

EXHIBIT 12

CERTIFICATE OF THE CORPORATE SECRETARY

I, Megan M. Arthur, hereby certify that I am Corporate Secretary of the University of Maryland Baltimore Washington Medical Center, Inc. a corporation organized and existing under the laws of the State of Maryland (the "UM BWMC");

I further certify that on January 26, 2015, the Board members of UM BWMC adopted the following resolutions via unanimous written consent:


RESOLVED, that the Board of Directors approve the plans of UM BWMC to file a Certificate of Need application with the Maryland Health Care Commission to open a cardiac surgery program;

FURTHER RESOLVED, that the Board of Directors approves the implementation of a cardiac surgery program at UM BWMC should the CON application be approved;

FURTHER RESOLVED, that the UM BWMC's Chief Executive Officer, or her designee, is authorized, empowered and directed to cause UM BWMC to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the judgment of such officer shall be or become necessary, proper and desirable to effectuate the program;

FURTHER RESOLVED, that the Board of Directors ratifies, confirms, and approves any and all past actions heretofore taken by officers or directors of UM BWMC in the name and on behalf of UM BWMC in furtherance of any or all of the preceding resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of UM BWMC this 6th day February 2015.


Megan M. Arthur
Corporate Secretary