 
Gene C. Milton, President/CEO

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**RESTATED CERTIFICATE OF INCORPORATION
OF
HACKETTSTOWN COMMUNITY HOSPITAL**

State Treasurer

Pursuant to the provisions of Section 15A:9-5 of the New Jersey Nonprofit Corporation Act (the "Act"), the undersigned Corporation executes the following Restated Certificate of Incorporation:

FIRST: The name of the Corporation is HACKETTSTOWN COMMUNITY HOSPITAL (hereinafter referred to as the "Corporation").

SECOND: The Corporation is organized NOT FOR PROFIT and exclusively for religious, charitable, educational and scientific purposes as an integral and inseparable part of the Seventh-day Adventist Church (the "Church"), being an agency of that organization that is dedicated to further the Church's health ministry. The specific purpose of the Corporation is to accomplish the goals and objectives of the Church's health ministry by providing acute care hospital and related health care services. No part of the profits or net income of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except for reasonable compensation for services rendered and to make payments and distributions in furtherance of tax-exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law ("IRC Section 501(c)(3)").

In addition to, and not limited by, the general powers conferred by the State of New Jersey under Section 15A:2-1 of the Act, the Corporation shall have the power to carry on any other lawful business that is of benefit to the Corporation under the laws of

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New Jersey in respect to non-profit corporations exempt from federal income tax and in harmony with the provisions of IRC Section 501(c)(3). Notwithstanding any other provisions of this Certificate, the Corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under IRC Section 501(c)(3); or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future United States Internal Revenue law.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

THIRD: The Corporation's members (individually, "Member," collectively, the "Membership") shall consist exclusively of the duly elected members of the Board of Directors of Adventist HealthCare, Inc., a Maryland non-stock, non-profit corporation exempt from taxation under IRC Section 501(c)(3), who are also members in good-standing of the Seventh-day Adventist Church, as such Board of Directors may be constituted. All other rights, duties and responsibilities of the Membership shall be fixed by the Bylaws.

FOURTH: The affairs and management of the Corporation shall be under the control of its Board of Directors. The number of directors of the Corporation shall be not less than eleven (11) and not more than twenty-one (21), which number may be increased or decreased pursuant to the Bylaws of the Corporation and New Jersey law. The names and addresses of the members of the Board of Directors of the Corporation,

who shall serve until the next annual meeting of the Membership and until their successors are duly elected and qualified, are as follows:

Ron M. Wisbey
Columbia Union Conference of SDA
5427 Twin Knolls Road
Columbia, MD 21045

Gene C. Milton
Hackettstown Community Hospital
651 Willow Street
Hackettstown, NJ 07840

William F. Faherty, Jr.
123 Osprey, Panther Valley
Hackettstown, NJ 07840

Michael Halpin
39 Mallard Drive
Hackettstown, NJ 07840

Helen M. Marshalleck
8147 North Delaware Drive
Bangor, PA 18013

Norman L. Worth, Jr.
WRNJ Radio
P.O. Box 1000
Hackettstown, NJ 07840

Donald L. Russell
12901 Craglawn Ct.
Beltsville, MD 20705

Alvin Kibble
Pine Forge Road
Pine Forge, PA 19548

Dowell Chow
New Jersey Conference of SDA
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Tranton, NJ 08648

Dale R. Beaulieu
Columbia Union Conference of SDA
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663 Willow Grove Street
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Michael Lavery, Esquire
202 Church Street
Hackettstown, NJ 07840

J. William Noeltner
9 House Wren, Panther Valley
Hackettstown, NJ 07840

Joanne Walker
M&M Mars
High Street
Hackettstown, NJ 07840

Leong-Hean Tan, M.D.
121 Shelly Drive, #1 C-D
Hackettstown, NJ 07840

Cory S. Chambers
Adventist HealthCare, Inc.
1801 Research Boulevard, Suite 300
Rockville, MD 20850

Thereafter, the number of directors of the Corporation and the method of their selection shall be fixed by the Bylaws of the Corporation and may be changed by

amendment of the Bylaws. A majority of the directors of the Corporation shall be members of the Seventh-day Adventist Church.

FIFTH: The address of the Corporation's current registered office is Hackettstown Community Hospital, 651 Willow Grove Street, Hackettstown, New Jersey 07840, and the name of the Corporation's current registered agent at that address is Gene C. Milton.

SIXTH: 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 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 the purposes set forth above.

SEVENTH: The Corporation is not organized nor shall it be operated for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for non-profit purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to religious purposes and no part of the profits or net income of the Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any other private person, except for reasonable compensation for services rendered and to make payments and distributions in furtherance of tax-exempt purposes under IRC Section 501(c)(3).

Upon the winding up and dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of the debts and obligations of the Corporation, shall distribute the assets of the Corporation to Adventist HealthCare, Inc.

In the event such entity is unable to receive said remaining assets for any reason at the time of the winding up and dissolution of the Corporation, then all of said assets shall be distributed to the Columbia Union HealthCare Corp. In the event such entity is unable to receive said remaining assets for any reason at the time of the winding up and dissolution of the Corporation, then all of said assets shall be distributed to the Columbia Union Conference Association of Seventh-day Adventists, and if such Conference is unable to receive said remaining assets at that time, then all of such assets shall be distributed to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization under IRC Section 501(c)(3) and as listed in the Seventh-day Adventist Yearbook.

EIGHTH: A director or officer of the Corporation shall not be personally liable to the Corporation or its Members for damages for breach of any duty owed to the Corporation or its Members; provided, however, that this shall not relieve a director or officer from liability for any breach of duty based upon an act or omission (i) in breach of such person's duty of loyalty to the Corporation or its Member, (ii) not in good faith or involving a knowing violation of law, or (iii) resulting in receipt by such person of an improper personal benefit.

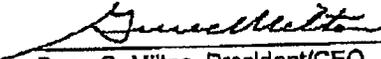
NINTH: The Corporation's power to indemnify directors, officers, employees and agents of the Corporation shall be in accordance with Section 15A:3-4 of the Act and shall be as set forth in the Bylaws of the Corporation.

TENTH: The Certificate of Incorporation of the Corporation may be amended by a two-thirds vote of the Members present at any regularly called meeting

of the Membership at which a quorum is present.

IN WITNESS WHEREOF, the Corporation has caused its President/CEO to execute this Restated Certificate of Incorporation on this 9th day of September, 1999.

HACKETTSTOWN COMMUNITY HOSPITAL

By: 
Gene C. Milton, President/CEO

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**CERTIFICATE OF ADOPTION
OF
RESTATED CERTIFICATE OF INCORPORATION
HACKETTSTOWN COMMUNITY HOSPITAL
(Pursuant to N.J.S.A. 15A:9-5)**

The undersigned corporation, having adopted the attached Restated Certificate of Incorporation pursuant to N.J.S.A. 15A:9-5, hereby certifies that:

1. The name of the corporation is HACKETTSTOWN COMMUNITY HOSPITAL (the "Corporation").
2. The Corporation has Members.
3. The Membership consists of the duly elected members of the Board of Directors of Columbia Union HealthCare Corp. The Restated Certificate of Incorporation was adopted by the required two-thirds vote of the Membership at a meeting of the Membership on April 12, 1999.

IN WITNESS WHEREOF, Hackettstown Community Hospital has caused this Certificate of Adoption to be executed by its President as of this 9th day of September, 1999.

HACKETTSTOWN COMMUNITY HOSPITAL

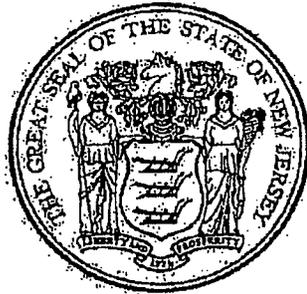
By: _____

Gene C. Milton
President and CEO

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

HACKETTSTOWN COMMUNITY HOSPITAL

I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Incorporation
Certificates of Amendment
Certificate of Merger
Restated Certificates of Incorporation
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.



Certificate Number: 115854185

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/ISP/Verify_Cert.jsp

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
1st day of December, 2009

A handwritten signature in black ink, appearing to read "R. David Rousseau", written over a horizontal line.

R. David Rousseau
State Treasurer

Exhibit D (ii)

Resolution of Hackettstown Community Hospital

ADVENTIST HEALTHCARE, INC.
RESOLUTION
OF THE BOARD OF TRUSTEES
TO
AUTHORIZE THE ISSUANCE OF A SUPPLEMENTAL INDENTURE AND
ADDITIONAL DEBT THEREUNDER

February 3, 2011

WHEREAS, Adventist HealthCare, Inc. (the "Corporation") is a Maryland non-profit corporation, described in Section 501(c)(3) of the Code;

WHEREAS, the Corporation, Hackettstown Community Hospital ("Hackettstown") and Adventist Rehabilitation Hospital of Maryland, Inc. ("Adventist Rehab"), are the members of the Obligated Group created under the Amended and Restated Master Trust Indenture between the Obligated Group and the Manufacturers and Traders Trust Company (the "Master Trustee") (as supplemented and amended, the "Master Indenture");

WHEREAS, the Corporation had outstanding a revolving line of credit which expired in January 2011 in an amount not to exceed twenty million dollars (\$20,000,000) (the "Line of Credit") with Wachovia Bank, a division of Wells Fargo Bank, N.A., as successor in interest to First Union National Bank of Maryland;

WHEREAS, the Obligated Group desires to arrange for a term loan for up to twenty million dollars (\$20,000,000) (the "Term Loan") in order to replace the Line of Credit and to provide liquidity for various working capital needs of the Obligated Group;

WHEREAS, one or more members of the Obligated Group will enter into an agreement with EagleBank, (the "Bank") setting forth the terms and conditions of the Term Loan, the covenants and its obligations to repay the draws under the Term Loan and pay interest at a rate per annum not to exceed 5.75%;

WHEREAS, the Term Loan shall expire in 36 months unless extended in accordance with its terms and shall be repaid in approximately 11 equal quarterly payments of principal and interest and a final payment of the entire unpaid balance at maturity, or such other payment terms as the parties may agree;

WHEREAS, to accomplish the issuance of the Term Loan, the Bank has requested and the Obligated Group has determined that it would be advantageous for the Obligated Group to enter into a Supplemental Master Trust Indenture, supplementing the Master Indenture. Pursuant to the Supplemental Master Trust Indenture, a new Master Note (the "New Master Note") will be issued by or on behalf of the Obligated Group to secure the obligations of the Obligated Group on a joint and several basis under the Term Loan;

WHEREAS, in order to accomplish the issuance of the Term Loan, the Board desires to authorize management of the Corporation, Hackettstown and Adventist Rehab to enter into or issue the Term Loan, the Supplemental Master Trust Indenture, and the New Master Note, and to

execute any other documents desirable for such transactions (collectively the "Loan Documents"), and to take such other actions as are necessary or desirable to effectuate the transactions; and

WHEREAS, the proposed terms for the Loan Documents have been discussed and explained to the satisfaction of the Board.

NOW, THEREFORE, BE IT AND IT IS HEREBY:

RESOLVED by the Board:

1. Each of the President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer of the Corporation (collectively, the "Designated Officers"), and any other officer so directed by the Board or the Executive Committee, shall be and each such person is hereby authorized, empowered and directed to approve and enter into, in the name and on behalf of the Corporation and Hackettstown, as applicable, the Loan Documents within the parameters described in the Recitals above.

2. Each of the Designated Officers and any other officer so directed by the Board or the Executive Committee, shall be and each such person is hereby authorized, empowered and directed to (i) approve or execute, enter into and deliver for, and in the name and on behalf of each member of the Obligated Group, as applicable, and, where necessary, under the corporate seal duly attested, the Loan Documents and such other documents as may be desirable to effectuate the transactions described herein, which shall be in form satisfactory to each officer approving or executing the same on behalf of each member of the Obligated Group, and (ii) pay all such fees, taxes and expenses as may in his/her/their discretion be deemed necessary or desirable in order to carry out and comply with the terms and provisions of these resolutions, the Loan Documents and such other documents as may be desirable to effectuate the transactions described herein. The execution of such Loan Documents and such other documents as may be desirable to effectuate the transactions described herein by any of the Designated Officers or any other officer so directed by the Board or the Executive Committee, shall constitute conclusive evidence of such officer's approval and the Board's and the Executive Committee's approval of all terms and conditions thereof, and all of the acts of the officers of the Board, the Corporation, Hackettstown and Adventist Rehab which are in conformity with the intent and purposes of these resolutions, including, but not limited to, approval or execution of any amendment, extension, replacement or substitution of any document authorized herein, whether heretofore or hereafter taken or done, shall be and the same are hereby in all respects, ratified, confirmed and approved.

3. All prior resolutions of the Board and the Executive Committee or any parts thereof in conflict with any or all of the foregoing resolutions are hereby repealed to the extent of such conflict.

BOARD OF TRUSTEES
ADVENTIST HEALTHCARE, INC.



William G. Robertson, Secretary

Exhibit D (iv)

Good Standing Certificate of Hackettstown Community Hospital

**STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
SHORT FORM STANDING**

HACKETTSTOWN COMMUNITY HOSPITAL

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With the Previous or Alternate Name

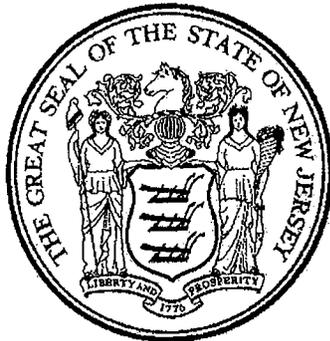
HACKETTSTOWN REGIONAL MEDICAL CENTER (Alternate Name)

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Non Profit Corporation was registered by this office on June 7, 1955.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

*Gene C Milton
651 Willow Grove Street
Hackettstown, NJ 07840 0000*



Certification# 119743669

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed my
Official Seal at Trenton, this
8th day of March, 2011*

*Andrew P Sidamon-Eristoff
State Treasurer*

Verify this certificate at
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

APPENDIX C

OPINION OF COUNSEL

See Attached

March 15, 2011

Manufacturers and Traders Trust Company, as
Master Trustee
Baltimore, Maryland

EagleBank
Bethesda, Maryland

Re: EagleBank Term Loan

Ladies and Gentlemen:

I have been employed as Vice President and General Counsel for Adventist HealthCare, Inc., a Maryland nonstock corporation (“AHC”), Hackettstown Community Hospital, a New Jersey nonprofit corporation, doing business as Hackettstown Regional Medical Center (“HCH”), and Adventist Rehabilitation Hospital of Maryland, Inc., a Maryland nonstock corporation (“ARH” and, together with AHC and HCH, the “Obligated Group” or “Obligated Group Members”). I am rendering this opinion in connection with the EagleBank (the “Bank”) Term Loan pursuant to that certain Loan Agreement dated March 15, 2011 (as amended and supplemented, the “Term Loan Agreement”) for AHC, used to refinance certain existing indebtedness and to provide liquidity for various working capital needs of the Obligated Group. To secure the payment obligations of AHC under the Term Loan, the Obligated Group for the benefit of the Bank is issuing Master Note No. 24 (the “Bank Note”) under the Master Indenture (as defined below).

This opinion is rendered pursuant to Section 2.03(d) of the Amended and Restated Master Trust Indenture dated as of February 1, 2003, among the Obligated Group Members and Manufacturers and Traders Trust Company, as successor trustee (the “Master Trustee”), as previously supplemented and amended (the “Master Indenture”) and as further supplemented by the Seventh Supplemental Master Trust Indenture dated as of March 15, 2011, among each Obligated Group Member and the Master Trustee (the “Seventh Supplement”). This opinion is also being rendered in connection with the Term Loan Agreement (together with the Master Indenture, the Seventh Supplement, and the Bank Note, the “Obligated Group Documents”).

To render this opinion, I have examined such documents, certificates, records and corporate proceedings of each member of the Obligated Group and such other certificates, instruments and matters as I have deemed relevant and necessary, including, but not limited to, the following:

- (a) the Master Indenture;
- (b) the Seventh Supplement;
- (c) the Bank Note;

We demonstrate God's care by improving the health of people and communities through a ministry of physical, mental and spiritual healing.

(d) the Term Loan Agreement; and

such other documents, records, certificates and matters of law as I have deemed necessary to render the opinions set forth herein. I have assumed the genuineness of all signatures (other than those of officers of each member of the Obligated Group), the legal capacity of all individuals who have executed the documents referenced herein and all other documents I have reviewed, the authenticity of all documents submitted to me as originals and the conformity to original documents of all documents submitted to me as certified, photostatic, reproduced or conformed copies. I have also assumed that the documents referenced herein have been duly authorized, authenticated, executed and delivered by each of the parties thereto (other than the members of the Obligated Group) and that the execution, authentication, delivery and performance of such documents by each of the parties thereto (other than the members of the Obligated Group) does not and will not result in a breach of, or constitute a default under, any agreement, instrument or other document to which such party is a party or any order, judgment, writ or decree applicable to such party or to which such party's property is subject. I am a member of the Bars of the District of Columbia and the States of Texas and of Missouri and I am qualified to opine on the laws of the State of Maryland and the State of New Jersey and the federal laws of the United States of America that may be applicable.

Based upon the foregoing, I am of the opinion as follows:

1. AHC and ARH are nonstock corporations, each organized, validly existing and in good standing under the laws of the State of Maryland and HCH is a nonprofit corporation, organized, validly existing and in good standing under the laws of the State of New Jersey.

2. The Obligated Group Documents have been duly executed and delivered by each member of the Obligated Group that is a party thereto, and the execution and performance of those of the Obligated Group Documents to which one or more of the Obligated Group Members is a party, have been duly authorized or approved by all necessary corporate action by or on behalf of each member of the Obligated Group that is a party thereto. The Obligated Group Documents constitute the valid and binding, and, with respect to the Term Loan Agreement, the Master Indenture, the Seventh Supplement and the Bank Note, joint and several, agreements of each member of the Obligated Group that is a party thereto enforceable against each member of the Obligated Group that is a party thereto, and with respect to any Obligated Group Document executed by AHC as the Obligated Group Representative under the Master Indenture, enforceable against each member of the Obligated Group in accordance with its terms, subject to the qualifications and limitations below, and in addition, subject to the qualifications that: (i) enforcement of the indemnification and contribution provisions of such documents may be limited by federal and state securities laws; and (ii) the provisions of the Master Indenture pursuant to which any Obligated Group Member promises to pay any and all amounts payable under any Obligation, if such amount is not promptly paid by the Obligated Group Member that issued such Obligation, may not be enforceable if such payments: (A) are requested to be made from any property of the Obligated Group Member from which payment is sought that is donor restricted or which is subject to a direct or express trust

that does not permit the use of such property for such payment; (B) are requested to be made pursuant to any loan violating applicable usury laws; (C) with respect only to members of the Obligated Group other than AHC, are requested with respect to payment on any Obligation that was issued for a purpose inconsistent with the charitable purpose of the Obligated Group Member from which payment is sought or that was issued for the benefit of an entity other than a not-for-profit corporation that is exempt from federal income taxes under Sections 501(a) and 501(c)(3) of the Code and is not a private foundation as defined in Section 509(a) of the Code; or (D) with respect only to members of the Obligated Group other than AHC, would result in the cessation or discontinuation of any material portion of the health care or related services previously provided by the member of the Obligated Group from which payment is sought. I express no opinion herein as to the validity or enforceability of any provision of the Obligated Group Documents to the extent that such provision purports to require any member of the Obligated Group to indemnify or to hold harmless the Bank or any other person or entity from the consequences of any negligent or other wrongful act or omission of the Bank or such other person or entity.

3. All outstanding Obligations (as defined in the Master Indenture) are secured equally and ratably with the Bank Note by any pledge, lien or other security interest in any property of any Obligated Group Member securing the Bank Note.

4. The issuance of the Bank Note is in accordance with the provisions of the Master Indenture and the Seventh Supplement authorizing the issuance of the Bank Note.

5. The execution and delivery of the Bank Note and the Term Loan Agreement does not conflict with, constitute an event of default under, or result in a breach of or a violation of the provisions of the Obligated Group Documents or any other agreements or documents by which the Obligated Group is bound.

My opinions as herein expressed are subject to the following qualifications and limitations:

(i) My opinions are subject to the effect of bankruptcy, insolvency, reorganization, receivership, moratorium and other similar laws. This exception includes:

- (1) the Federal Bankruptcy Code and thus comprehends, among others, matters of turn-over, automatic stay, avoiding powers, fraudulent transfer, preference, discharge, conversion of a non-recourse obligation into a recourse claim, limitations on *ipso facto* and anti-assignment clauses and the coverage of pre-petition security agreements applicable to property acquired after a petition is filed;
- (2) all other federal and state bankruptcy, insolvency, reorganization, receivership, moratorium, arrangement and assignment for the benefit of creditors' laws that affect the rights of creditors

generally or that have reference to or affect only creditors of specific types of debtors;

- (3) state fraudulent transfer and conveyance laws; and
- (4) judicially developed doctrines in this area, such as substantive consolidation of entities and equitable subordination.

(ii) My opinions are subject to the effect of general principles of equity, whether applied by a court of law or equity. This limitation includes principles:

- (1) governing the availability of specific performance, injunctive relief or other equitable remedies, which generally place the award of such remedies, subject to certain guidelines, in the discretion of the court to which application for such relief is made;
- (2) affording equitable defense (e.g., waiver, laches and estoppel) against a party seeking enforcement;
- (3) requiring good faith and fair dealing in the performance and enforcement of a contract by the party seeking its enforcement;
- (4) requiring reasonableness in the performance and enforcement of an agreement by the party seeking enforcement of the contract;
- (5) requiring consideration of the materiality of (i) a breach, and (ii) the consequences of the breach to the party seeking enforcement;
- (6) requiring consideration of the impracticability or impossibility of performance at the time of attempted enforcement; and
- (7) affording defenses based upon the unconscionability of the enforcing party's conduct after the parties have entered into the contract.

(iii) My opinions are subject to the effect of the rules of law that:

- (1) limit or affect the enforcement of provisions of a contract that purport to waive, or to require waiver of, (i) the obligations of good faith, fair dealing, diligence and reasonableness, (ii) broadly or vaguely stated rights, (iii) statutory, regulatory or constitutional rights, except to the extent that the statute, regulation or constitution explicitly allows waivers; (iv) unknown future defenses; and (v) rights to damages.
- (2) provide that choice of law, forum selection, consent to jurisdiction, and jury waiver clauses in contracts are not necessarily binding;

- (3) limit the availability of a remedy under certain circumstances where another remedy has been elected;
- (4) provide a time limitation after which a remedy may not be enforced;
- (5) limit the enforceability of provisions releasing, exculpating or exempting a party from, or requiring indemnification of a party for, liability for its own action or inaction, to the extent the action or inaction involves gross negligence, recklessness, willful misconduct, unlawful conduct, or violation of public policy;
- (6) may, where less than all of a contract may be unenforceable, limit the enforceability of the balance of the contract to circumstances in which the unenforceable portion is not an essential part of the agreed exchange;
- (7) govern and afford judicial discretion regarding the determination of damages and entitlement to attorneys' fees and other costs;
- (8) may permit a party that has materially failed to render or offer performance required by the contract to cure that failure unless (i) permitting a cure would unreasonably hinder the aggrieved party from making substitute arrangements for performance, or (ii) it was important in the circumstances to the aggrieved party that performance occur by the date stated in the contract; and
- (9) limit the right of a creditor to use force or cause a breach of the peace in enforcing rights;
- (10) relate to the sale or disposition of collateral or the requirements of a commercially reasonable sale;
- (11) limit enforcement of time is of-the-essence clauses.

(iv) I express no opinion as to the perfection or priority of any claims, liens, security interests or rights created by any of the Obligated Group Documents.

(v) If and to the extent any of the Obligated Group Documents are construed to provide for the payment of interest on interest, such provisions may be unenforceable under Bowman v. Neely, 137 Ill. 443 (1891) and other cases to the same effect.

This opinion is furnished to you pursuant to the Obligated Group Documents, and is not to be relied upon by any other person, firm, corporation or legal entity other than Bank and Master Trustee and the Bank's successors and assigns in and to the Term Loan (it being understood that this opinion letter speaks only as of the date hereof, and that no such reliance will have any effect on the scope, phrasing or originally intended use of the opinion letter).

This opinion is limited to the matters expressly set forth above, and no opinion is implied or may be inferred beyond the matters expressly so stated. This opinion is given as of the date hereof, and I assume no responsibility for updating this opinion to take into account any event, action, interpretation or change of law occurring subsequent to the date hereof that may affect the validity of any of the opinions expressed herein. The opinions herein may be relied upon and used by you and your successors and/or assigns including, without limitation, any successor bank and any lender from time to time party to the Term Loan Agreement.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "K. DeStefano", written in a cursive style.

Kenneth B. DeStefano

Vice President & General Counsel

APPENDIX D

REQUEST FOR AUTHENTICATION

See Attached

REQUEST FOR AUTHENTICATION

March 15, 2011

Manufacturers and Traders Trust Company,
Master Trustee under the Amended and Restated
Master Trust Indenture dated as of February 1, 2003,
as amended and supplemented (the "Master Indenture"), with Adventist HealthCare, Inc.,
Hackettstown Community Hospital and Adventist Rehabilitation Hospital of Maryland, Inc.,
relating to the Bank Notes hereinafter referred to.

Ladies and Gentlemen:

There have been delivered to you herewith an executed copy of the Seventh Supplemental Master Trust Indenture dated as of March 15, 2011 between you and the Obligated Group Members (the "Seventh Supplement") and such other instruments, documents, certificates and opinions as are required to evidence satisfaction of those items required by Section 2.03 of the Master Indenture as conditions precedent to the authentication of Obligations (as defined in the Master Indenture). There is handed to you herewith, duly executed by Adventist HealthCare, Inc., as Obligated Group Representative, Master Note No. 24, in registered form dated March 15, 2011 in the principal amount of \$20,000,000 (the "Bank Note"), issuable under the Master Indenture.

Pursuant to the provisions of the Master Indenture, you are hereby requested and authorized to authenticate the Bank Note and deliver the Bank Note to EagleBank as lender under the Loan Agreement dated March 15, 2011.

This request constitutes the Order referred to in Section 2.03(f) of the Master Indenture.

Dated this 15th day of March, 2011.

ADVENTIST HEALTHCARE, INC.,
as Obligated Group Representative

By: 
James G. Lee
Executive Vice President and Chief
Financial Officer