

JAN 01 2013

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NOT

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATIONOFMARK TWAIN ST. JOSEPH'S HEALTHCARE CORPORATION

The undersigned certify that:

1. They are the Chairman of the Board and the Secretary, respectively, of Mark Twain St. Joseph's Healthcare Corporation, a California nonprofit public benefit corporation.
2. The following amendment and restatement of the articles of incorporation of this corporation is to be filed and effective on January 1, 2013.
3. The articles of incorporation of this corporation are amended and restated to read as follows:

I.

The name of this corporation is MARK TWAIN MEDICAL CENTER.

II.

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 Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purposes of this corporation are:

1. To maintain, conduct, equip and operate one or more establishments, institutions or hospitals for the reception and care of the sick, injured and disabled, and to provide diagnosis and treatment for patients.

2. In addition to the foregoing specific and primary purposes, but not in derogation of or by limitation upon any of such specific and primary purposes, the general purposes for which this corporation is formed are:

a. To educate, teach and train and to assist financially and otherwise in the educating, teaching and training of health care personnel, and to provide facilities for the same.

- b. To promote, operate or maintain such other activities and programs as may be deemed advisable for the betterment of the general health of the community.
- c. To engage in and conduct charitable, educational and scientific activities.
- d. To do all other acts necessary or expedient for the administration of its affairs and the attainment of its charitable purposes; and, in furtherance of its charitable purposes, to have and to exercise all the rights and powers conferred on nonprofit corporations under the General Nonprofit Corporation Law of the State of California as such law is now in effect or may at any time hereafter be amended.

### III.

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code").

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

C. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct any activities not permitted to be conducted by a corporation exempt from taxation under Section 501(c)(3) of the Code or by a corporation the contributions to which are deductible by a contributor under Section 170(c)(2) of the Code.

### IV.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, fifty percent (50%) of its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to Dignity Health, a California nonprofit public benefit corporation organized and operated exclusively for charitable purposes, and fifty percent (50%) shall be

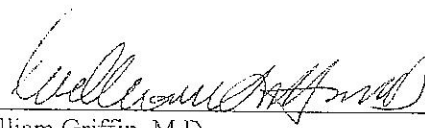

distributed to the Mark Twain Health Care District or a nonprofit fund, foundation or corporation, selected by the Board of Directors of the Mark Twain Health Care District, that is organized and operated exclusively for charitable purposes and that qualifies as an exempt organization under Section 501(c)(3) of the Code and under Section 214 of the California Revenue and Taxation Code. In the event Dignity Health no longer exists or no longer qualifies as an exempt organization under Section (501)(c)(3) of the Code and under Section 214 of the California Revenue and Taxation Code, such fifty percent (50%) shall be distributed to its designated successor California nonprofit public benefit corporation that is organized and operated exclusively for charitable purposes and that qualifies as an exempt organization under Section 501(c)(3) of the Code and under Section 214 of the California Revenue and Taxation Code.


3. The foregoing amendment and restatement of the articles of incorporation of this corporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of the articles of incorporation has been duly approved by the required vote of members.

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

DATE: 12/17/12

  
\_\_\_\_\_  
William Griffin, M.D.  
Chairman of the Board  
  
\_\_\_\_\_  
Katherine A. Medeiros  
Secretary

  
NOTARIAL PUBLIC  
STATE OF CALIFORNIA  
My Commission Expires: \_\_\_\_\_  
Notary Public for the State of California  
I hereby certify that the foregoing is a true and correct copy of the original as shown to me by the undersigned.



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JAN 02 2013

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRA BOWEN, Secretary of State