DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/22/2015	201535601146	AMENDMENT TO ARTICLES (AMD)	50.00	300.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
JAMES H TANKS III
4400 EASTON COMMONS WAY, SUITE 125
COLUMBUS, OH 43219

STATE OF OHIO
CERTIFICATE
Ohio Secretary of State, Jon Husted
691247

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

LAKEWOOD HOSPITAL ASSOCIATION

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
AMENDMENT TO ARTICLES	**201535601146**

Effective Date: 12/22/2015

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

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 22nd day of December, A.D. 2015.

Ohio Secretary of State

Form 541 Prescribed by:
JON HUSTED
OHIO SECRETARY OF STATE
Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:
Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216
Expedite Filing (Two business day processing time. Requires an additional $100.00)
P.O. Box 1390
Columbus, OH 43216

Certificate of Amendment
(Nonprofit, Domestic Corporation)
Filing Fee: $50

Check the appropriate box:

(•) Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (128-AMD)

( ) Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors pursuant to Ohio Revised Code section 1702.38(E) (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following Information:

Name of Corporation: Lakewood Hospital Association

Charter Number: 691247

A copy of the resolution of amendment must be attached to this document.

Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.

Required
Must be signed by an authorized officer of the Corporation pursuant to the Ohio Revised Code section 1702.38(G).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Thomas J. Gable
Signature

CHAIRMAN, BOARD OF TRUSTEES
By (if applicable)

Thomas Gable
Print Name

Signature

By (if applicable)

Print Name

ACTION BY WRITTEN CONSENT
OF THE SOLE MEMBER
OF LAKEWOOD HOSPITAL ASSOCIATION

DECEMBER 21, 2015

Pursuant to Section 1702.20(b) of the Ohio Revised Code, the undersigned, being the sole member of Lakewood Hospital Association, an Ohio nonprofit corporation (the "***Corporation***"), does hereby adopt, by this written consent without a meeting, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the member and does hereby direct that this Action by Written Consent (the "***Written Consent***") be filed with the minutes of the proceedings of the sole member of the Corporation:

Amendment of Articles of Incorporation

RESOLVED, that pursuant to the requirements of the Corporation's Code of Regulations, the Amended and Restated Articles of Incorporation of the Corporation as on file with the Secretary of State of the State of Ohio are hereby amended as follows:

1. **ARTICLE FIVE Subsection (a) is deleted in its entirety and replaced with the following:**

    (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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.

2. **ARTICLE SIX is deleted in its entirety and replaced with the following:**

    Upon the dissolution of the Corporation, any assets remaining shall be conveyed to its Member, provided that it is exempt from Federal income taxation under Section 501(c)(3) of the Code. If the Member is not exempt, then the assets shall be conveyed to such organization or organizations as shall be selected by the Board of Trustees, provided however that such organization or organizations shall be exempt from Federal income taxation under Section 501(c)(3) of the Code; or to the Federal, or a state or local government, for a public purpose corresponding as nearly as can be under the circumstances to one or more of the purposes described in ARTICLE THREE hereof. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is located, exclusively for any of the foregoing purposes, or to such organization or organizations, as said Court shall determine, that are organized and operated exclusively for any of the forgoing purposes.

General

RESOLVED, that any actions previously taken or caused to be taken by any of the officers of the Corporation (the "***Authorized Officers***") in connection with any of the matters contemplated by the foregoing resolutions are hereby acknowledged to be duly authorized acts performed on behalf of the Corporation and are hereby ratified, confirmed and adopted as such; and

FURTHER RESOLVED, that each of the Authorized Officers of the Corporation hereby is authorized, in the name and on behalf of the Corporation and under its corporate seal where required, to execute and deliver such additional agreements, instruments and documents, and to take or cause to be taken such other actions, as the Corporation may determine to be necessary or advisable to implement the purposes and intent of the foregoing resolutions, each such agreement, consent, certificate, instrument and document to be in such form and to contain such terms and conditions, consistent with the foregoing resolutions, as the Authorized Officers of the Corporation executing the same may approve, the execution and delivery of any such agreement, consent, certificate, instrument or document by any such Authorized Officer or the taking of such action to be conclusive evidence of such authorization and approval.

(*Signatures on following page.*)

IN WITNESS WHEREOF, the undersigned, being the sole member of the Corporation, has executed this Written Consent as of the date first written above.

THE CLEVELAND CLINIC FOUNDATION

By: ______________________
Name: Michael P. Harrington
Title: Chief Accounting Officer

[*Signature page to LHA Sole Member Resolution re: Amendment to Articles*]