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**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION OF**

**MURRAY-CALLOWAY COUNTY PUBLIC HOSPITAL CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

Pursuant to the provisions of KRS 273.273, the undersigned Kentucky Non-Profit corporation hereby executes these Amended and Restated Articles of Incorporation filed in the office of the Secretary of State on September 26, 1989, and in the office of the Clerk of Calloway County Kentucky on September 27, 1989, in Microfilm Book 175, Cabinet 2, Drawer 27, Card 9; as amended July 25, 1997, in Book 261, Page 705; as amended July 26, 2000, in Book 334, Page 694 and as amended by majority vote of the Board of Trustees of the corporation on June 9, 2004.

The Board of Trustees of the Murray-Calloway County Public Hospital Corporation by a majority vote on June 9, 2004, adopted the following described amendments, which are incorporated into these Restated Articles of Incorporation, and these Restated Articles of Incorporation, except for the designated amendments set forth, without change, the corresponding provisions of the Articles of Incorporation as theretofore amended, and these Restated Articles of Incorporation, together with the designated amendments supersede the original Articles of Incorporation and all amendments thereto. The amendments to the previous Restated Articles of Incorporation, and which amendments are incorporated herein are as follows:

1. The Board of Commissioners is now referred to as the Board of Trustees.
2. Article VII is amended as to the nomenclature of the officers of the Board of Trustees.

FILED FOR RECORDS THIS 7 DAY OF  
July, 2004 AT 2:47 CLOCK PM  
RECORDED IN BOOK 334 PAGE 286  
BY Ray G. Coursey, Jr. CLERK, CALLOWAY CO. D.C.

3. Article VII is amended to require that the Secretary and Treasurer be separate officers of the corporation as well as eliminating the provision permitting a bank or trust company to serve as Treasurer.
4. Article IX is amended to include the term "sale" in conjunction with events of dissolution as well as that any distribution of assets must be conducted in compliance with Federal and State law applicable to dissolution of hospital corporations.

#### ARTICLE I

The corporation shall be named and known as the MURRAY-CALLOWAY COUNTY PUBLIC HOSPITAL CORPORATION, by which it may contract and be contracted with, sue and be sued, adopt a corporate seal and conduct its business.

#### ARTICLE II

The principal office and place of business of said Corporation shall be in Murray, Kentucky.

#### ARTICLE III

The corporation is organized under the provisions of KRS Chapter 273, and it is not the purpose of this organization to operate for pecuniary profit and the nature of the business and objects and purposes to be transacted, promoted and carried on shall be the improvements, construction, erection and operation of a public hospital at Murray, Calloway County, Kentucky, providing adequate hospital facilities and other health care facilities, programs and services for the City of Murray, County of Calloway, and surrounding communities, as necessary to promote health and welfare and the development and operation of a viable integrated health delivery

system. In connection therewith without profit to the corporation or its members, the corporation may receive, hold and disburse gifts, bequests and other funds for such purposes; to acquire, own, maintain, sell, mortgage or pledge real estate or personal property, issue bonds, notes or other evidences of indebtedness to evidence its obligations; enter agreements with other governmental agencies or their instrumentalities; form subsidiaries; and generally do any and all things necessary or incident to its general purposes aforesaid.

The corporation is a political agency and instrumentality duly organized under and pursuant to Chapter 58 of the Kentucky Revised Statutes for the purpose of acting as an agency and instrumentality of the City of Murray, Kentucky and the County of Calloway, Kentucky. The membership rights in the corporation are equally owned by the City of Murray, Kentucky and the County of Calloway, Kentucky, they having equal ownership rights and being the exclusive members of the corporation.

#### ARTICLE IV

The corporation shall have no capital stock and is not formed for profit.

All of the assets and earnings shall be used exclusively for the purposes herein set out, including the payment of expenses incidental thereto; and no part of the net earnings shall inure to the benefit of any member, private shareholder, if any, or individual and no substantial part of its activities shall be for the carrying on of propaganda, or otherwise attempting to influence legislation. In the event of dissolution of all the assets of the corporation whether within or without the County of Calloway and City of Murray shall be distributed equally between the City of Murray and the County of Calloway, Kentucky as set forth in Article IX, infra.

ARTICLE V

The corporation shall commence business as soon as these articles are filed in the office of the Secretary of State, Frankfort, Kentucky, and in the office of the County Clerk of Calloway County. The life of the corporation shall be perpetual unless sooner dissolved by majority vote of its members.

ARTICLE VI

The original incorporators were residents of Murray, Calloway County, Kentucky.

ARTICLES VII

The affairs and business of the corporation shall be conducted by a Board of Trustees who shall constitute the governing body of the corporation. The Board of Trustees shall consist of three (3) members. The number may be increased or decreased from time to time by amendment of the By-Laws. The By-Laws shall provide the manner of electing or appointing members of the Board of Trustees. The original incorporators shall be the first members of the Board of Trustees. Officers shall be elected by and from the members of the Board of Trustees and consist of the Chairperson of the Board, who shall be and serve as the President the corporation, a Vice-Chairperson, who shall act in the absence of the President, a Secretary and a Treasurer. The Board of Trustees shall act as a Board of Directors and shall have full power to make all By-Laws and rules to regulate the business of the corporation as will not be inconsistent with the provisions of the Articles of Incorporation and the laws of the Commonwealth.

### ARTICLE VIII

The maximum indebtedness or liability, which the corporation may at any time incur, is unlimited and its property shall not be used or applied except for the payment of its debts and liabilities lawfully incurred. The corporation shall incur no indebtedness or liability except upon majority vote of the Board of Trustees as reflected in the corporation's records.

### ARTICLE IX

The asset distribution of the corporation, upon dissolution, or in the event of a plan of distribution of the assets or sale of a significant portion of the assets, shall be approved by the members of the corporation. In the absence of a plan of distribution, the assets of the corporation shall be divided equally between the City of Murray, Kentucky and the County of Calloway, Kentucky and in compliance with Federal and State law applicable to transactions of such nature.

### ARTICLE X

The private property of the incorporators, members of the Board of Trustees, also known as Directors, shall not be subject to or in any way liable for any debt or contract of this corporation.

No Trustee (Director) of the corporation shall be liable individually or collectively with other Trustees of the Corporation for monetary damages as a result of the breach of his or her duties as a Trustee, except as follows:

- (A) The liability of a Trustee is not eliminated as a result hereof for any transaction in which the Trustee's personal financial interest is in conflict with the financial interests of the corporation;

- (B) The liability of a Trustee is not eliminated for acts or omissions not in good faith or which involve intentional misconduct are known to the Trustee to be a violation of law;
- (C) The liability of a Trustee is not eliminated for any transaction from which the Trustee derived improper personal benefit.

These Exceptions to the elimination of liability for the Trustees of the Corporation, jointly and severally, shall in no way be construed so as to expand the liability of any Trustee beyond those standards for Trustees (Directors) of this non-profit corporation organized under Chapter 273 of the Kentucky Revised Statutes, and which general standards are more particularly enumerated under KRS 273.215. All defenses available to all Trustees of the Corporation heretofore serving, presently serving, or who may hereafter serve the corporation, shall not be adversely affected hereby and shall remain intact and available to such Trustees as provided by law.


The foregoing restated Articles of Incorporation correctly set forth the provision of the Articles of Incorporation as heretofore amended, the last amendment having been July 26, 2000, and the foregoing restated Articles have been duly adopted as required by law, and supersede the original Articles of Incorporation and all amendments thereto.

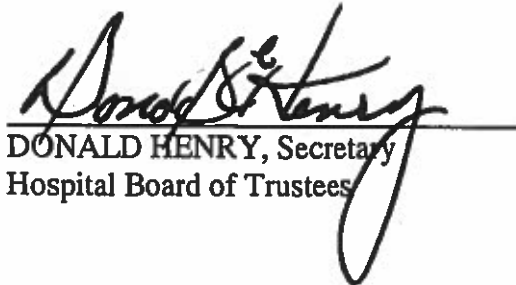
These restated Articles of Incorporation were adopted on the 9<sup>th</sup> day of June, 2004, and each copy shall be deemed an original copy thereof.

MURRAY-CALLOWAY COUNTY  
PUBLIC HOSPITAL CORPORATION

BY:

  
JON O'SHAUGHNESSY  
Chief Executive Officer of the Hospital

  
SHARON FURCHES, Chairperson  
Hospital Board of Trustees

  
DONALD HENRY, Secretary  
Hospital Board of Trustees

STATE OF KENTUCKY  
COUNTY OF CALLOWAY

I, Ray Coursey, Jr., Clerk of the County Court of the County aforesaid, do hereby certify that the foregoing Amended & Restated Art. 9<sup>th</sup> Ord. was on the 7 day of July 2004, lodged in my office for record; whereupon the same, the foregoing, and this certificate have been duly recorded in my office.

Given under my hand this 7 day of July 2004.

RAY COURSEY, JR., CLERK

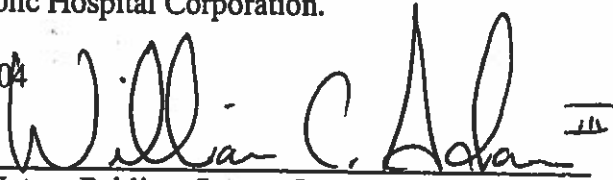
By Rita Telso D.C.

STATE OF KENTUCKY

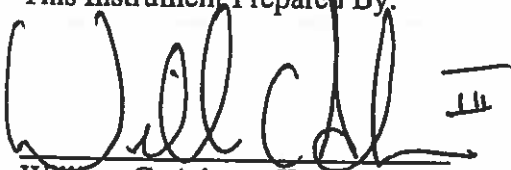
COUNTY OF CALLOWAY

The above and foregoing Amended and Restated Articles of Incorporation of the Murray -Calloway County Public Hospital Corporation were this the 9<sup>th</sup> day of June, subscribed, sworn to and acknowledged before me by Jon O'Shaughnessy, Chief Executive Officer of the Hospital Corporation, by Sharon Furches, Chairperson of the Hospital Board of Trustees, and Donald Henry, Secretary of the Hospital Board of Trustees, in their capacities as such officers, for and on behalf of the Murray-Calloway County Public Hospital Corporation.

My Commission Expires: June 12, 2004

  
Notary Public - State at Large

This Instrument Prepared By:



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