

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JH PROPERTIES, INC.

These Amended and Restated Articles of Incorporation of JH Properties, Inc. (the “**Corporation**”) correctly set forth the provisions of the Articles of Incorporation of the Corporation and have been duly adopted as required by the Kentucky Nonprofit Corporation Act.

ARTICLE I
Name

The name of the corporation is: JH Properties, Inc.

ARTICLE II
Nonprofit Corporation

The Corporation is a nonprofit corporation.

ARTICLE III
Duration

The period of duration of the Corporation shall be perpetual.

ARTICLE IV
Purposes and Powers

SECTION 4.1 Subject to all of the terms and conditions set forth in these Articles of Incorporation, the Corporation is organized, and will be operated, exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future Federal tax code (the “**Code**”).

SECTION 4.2 In furtherance of the foregoing purposes, the Corporation shall:

(a) Carry on activities that promote the general health of the communities served by the Corporation;

(b) At all times operate in a manner that complies with the requirements of the community benefit standard set forth in Revenue Ruling 69-545 or with such future standards for tax exemption of healthcare organizations described in Section 501(c)(3) of the Code as may be applicable from time to time;

(c) Participate in the operations of and/or operate such healthcare facilities, services and programs as it deems appropriate for the care of persons suffering from illness or disability;

(d) Carry on educational programs relating to the care of the sick and injured, or to the promotion of health;

(e) Participate in activities designed to promote and enhance the general health of the community and/or the relief of poverty in the community, and/or to lessen the burdens of government in the community, including, for example, governmental programs such as Medicare or Medicaid;

(f) Advocate for systemic change with an emphasis on human dignity and social justice, and specific concern for persons who are poor, alienated and underserved;

(g) Operate for the benefit of, make grants in accordance with the Sponsorship Agreement (as defined below) to, perform the functions of and/or to carry out the charitable, scientific, and educational purposes and activities of each of its Corporate Members for so long as the Corporate Member is a governmental agency of higher learning or an organization exempt from Federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code;

(h) Subject to the provisions of the Sponsorship Agreement, use its surplus funds (excess of revenues over expenses), if any, to improve the quality of patient care, expand facilities, advance medical training, education, and research programs, and/or to further activities in support of any other tax exempt purposes of the Corporation described in this Article IV; and

(i) Conduct any other activity in furtherance of or complementary to any one or more of the foregoing purposes.

SECTION 4.3 Notwithstanding any other provision of these Articles:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to private parties such as directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for property and capital provided and services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article IV;

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation;

(c) The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

(d) The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE V
Mailing Address

The mailing address at the Corporation's principal office is:

200 Abraham Flexner Way
Louisville, KY 40202

ARTICLE VI
Members

SECTION 6.1 The Corporation shall have one or more members. The members of the Corporation shall be as set forth in the Bylaws (the "**Corporate Members**"). Subject to the Corporation's Articles of Incorporation, Bylaws and the Sponsorship Agreement, dated as of January 1, 2012, among the Corporate Members (the "**Sponsorship Agreement**"), the Corporate Members shall have all rights, powers and privileges, including voting rights, granted under the laws of the Commonwealth of Kentucky. Except as otherwise agreed to in writing by the Corporate Members (including the Bylaws and Sponsorship Agreement), (a) the Corporate Members shall not be required to pay membership fees (whether designated as dues, fees, assessments, contributions or otherwise) for the right to be a member of the Corporation, (b) the Corporate Members may not be expelled, suspended or removed, nor shall any rights or powers of the Corporate Members be restricted, deleted, reduced or limited, without the Corporate Members' written consent and (c) the Corporate Members shall not have any personal liability for the obligations of the Corporation.

SECTION 6.2 In addition to the rights and powers granted by the laws of the Commonwealth of Kentucky, the Corporate Members shall have such rights and powers with respect to the governance of the Corporation as may from time to time be set forth in the Sponsorship Agreement and the Bylaws of the Corporation.

ARTICLE VII
Directors

SECTION 7.1 Subject to the terms and conditions of the Corporation's Articles of Incorporation, Bylaws, and the Sponsorship Agreement, all as in effect from time to time, the activities and affairs of the Corporation shall be governed by an initial Board of Directors consisting of eighteen (18) members, subject to change in the manner provided in the Bylaws. Each Director shall continue as a Director as provided in the Bylaws.

SECTION 7.2 The Board of Directors of the Corporation shall at all times operate pursuant to a substantial conflicts of interest policy to protect the Corporation's interest when the Corporation is contemplating entering into a transaction or arrangement that might benefit the private interest of any private party, including a director or officer of the Corporation, or any member of any committee of the Corporation exercising Board-delegated powers. This conflicts of interest policy shall supplement but not replace any applicable state laws governing conflicts of interest and/or transactions with financially interested parties that is applicable to nonprofit and charitable corporations in Kentucky.

SECTION 7.3 Each Corporate Member shall have the exclusive and unconditional rights to remove any Director appointed by such Corporate Member, at any time (with or without cause) and, regardless of the procedures set forth in the Bylaws, fill any of its positions for which there is a vacancy.

ARTICLE VIII
Limitation of Director Liability

SECTION 8.1 No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director, except for liability:

(a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;

(b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or

(c) For any transaction from which the Director derives an improper personal benefit.

SECTION 8.2 If the Kentucky Revised Statutes are amended after approval of this Article VIII to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX
Dissolution

Dissolution shall be accomplished in accordance with the Kentucky Nonprofit Corporation Act, the Bylaws and the Sponsorship Agreement. Upon the dissolution or liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer all of the property and assets of any nature of the Corporation to the Corporate Members, in accordance with their respective membership interests (which shall equal the Economic Interest Percentages as defined by and determined in accordance with the Sponsorship Agreement), provided such Corporate Member is then a governmental agency of higher learning or then qualified as an organization exempt from tax under Section 501(c)(3) of the Code (a "Qualified Entity"). If any Corporate Member is not then a Qualified Entity, then the Board of Directors shall transfer such assets to any successor of the Corporate Member that is a Qualified Entity. If such Corporate Member has no successor or any such successor is not a Qualified Entity, then the Board of Directors will transfer such assets to the other Corporate Members that are Qualified Entities (in proportion to the respective Economic Interest Percentages of the remaining Corporate Members that are Qualified Entities). If no Corporate Member and no successor to a Corporate Member is a Qualified Entity, then the Board of Directors shall transfer such assets to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time be qualified under Section 501(c)(3) of the Code and in accordance with the Kentucky

Nonprofit Corporation Act or any other applicable law. Any assets not so disposed of in accordance with the above procedures shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is located in the manner otherwise described above in this Article XI.

ARTICLE X
Amendment

No alteration, amendment, repeal or restatement of these Articles of Incorporation shall be effective without the approval of all Corporate Members.

Robert M. Hewett, President