

Jay Dardenne

SECRETARY OF STATE

As Secretary of State of the State of Louisiana I do hereby Certify that

a copy of Restated Articles of Incorporation of

EARL K. LONG MEDICAL FOUNDATION, INC.

Domiciled at BATON ROUGE, LOUISIANA, changing the corporate name to

**UNIVERSITY MEDICAL CENTER MANAGEMENT CORPORATION (A MAJOR AFFILIATE OF
LSU PURSUANT TO LA. R.S. 17:3390)**

Was filed and recorded in this Office on July 09, 2010.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

July 9, 2010

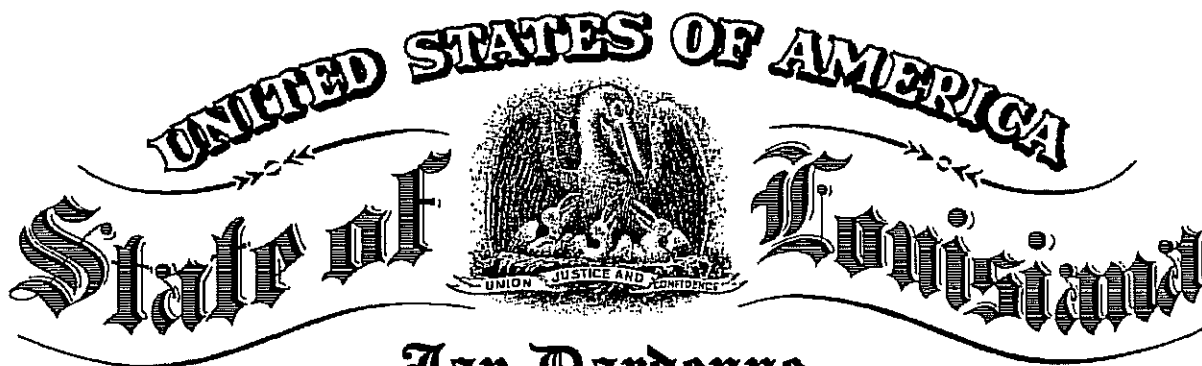
Secretary of State

WH 36029275N



Certificate ID: 10082973#QWM73

To validate this certificate, visit the following web site,
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then follow the instructions displayed.
www.sos.louisiana.gov



Jay Dardenne
SECRETARY OF STATE

As Secretary of State of the State of Louisiana I do hereby Certify that

the attached document(s) of

**UNIVERSITY MEDICAL CENTER MANAGEMENT CORPORATION (A MAJOR AFFILIATE OF
LSU PURSUANT TO LA. R.S. 17:3390)**

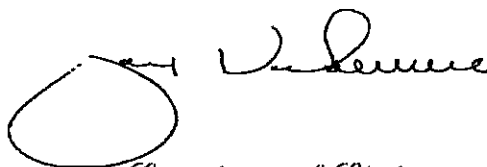
are true and correct and are filed in the Louisiana Secretary of State's Office.

40249331

Restated Amendment 07/09/2010 10 pages

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

July 9, 2010



Secretary of State

WH 36029275N



Certificate ID: 10082971#8QK73

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www.sos.louisiana.gov

**AMENDMENT TO AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
EARL K. LONG MEDICAL FOUNDATION, INC.,
now named
UNIVERSITY MEDICAL CENTER MANAGEMENT CORPORATION
(A Major Affiliate of LSU pursuant to La. R.S. 17:3390)**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

In accordance with the provisions of Section 237 of the Louisiana Nonprofit Corporation Law, Earl K. Long Medical Foundation, Inc., a Louisiana nonprofit corporation, pursuant to the joint unanimous written consent executed by all of the members and directors of the corporation pursuant to Sections 224(E)(9) and 233 of the Louisiana Nonprofit Corporation Law, dated and effective as of July 9, 2010, hereby amends its Articles of Incorporation so that, rather than being designated by Roman numerals, the Articles of its Articles of Incorporation are designated by Arabic numerals, and are amended as follows: Article I has been amended and restated in its entirety as set forth below in Article 1; the first sentence of Article VII has amended and restated as set forth below in Article 2; Article II has been amended and restated in its entirety as set forth below in Article 3; Articles III, IV and XV have been amended and restated in their entirety as set forth below in Article 4; the second sentence of Article VII has been amended and restated as set forth below in Article 5; Articles VIII, IX, X, XI and XII have been amended and restated in their entirety as set forth below in Article 6; Article V has been amended and restated in its entirety as set forth below in Article 7; Article VI has been amended and restated in its entirety as set forth below in Article 8; Article XIII has been amended and restated in its entirety as set forth below in Article 9; Article XIV has been amended and restated in its entirety as set forth below in Article 10; and Article 11 is added thereto.

Further, pursuant to the authority granted to and vested in the board of directors of the corporation, and in accordance with the provisions of Section 241 of the Louisiana Nonprofit Corporation Law, the board of directors of the corporation, pursuant to a unanimous written consent executed by all of the directors pursuant to Section 224(E)(9) of the Louisiana Nonprofit Corporation Law, dated and effective as of July 9, 2010, has authorized the restatement of the Articles of Incorporation of the corporation dated October 12, 2005, as amended pursuant hereto as described herein and the execution and filing thereof. Further, all members and directors of this corporation have adopted Bylaws by joint unanimous written consent.

The corporation was incorporated on October 12, 2005. This restatement, dated July 9, 2010, accurately copies (without substantive change except as made by the amendments contained in this restatement as described herein) the Articles of Incorporation of this corporation and all amendments thereto in effect as of the date of this restatement, and each amendment has been effected in conformity with law, all as set forth hereinafter:

ARTICLE 1

Name and Powers

The name of this corporation shall be **University Medical Center Management Corporation (A Major Affiliate of LSU pursuant to La. R.S. 17:3390)** and it generally shall possess all the powers, rights, privileges, capacities, and immunities which nonprofit corporations are authorized, and may hereafter be authorized, to possess under the Constitution and laws of the State of Louisiana (the "State"), and particularly under Title 12, Section 201 et seq. of the Louisiana Revised Statutes, necessary to carry out its purposes as more specifically set forth in Article 4 hereof in accordance with La. R.S. 17:3390.

ARTICLE 2

Basis of Organization

This corporation shall be (i) organized on a non-stock basis as a nonprofit corporation, as provided for by La. R.S. 12:201, et seq. and is irrevocably dedicated to the purposes stated in Article 4 and (ii) a support organization affiliated with the Board of Supervisors of Louisiana State University and Agricultural and Mechanical College ("LSU") in accordance with La. R.S. 17:3390. All references in these articles of incorporation, and in any bylaws adopted pursuant hereto, to La. R.S. 17:3390 are to the provisions thereof existing as of the date of execution of this amendment to and restatement of the articles of incorporation of this corporation, but not including any subsequent amendments to such statute.

ARTICLE 3

Duration

This corporation shall exist and continue and have perpetual existence in its corporate name unless sooner dissolved in accordance with law.

ARTICLE 4

Purposes

Section 1.

(a) This corporation is organized and shall be operated exclusively as a corporation affiliated with LSU as defined in La. R.S. 17:3390 exclusively for the purposes set forth in that certain Memorandum of Understanding dated as of August 28, 2009, among LSU, the Administrators of the Tulane Educational Fund ("Tulane"), State of Louisiana Department

of Health and Hospitals (“DHH”) and State of Louisiana, Division of Administration (“Division of Administration”), as amended by amendment thereto dated March 2, 2010 (as so amended but excluding any other amendments to the MOU, the “MOU”), including, without limitation, the following purposes:

(i) operating the Academic Medical Center (as defined in the MOU) to be named University Medical Center as more specifically provided in the Bylaws and being the Graduate Medical Education successor in due course to the hospital currently operating under provider number 19-0005;

(ii) ensuring proper accountability for the services provided by this corporation and paid for by the State of Louisiana in accordance with the “Public Accountability” Section of the MOU;

(iii) being a key component of the LSU Health System and, as such, participating in mutually beneficial academic, clinical and business operations, including those enumerated in the MOU;

(iv) operating in a manner consistent with the best practices of private, nonprofit institutions;

(v) being a safety net provider for the State of Louisiana's uninsured and playing a pivotal role as a statewide referral center for patients within the LSU Health System in need of higher levels of care;

(vi) providing medical and allied health training; and

(vii) being recognized nationally as a leader in research, training and excellence in transparent clinical and financial outcomes.

(b) Notwithstanding any other provision of these articles of incorporation, the purposes for which this corporation is organized are exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) and as a public charity under Section 509(a) of the Code, or the corresponding provisions of any future United States internal revenue law.

Section 2. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers, or any private individual or person, except that this corporation shall be authorized and empowered to pay reasonable compensation for necessary services rendered to it, to reimburse persons incurring reasonable expenses on its behalf, and to make payments and distributions in furtherance of the purposes set forth in this Article 4.

Section 3. No substantial part of the activities of this corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not

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.

ARTICLE 5

Members

The members of this corporation shall consist of the members of the Board of Directors of this corporation, as provided for in Article 6.

ARTICLE 6

Board of Directors

Section 1. The management of the business and affairs of this corporation shall be vested in, and exercised by, the Board of Directors of this corporation.

Section 2. The Board of Directors shall consist of eleven (11) directors, composed of the following:

- (a) Four (4) directors who shall be representatives of LSU appointed by the President of LSU after obtaining the advice and consent of the LSU Board of Supervisors;
- (b) One director who shall be the President of Tulane, or his designee;
- (c) One director who shall be the President of Xavier University ("Xavier"), or his designee;
- (d) One director who shall be appointed by the presidents of Delgado Community College "Delgado", Dillard University ("Dillard"), and the Board of Supervisors of Southern University and Agricultural and Mechanical College ("Southern") to serve a two year term; the order of service shall be determined by lot;
- (e) Four (4) directors who shall be appointed by the Board of Directors of this corporation as provided in Section 4 of this Article 6, all of whom shall be individuals who are not affiliated in any way with LSU, Tulane, Xavier, Delgado, Dillard, or Southern (collectively, the "Permanent Member (Sponsoring) Institutions") and may also include one individual nationally recognized for leadership in academic medicine or health care management, regardless of his or her state of residence. For purposes of this section, "not affiliated in any way with Permanent Member (Sponsoring) Institutions" shall mean individuals who during the time of service on the Board of Directors of this corporation are not, and for the three (3) years preceding such service have not been, employed by or serving on the boards of directors, trustees, or supervisors of a Permanent Member (Sponsoring) Institution or any entity, organization, department or division or affiliate, including any alumni association or foundation that is under the control or direction of a Permanent Member (Sponsoring) Institution. Membership alone in an alumni association of the Permanent Member (Sponsoring) Institutions shall not preclude service on the Board of Directors of this corporation by being considered "affiliated in any way with Permanent Member (Sponsoring) Institutions." The limitations relating to being "affiliated in any way with Permanent Member (Sponsoring) Institutions" are

not applicable to the initial Non-Permanent Directors appointed pursuant to the provisions of Section 4(a) of this Article 6.

Section 3. Each of the directors described in Sections 2(a), (b), (c), and (d) of this Article 6 (collectively, the **"Permanent Directors"**) shall serve for such maximum term as permitted by the Louisiana Nonprofit Corporation Law, except as otherwise provided by Section 2(d) of Article 6, or until replaced by his or her sponsoring institution or group of institutions, and may be reappointed to succeed himself or herself. Any vacancy shall be filled by the sponsoring institution or group of institutions as provided for in Section 2 of this Article 6.

Section 4. The directors described in Section 2(e) of this Article 6 (collectively, the **"Non-Permanent Directors"**) shall be appointed as follows:

(a) **Initial Non-Permanent Directors.** Because it is contemplated that the State and LSU will enter into a Cooperative Endeavor Agreement with this corporation for the purpose, inter alia, of its benefiting from the funds provided by the Federal Emergency Management Agency to the State (and LSU) and additional funds provided by the State for contribution toward land acquisition and construction costs, pursuant to the MOU, and because the State has a clear interest in ensuring the qualifications and independence of the Board of Directors of this corporation prior to executing the Cooperative Endeavor Agreement and committing any funding, the Commissioner of Administration of the Division of Administration (the **"Commissioner"**) and the Secretary of DHH (the **"Secretary"**) will establish a process for accepting nominations for the initial Non-Permanent Directors. It is the intent and goal that the Commissioner and the Secretary will seek qualified candidates who comprise a proper balance of expertise in finance, medicine, health care management, health care law or other experience relevant to the planning, development and management of a sophisticated and efficient academic medical enterprise. The Commissioner and the Secretary will review the nominations for appointment and recommend to the Permanent Directors a slate of initial Non-Permanent Directors. The Commissioner and the Secretary shall ensure that the recommended initial Non-Permanent Directors represent a proper balance of experience and qualification, are independent and understanding of their obligations to this corporation. The Permanent Directors shall vote on whether to approve the full slate of recommended initial Non-Permanent Directors, and such approval shall not be unreasonably withheld. Immediately upon such approval by a majority vote, the recommended initial Non-Permanent Directors shall be deemed to be elected to the Board of Directors of this corporation. In the event the recommended slate of initial Non-Permanent Directors is not accepted by the Permanent Directors, the Commissioner and the Secretary shall continue to recommend a new slate until one is approved by the Permanent Directors.

(b) **Successor Non-Permanent Directors.** The Nominating Committee of the Board of Directors of this corporation (the **"Nominating Committee"**), which shall be composed of the Permanent Directors, shall be formed for the purpose of recommending successor Non-Permanent Directors. The Nominating Committee shall be chaired by the Chair of the Board of Directors of this corporation. A majority of the members of the Nominating Committee shall be required in order for a nomination to be made. The Chair of the Board of Directors of this corporation may only vote to break a tie. In the event that the Nominating

Committee has not nominated a candidate to fill a vacancy within three (3) months of the creation of the vacancy, the issue shall be referred to the full Board of Directors of this corporation and a majority vote of the full Board of Directors of this corporation shall be sufficient to appoint a new Non-Permanent Director. In the event a nomination by the Nominating Committee is not approved after being presented to the full Board of Directors of this corporation and the lapse of three (3) months without a substitute nomination for the position by the Nominating Committee, any four (4) directors may jointly make a nomination, and a majority vote of the full Board of Directors of this corporation shall be sufficient to appoint the new Non-Permanent Director. If two substitute nominations for the position are rejected by the full Board of Directors of this corporation in accordance with this subsection, any four (4) directors may jointly make a nomination for the position, and a majority vote of the full Board of Directors of this corporation shall be sufficient to appoint the new Non-Permanent Director. Successor Non-Permanent Directors shall be comprised of a proper balance of membership which includes individuals with expertise in finance, medicine, health care management, health care law or other experience relevant to the planning, development and management of a sophisticated academic medical enterprise.

(c) Staggered Terms and Vacancies of Non-Permanent Directors. The terms of Non-Permanent Directors shall be staggered such that no more than two (2) of such Non-Permanent Directors rotate off the Board of Directors of this corporation in any one year, no Non-Permanent Director serves more than two (2) terms, and terms last no more than three (3) years. Non-Permanent Directors shall serve until they are replaced, and the Board of Directors of this corporation shall exercise diligence in ensuring the appointment process commences timely in order to comply with the intent of the term limits. In the event a Non-Permanent Director cannot serve a full term, the replacement Non-Permanent Director shall serve the remainder of that term, provided that:

(i) If the vacating Non-Permanent Director has served less than half his/her term, the replacement Non-Permanent Director shall be eligible to serve for an additional full term upon the expiration of the vacating Non-Permanent Director's term.

(ii) If the vacating Non-Permanent Director has served more than half his/her term, the replacement Non-Permanent Director shall be eligible to serve an additional two full terms upon the expiration of the vacating Non-Permanent Director's term.

(d) Removal of Directors. Permanent Directors may be removed only by their sponsoring institution or group of institutions. Non-Permanent Directors may be removed upon the affirmative vote of two-thirds (2/3) of all members of the Board of Directors of this Corporation, excluding the Non-Permanent Director whose removal is being considered.

Section 5. The Board of Directors of this corporation, by affirmative vote of no less than two-thirds (2/3rds) of its eleven (11) members, shall have the power to amend and repeal such Bylaws, rules or regulations for the governance of the affairs of this corporation as it may deem proper and in accordance with these articles of incorporation; provided, however, the Bylaws may require additional, more onerous, approvals to amend or repeal the Bylaws or one or more sections thereof in which case such additional, more onerous, approvals shall be required in order to amend or repeal the Bylaws or such sections thereof. As required by R.S. 12:222.A, the members of this corporation shall have the right to change any action of the Directors to amend and repeal the Bylaws by affirmative vote of the same proportion and subject to the same

limitations as the proportions and limitations required for the action taken by the Board of Directors of this corporation. Prior due notice of proposed action and notice of any action taken pursuant to this Section 5 of Article 6 shall be provided to all Permanent Member (Sponsoring) Institutions.

Section 6. In accordance with La. R.S. 17:3390, a majority of the members of the Board of Directors of this corporation shall be composed at all times of persons who are not members or employees of the LSU Board of Supervisors.

Section 7. At all times, the Chair of the Board of Directors of this corporation shall be a designee of the President of the LSU System who shall be designated from among the four (4) members of the Board of Directors of this corporation appointed to represent LSU pursuant to Section 2(a) of Article 6 hereof. Except as provided herein, and including any powers granted in the Bylaws, the Chair of the Board of Directors of this corporation shall enjoy all the rights and privileges of the other members of the Board of Directors of this corporation.

ARTICLE 7

Registered Office

The registered office of this corporation shall be located at 5615 Corporate Boulevard Suite 400 B, Baton Rouge, Louisiana 70808.

ARTICLE 8

Registered Agent

The full name and address of this corporation's registered agent is:

CT Corporation System
5615 Corporate Boulevard, Suite 400 B
Baton Rouge, Louisiana 70808

ARTICLE 9

Amendment

These articles of incorporation may be amended only by the affirmative vote of no less than two-thirds (2/3rds) of the eleven (11) members of this corporation at any regular or special meeting thereof, provided at least forty-five (45) days notice of such meeting and such proposed amendment shall have been mailed, delivered by hand, or transmitted by a mutually recognized delivery service, to each member and each Permanent Member (Sponsoring) Institution at the last address of each such member shown by the records of this corporation; provided, however, (i) no amendment shall be made to clause (ii) of Article 2 or Section 1(a) of Article 4 without the consent of the Permanent Directors representing LSU; (ii) no amendment to Article 5 or Article

6 which adversely affects any member shall be made thereto without the affirmative vote of such member; and (iii) no amendment to the proviso at the end of the first sentence of Section 5 of Article 6 shall be made without the affirmative vote of the members or the directors from which the additional approvals described therein are required.

ARTICLE 10

Dissolution

Upon any dissolution of this corporation, its property and assets shall be applied and distributed as follows:

(a) All liabilities and obligations of this corporation shall be paid, satisfied, and discharged or adequate provisions made therefor.

(b) Any remaining assets shall be distributed exclusively to one or more charitable, scientific or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code, or corresponding provisions of any subsequent future internal revenue tax laws and the contributions to which are deductible under the provisions of Sections 170, 2055, 2106 or 2522 of the Code; provided, however, such remaining assets shall be distributed with preference and priority to such organization(s) which are recognized support organization(s) of LSU in accordance with La. R.S. 17:3390 and whose primary purpose is medical education and medical research.

ARTICLE 11

Limits of Liability

Section 1. No member of this corporation shall ever be held liable or responsible for contracts, debts, or defaults of this corporation, nor shall any mere informality in organization have the effect of rendering these articles of incorporation null and void or of exposing the members to any liability.

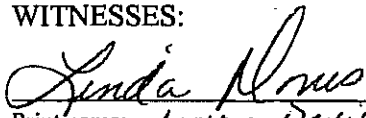
Section 2. No director of this corporation shall be personally liable to this corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent required by Louisiana law for liability (i) for breach of the director's duty of loyalty to this corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 226(D) of the Louisiana Nonprofit Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Louisiana Nonprofit Corporation Law is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of each director of this corporation shall be limited or eliminated to the full extent permitted by the Louisiana Nonprofit Corporation Law as so amended from time to time. Neither the amendment nor repeal of this Article, nor the adoption of any provision of this corporation's articles of incorporation inconsistent with this Article shall eliminate or reduce the effect of this Article, in respect of any matter occurring, or any cause of action, suit or claim that,

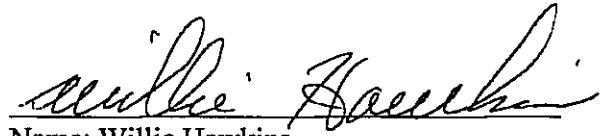
but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

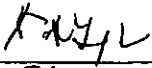
Section 3. The directors of this corporation shall be indemnified and defended for claims against them to the fullest extent permitted by law.

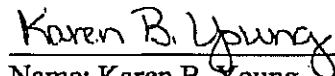
THUS DONE AND PASSED in multiple originals in the City of Baton Rouge, Louisiana, on the date of this restatement as hereinabove set forth, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

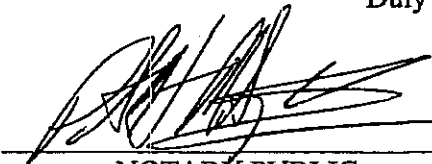
WITNESSES:

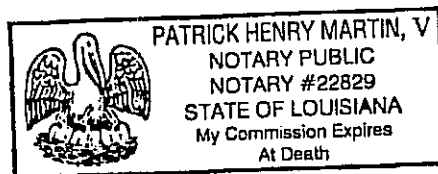

Print name: LINDA DAVIS


Name: Willie Hawkins
Title: President
Duly Authorized


Print name: SHARON LIPSCOMB


Name: Karen B. Young
Title: Secretary/Treasurer
Duly Authorized


NOTARY PUBLIC
Name: Patrick H. Martin, L. Bar Roll No: 22829
My Commission is for Life.



**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT(S)**

To the State Corporation Department
State of Louisiana

On this 9th day of July, 2010, before me, a Notary Public, personally came and appeared C T Corporation System, represented by the undersigned, duly authorized, who does hereby accept appointment as the Registered Agent of University Medical Center Management Corporation (A Major Affiliate of LSU pursuant to La. R.S. 17:3990)(formerly named Earl K. Long Medical Foundation, Inc.), which is a nonprofit corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapters 1, 2 and 3.

C T Corporation System, Registered Agent

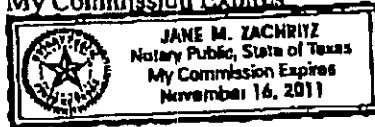
By: *Stephanie Allison*
Name: **Stephanie Allison**
Title: **Assistant Secretary**

SUBSCRIBED AND SWORN to before me on the day, month, and year first above set forth.

Jane M. Zachry
NOTARY PUBLIC

Name: _____ Notary No: _____

My Commission Expires _____



(SEAL)