

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RIVERVIEW HOSPITAL FOUNDATION, INC.**

Riverview Hospital Foundation, Inc. (the “Corporation”), having accepted the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”), hereby sets forth its Second Amended and Restated Articles of Incorporation (the “Articles of Incorporation”) as follows:

ARTICLE I

Name

The name of the corporation is Riverview Hospital Foundation, Inc.

ARTICLE II

Type of Corporation

The Corporation is a non-profit, public benefit corporation.

ARTICLE III

Members

The Corporation shall have the following two (2) categories of Members: (a) members of the Board of Directors of the Corporation (“Board Members”) and (b) Riverview Hospital d/b/a Riverview Health (“Hospital Member”), an Indiana county hospital qualified for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the “Code”).

ARTICLE IV

Purposes, Powers and Prohibited Activities

Section 1 **Purposes.** The Corporation is a public benefit corporation organized and operated exclusively for the following purposes as may qualify it for exemption from Federal income tax under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder (the “Regulations”), and as may qualify contributions to it for deductions under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code and the Regulations promulgated thereunder:

- (a) The primary purposes of the Corporation shall include:
 - (i) To support the Hospital Member to serve the health care needs of Hamilton County, Indiana and surrounding communities;
 - (ii) To lessen the burdens of government by supporting the Hospital Member;

- (iii) To promote programs that have for their objective, prevention and treatment of health issues and disorders and the promotion of general health;
 - (iv) To engage in any and all activities necessary or appropriate to raise funds for the purposes of the Corporation, including the solicitation of direct or indirect contributions from public and private sources wherever located;
 - (v) To empower committed volunteers and donors to share compassion and resources for the public charitable benefits to be provided by the Corporation; and
 - (vi) To do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the foregoing purposes of the Corporation.
- (b) The Corporation shall be organized and operated exclusively for public charitable, religious, scientific, testing for public safety, literary or educational purposes which purposes then qualify it for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code and as then qualify contributions to it for deductions under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code.
- (c) In furtherance of the foregoing purposes, the Corporation shall be authorized and empowered to exercise all power and authority granted to it under the Act; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

Section 2 Powers. Except as otherwise provided in these Articles of Incorporation, the Corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Act.

Section 3 Prohibited Activities.

- (a) No part of the Corporation's income, corpus or principal assets shall ever inure to the benefit of, or be distributable to, directly or indirectly, any private individual, and no director or officer of the Corporation may or shall receive any pecuniary benefit from the same; provided, however, that private individuals may be paid such reasonable compensation for services actually rendered and that are necessary to organize the Corporation and to carry out the purposes of the Corporation, as may be fixed in the manner provided by the Board of Directors. No individual shall be precluded from taking such employment and reasonable compensation by reason of the fact that he or she is a director or officer of the Corporation. The Corporation is expressly precluded from advancing or loaning its directors, officers or employees any money or property.

- (b) The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, nor shall any part of its activities consist of carrying on propaganda or otherwise attempting to influence legislation or any political campaign on behalf of (or in opposition to) any candidate for public office.
- (c) The Corporation shall not accept gifts or other contributions if the use or expenditure of the gift or contribution is subject to any condition which is inconsistent with the purposes of the Corporation as set forth in Section 1 of this Article IV.
- (d) The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a Corporation, contributions to which are deductible under Section 170(c)(2), and which also are described in Section 2055(a)(2) or Section 2522 of the Code.
- (e) The Corporation shall make no advancements for services to be performed in the future, nor shall the Corporation make any loan of money or property, to any director or officer of the Corporation, other than advances of expenses in connection with a possible indemnification matter.
- (f) Notwithstanding any other provisions of these Articles of Incorporation, the Act, or any other law, rule or regulation, the Corporation shall:
 - (i) Distribute during each taxable year amounts sufficient to avoid liability for the tax imposed by Section 4942 of the Code.
 - (ii) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
 - (iii) Not retain any excess business holdings as defined in Section 4943(c) of the Code.
 - (iv) Not make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code.
 - (v) Not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE V
Registered Agent and Registered Office

Section 1 **Registered Agent.** The name and street address of the Corporation's registered agent for service of process is Brian M. Heaton.

Section 2 **Registered Office.** The address of the registered office of the Corporation is 12800 N. Meridian Street, Suite 300, Carmel, Indiana 46032.

Section 3 **Representation.** The current registered agent of the Corporation has not been changed by these Second Amended and Restated Articles of Incorporation. Nonetheless, the registered agent, Brian M. Heaton, has consented to the appointment as the registered agent of the Corporation.

ARTICLE VI

Dissolution; Distribution of Assets on Dissolution or Final Liquidation

Upon the dissolution of the Corporation and after payment, or provision is made for the payment, of all liabilities and debts of the Corporation, the assets of the Corporation shall be distributed to the Hospital Member. Any such assets not so distributed to the Hospital Member, shall be disposed of by the Board the such organization or organizations that are organized and operated exclusively for public, charitable, religious, scientific, testing for public safety, literary or educational purposes, which purpose then qualifies such organization or organizations for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Judge of the Circuit Court of Hamilton County, Indiana, exclusively for such purposes which are substantially similar to the Corporation's primary purposes set forth in Article IV, and to an organization or organizations which are, at the time of such distribution, organized and operated exclusively for public, charitable, religious, scientific, testing for public safety, literary or educational purposes, which purposes then qualify such organization or organizations for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code. No director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation upon the dissolution or complete liquidation of the Corporation.

ARTICLE VII

Board of Directors

Section 1 **Authority of Board.** Management of the property, affairs, business and activities of the Corporation shall be supervised and directed by the Board of Directors. The Board of Directors shall possess and may exercise all the powers and authority granted to the Corporation by the Act, by these Articles of Incorporation or by the Bylaws of the Corporation, as now or hereafter in effect.

Section 2 **Number, Term and Appointment of Directors.** The exact number of members of the Board of Directors shall be prescribed from time to time according to the Bylaws of the Corporation; provided, however, that under no circumstances shall the minimum number of members of the Board of Directors be less than three (3).

ARTICLE VIII
Provisions for Regulation and Conduct of the Affairs of Corporation

In addition to the Bylaws and consistent with the Act, the following provisions for the regulation and conduct of the affairs of the Corporation, and for the creation, definition, limitation or regulation of the powers of the Corporation and its directors, shall apply:

Section 1 **Committees.** The Board of Directors may utilize one or more committees, as set forth in the Bylaws, to assist it in the carrying out of any of the purposes of the Corporation, define the responsibilities of such committee or committees and delegate to such committee or committees' powers as the Board of Directors determines to be appropriate.

Section 2 **Amendment of Articles of Incorporation.** The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the voting members of the Board of Directors; provided, however, that no corporate action purporting to amend the Articles of Incorporation shall be effective unless said action is approved and adopted by the Hospital Member, and such power of amendment shall not authorize any amendment which would have the effect of disqualifying the Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code or would have the effect of disqualifying contributions to the Corporation for deduction under Section 170(c)(2), Section 2055(a)(2) or Section 2522 of the Code.

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CERTIFICATE

The undersigned hereby verifies, subject to penalty for perjury, that the foregoing constitutes the Second Amended and Restated Articles of Incorporation of the Corporation as of this ____ day of _____, 2016.

RIVERVIEW HOSPITAL FOUNDATION, INC.

By: _____
Chuck Goodrich, Chairperson