

05503-0599

ARTICLES OF INCORPORATION
FOR THE
OHIO STATE HEALTH NETWORK

4-25-98
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The undersigned, for the purposes of forming a nonprofit Corporation in accordance with Chapter 1702 of the Ohio Revised Code, does hereby state the following:

1. Name The name of the Corporation shall be the Ohio State Health Network.
2. Place of Office The place in Ohio where the principal office of the Corporation is to be located shall be the City of Columbus (Franklin County).
3. Purpose The purposes for which the Corporation is formed shall be:
 - To operate exclusively for charitable, educational, and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, by conducting and supporting activities that are for the benefit, perform the functions, or carry out the purposes of the Ohio State Health Network.
 - To form an integrated delivery system to improve the health of the citizens of Ohio through better coordination and more efficient, effective and economical delivery of health care across the service area;
 - To allow Ohio hospitals to form regional alliances for the purpose of contracting with managed care organizations, governmental agencies and others and to provide cost effective healthcare delivery;
 - To develop telecommunication and other electronic systems necessary to share clinical and other information required to support the purposes of the Corporation;
 - To seek new ways to care for patients and cure disease through research initiatives conducted throughout the network;
 - To provide opportunities for continuing education and training for physicians and other health care professionals, in order to improve quality of care using such methods as seminars, satellite video presentations, hands-on training, and other educational materials;
 - To ensure the financial viability of the Corporation by receiving from members and other sources, funds, and

property, donated or otherwise, to be used and administered in promotion of the Corporation's mission;

To engage in any lawful act, activity or business and for which a nonprofit corporation may be formed under the laws of the State of Ohio, and to have and exercise all powers conferred by the laws of the State of Ohio on nonprofit corporations.

4. Restrictions

No part of the net earnings of the Corporation shall inure to the benefit of any private individual or entity. No substantial part of the activities of the Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1954, as amended. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding anything to the contrary in these Articles of Incorporation, the Corporation may not engage in any activity in which an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is prohibited from being engaged.

5. Members

The members of the Corporation shall be:

The Ohio State University on behalf of its University Hospitals and the Arthur C. James Cancer Hospital and Research Institute

Mary Rutan Hospital

Wyandot Memorial Hospital

Barnesville Hospital Association, Inc.

Greenfield Area Medical Center

Pike Community Hospital

River Valley Health System

East Ohio Regional Hospital

New members of the Corporation may be added, and each members shall have such rights as are provided in the regulations of the Corporation.

6. Trustees

The Corporation shall be controlled and managed under the direction of a Board of Trustees. The names and addresses of persons who will initially serve as the Trustees until successors are duly elected and qualified as provided in the regulations of the Corporation are:

1. R. Reed Fraley
The Ohio State University Hospitals
410 West Tenth Avenue
Columbus, OH 43210
2. Dennis Smith
The Arthur G. James Cancer Hospital and
Research Institute
450 West Tenth Avenue
Columbus, OH 43210
3. Ewing H. Crawfis
Mary Rutan Hospitals
205 Palmer Avenue
Bellefontaine, OH 43311
4. Joseph D'Ettore
Wyandot Memorial Hospital
885 North Sandusky Avenue
Upper Sandusky, OH 43351
5. Richard L. Doan
Barnesville Hospital Association, Inc.
639 West Main Street
Barnesville, OH 43713
6. Brian Felici
East Ohio Regional Hospital
90 N. Fourth
Martins Ferry, OH 43935
7. Mark Marchetti
Greenfield Area Medical Center
545 South Street
Greenfield, OH 45123
8. Terry L. Vanderhoof
River Valley Health System
2228 S. Ninth Street
Ironton, OH 45638
9. Richard Sobota
Pike Community Hospital
100 Dawn Lane
Waverly, OH 45690

7. **Amendments**

Any provision of these Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the Corporation entitled as provided in the regulations of the Corporation to vote thereon at any meeting at which a

quorum is present; provided that such amendments shall consistent with the applicable provisions of Chapter 1702 of the Ohio Revised Code.

8. Certain Transactions

No contract or other transaction shall be void or voidable with respect to this Corporation for the reason that it is between the Corporation and one or more of its Trustees or Officers or between the Corporation and any other person in which one or more of its Trustees or Officers are directors, trustees, or officers or have a financial or personal interest or for the reason that one or more interested Trustees or Officers participate in or vote at the meeting of the Trustees that authorizes the contract, action or transaction; provided, however that any such contract or other transaction shall be consistent with the applicable provisions of Chapter 1702 of the Ohio Revised Code; and provided further that the material facts of the relationship or interest as to the contract or transaction are disclosed or known to the Trustees or applicable committee of the Trustees and the Trustees or committee, in good faith and reasonably justified by such facts, authorized the contract or transaction by the affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees constitute less than a quorum. The interested Trustee may be counted in determining the presence of a quorum in a meeting of the Trustees or of a committee thereof which authorized the contract or transaction.

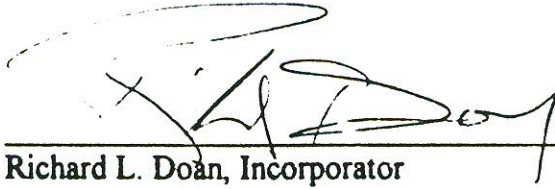
9. Dissolution

In the event of dissolution of the Corporation, the assets and any unexpended income remaining after paying or making provision for the payment of all of the liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Signature appears on the following page .

05503-0603

In Witness Whereof, I have hereunto subscribed my name this 8th day of April 1996.



Richard L. Doan, Incorporator