



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 12/29/86

Number 691247

Receipt No. 48722

G059-1968 0422

Received of
or filed by SQUIRE, SANDERS & DEMPSEY

The sum of \$ 25.00 for filing ARN of

LAKEWOOD HOSPITAL ASSOCIATION

Returned to:

SQUIRE, SANDERS & DEMPSEY
ATTN: I.H. FELDMAN
1500 HUNTINGTON BLVD
CLEVELAND, OH 44115

RECEIPT

Name:

LAKEWOOD HOSPITAL ASSOCIATION

ARN \$ 25.00

Total Fee: \$ 25.00



Department of State

G059-1969

The State of Ohio**Sherrod Brown**
Secretary of State

691247

 Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARR

of:

LAKEWOOD HOSPITAL ASSOCIATION

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 6059 at Frame 1970 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 23RD day of DEC,
A.D. 1986.



SEC 6032

Sherrod Brown
Sherrod Brown
Secretary of State

APPROVED

By [Signature]
Date 12/23/70
Attest [Signature]ARTICLES OF INCORPORATIONOF
LAKEWOOD HOSPITAL ASSOCIATION

The undersigned, desiring to form a non-profit corporation in accordance with Chapter 1702 of the Ohio Revised Code, does hereby certify:

ARTICLE ONENAME

The name of the Corporation whose legal existence begins upon the filing of these Articles of Incorporation with the Secretary of State for the State of Ohio is Lakewood Hospital Association.

ARTICLE TWOLOCATION OF PRINCIPAL OFFICE

The location of the principal office of the Corporation is the City of Lakewood, Cuyahoga County, Ohio.

ARTICLE THREEPURPOSES

(a) The Corporation is organized and at all times shall be operated exclusively for the following charitable, educational and scientific purposes:

(1) To establish, operate, maintain and support hospitals and other health care facilities, within or without the City of Lakewood, for the diagnosis, treatment and/or prevention of injury, disease, illness or any health related disorder, and for the promotion of health, to provide services attendant thereto including, but not limited to, outpatient care, extended care and home care, and to undertake any activities relating thereto.

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(2) To develop, participate in and carry on activities for or related to rendering care to the sick and injured and/or designed and carried on to promote the health of the general community.

(3) To provide funds or to expend funds to further the diagnosis, treatment or prevention of injury, disease and illness, and to promote health, including, without limitation, to promote and carry on scientific research related to the care of the sick and injured and/or the promotion of health in the general community.

(4) To provide community information and carry on any educational programs or activities relating to any aspect of health care.

(5) To otherwise assist persons affected by injury, disease, illness, sickness, infirmities and/or health related disorders of any kind and to participate in any activities relating thereto.

(b) Solely for the above purposes, the Corporation is empowered to take and hold by bequest, devise, gift, contribution, purchase, lease, or any other form, either absolutely or in trust, any property, real or personal, tangible or intangible, without limitation as to amount or value; to sell, convey, use, apply and dispose of any such property and to invest and reinvest the income and principal thereof; to deal with and expend the income and principal of the Corporation; to make gifts or contributions to other entities or persons; and to exercise all other rights and powers conferred by the laws of the State of Ohio upon non-profit corporations.

ARTICLE FOUR

MEMBERS

The Members of the Corporation at any time shall be those individuals who are then Trustees of the Corporation (including Ex-Officio Trustees).

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ARTICLE FIVE.CERTAIN RESTRICTIONS ON ACTIVITIES

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Trustees, Officers or any other private persons, except that the Corporation shall be authorized to pay reasonable amounts for goods and services provided and rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding 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 1954, as amended (the "Code") (or the corresponding provisions 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 Code (or the corresponding provisions of any future United States Internal Revenue law).

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ARTICLE SIXTRUSTEES

The initial Board of Trustees of the Corporation shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Robert A. Hahn	18520 High Parkway Rocky River, Ohio 44116
2. Jules W. Bouthillet	22544 Center Ridge Road Rocky River, Ohio 44116
3. Fred M. DeGrandis	3673 Bradfords Gate Rocky River, Ohio 44116

ARTICLE SEVENDISSOLUTION

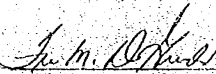
(a) Upon the dissolution of the Corporation, all of the Corporation's property of every nature and description shall, after making provision for discharge of all the liabilities and obligations of the Corporation, be paid over and transferred to the City of Lakewood, Ohio for public purposes which also serve one or more of the purposes of the Corporation or to another nonprofit charitable organization which is exempt from Federal income tax under Section 501(c)(3) of the Code and which is organized for the purpose of operating Lakewood Hospital, in such manner as the Board of Trustees shall determine.

(b) For purposes of this Article, it is recognized (1) that the surrender by the Corporation to the City of Lakewood of the Lakewood Hospital premises and any other related assets which the Corporation is required to surrender pursuant to the terms of any lease of Lakewood Hospital upon the expiration or termination of any such lease is not considered a dissolution of

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the Corporation and (2) that if, upon the expiration or termination of any such lease, the Corporation is also dissolved through action of the Trustees under Ohio law, any obligation to surrender the aforementioned property to the City of Lakewood will be an obligation or liability of the Corporation to be satisfied or provided for under paragraph (a) of this Article before the remaining assets of the Corporation, if any, are disposed of pursuant to paragraph (a) of this Article.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 12th day of December, 1986.


Fred M. DeGrandis
Sole Incorporator

G059-1975

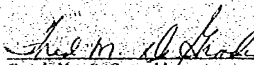
LAKEWOOD HOSPITAL ASSOCIATION

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole incorporator of Lakewood Hospital Association, hereby appoints Fred M. DeGrandis, a person having a residence in this state, as its agent upon whom any process, notice or demand required or permitted to be served upon the Corporation may be served. The complete address of Fred M. DeGrandis is 14519 Detroit Avenue, Lakewood, Ohio 44107.

LAKEWOOD HOSPITAL ASSOCIATION

By:


Fred M. DeGrandis,
Incorporator

To Lakewood Hospital Association

Appointment is hereby accepted as agent of your Corporation upon whom process, notices or demand required or permitted by statute to be served upon your Corporation may be served.


Fred M. DeGrandis

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CONSENT FOR USE OF SIMILAR NAME

On the 11th day of June, 19 86,
the BOARD OF DIRECTORS of Lakewood Hospital Foundation
(Name of corporation giving consent)
, Charter or License No. 253349
passed the following resolution:

RESOLVED, that Lakewood Hospital Foundation
(Name of corporation giving consent)
gives its consent to Lakewood Hospital Association

to use the name Lakewood Hospital Association.

DATE: June 11, 1986

(signed on 6/17/86)

BY: Dorcas E. Langworthy
~~Secretary or~~ Assistant Secretary
of consenting corporation
Dorcas Langworthy

NOTE: This document MUST BE SIGNED by the Secretary or Assistant Secretary of the consenting corporation, pursuant to Section 1701.05(A) of the Ohio Revised Code.

CORRESPONDENCE

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IRWIN M. FELDMAN
ATTORNEY AT LAW

Squire, Sanders & Dempsey

1820 HUNTINGTON BUILDING
CLEVELAND, OHIO 44115

DIRECT DIAL NUMBER
216/637-2558
BRUSSELS, COLUMBUS, MIAMI, NEW YORK, PHOENIX, WASHINGTON