



State  
of  
California  
SECRETARY OF STATE'S OFFICE

A454573

CORPORATION DIVISION

I, *TONY MILLER*, Acting Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

*IN WITNESS WHEREOF*, I execute  
this certificate and affix the Great  
Seal of the State of California this

DEC 12 1994



*Tony Miller*  
Acting Secretary of State

A454573

ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

RESTATED ARTICLES OF INCORPORATION  
OF  
BARLOW RESPIRATORY HOSPITAL,  
a California Nonprofit Public Benefit Corporation

DEC 6 1994

TONY MILLER  
Acting Secretary of State

Margaret W. Crane and Leonis C. Malburg each hereby certify that:

1. They are the President and Secretary, respectively, of Barlow Respiratory Hospital, a California nonprofit public benefit corporation.

2. The Articles of Incorporation of the corporation are amended and restated to read as follows:

One: The name of the corporation is:

BARLOW RESPIRATORY HOSPITAL

Two: (a) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes. Such charitable purposes are within the meaning of 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).

(b) The specific purpose of this corporation is to acquire, establish, maintain, conduct and operate a sanatorium or sanatoria, a hospital or hospitals, or any or all of them, for the charitable purposes of diagnosis, treatment and care of the sick, infirm, afflicted and aged; to furnish and supply related care, treatment, hospitalization, education, training, medical research, laboratory services and other services; to enter into contracts and other arrangements with, participate in, affiliate with, advance, promote, develop and support managed health care delivery, managed health networks and systems, third party payors and reimbursement agencies, physicians and other professional providers, integrated health and medical care delivery and integrated health care delivery networks and systems; to promote, support and carry on scientific and medical research, study and education to advance the healing arts, the cause, nature, prevention and cure of diseases, and the care and treatment of the sick, injured and infirm; and to train medical and paramedical personnel necessary or incidental to the operation of the hospital. Such purpose for which this corporation is organized is exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Section 23701d of the California Revenue and Taxation Code, and such

educational purpose is within the meaning of Section 214 of the California Revenue and Taxation Code.

(c) The corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles of Incorporation, the Bylaws of the corporation and applicable laws. Notwithstanding any such powers or any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax 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) or (b) 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).

(d) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Three: The powers of the corporation shall be exercised, its properties controlled and its affairs conducted by or under the direction of a Board of Directors. The number of Directors of the corporation shall be fixed from time to time by the Bylaws of the corporation.

Four: (a) The corporation is not organized, nor shall it be operated, for pecuniary gain or profit. The corporation does not contemplate the distribution of gains, profits or dividends to the members thereof or to any individual or private shareholder (as defined for purposes of 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), except as may be permitted by law to a member which is at such time an organization described in 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).

(b) The property, assets, profits and net income of the corporation are dedicated irrevocably to the purposes set forth in Article Two above. No part of the profits or net income of the corporation shall ever inure to the benefit of any director, trustee, officer, shareholder or member thereof or to the benefit of any private individual, except as may be

permitted by law to a member which is at such time an organization described in 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). Notwithstanding the foregoing, 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 in Article Two above.

(c) 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 a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational or scientific purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, which nonprofit fund, foundation or corporation has established its tax exempt status 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) and is qualified for exemption from taxation under Section 214 and Section 23701d of the California Revenue and Taxation Code (or any successor provisions). In the event Barlow Group qualifies as a distributee pursuant to the foregoing provisions of this subparagraph (c) of Article Four, any assets of the corporation remaining after compliance with Chapters 15, 16 and 17 of the California Nonprofit Public Benefit Corporation Law (or any corresponding provisions of any future California Nonprofit Public Benefit Corporation Law) shall be distributed to Barlow Group.

(d) In addition to any other approvals required by law, subparagraphs (c) and (d) of this Article Four may not be amended without the prior written consent of Barlow Group.

Five: The corporation elects to be governed by the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

3. The foregoing amendments to and restatement of the Articles of Incorporation have been duly approved by the Board of Directors of the corporation.

4. The corporation presently has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Los Angeles, California

November 17, 1994

Margaret W Crane  
Margaret W. Crane  
President

Leonis C. Malburg  
Leonis C. Malburg  
Secretary