

# Restated Articles of Incorporation & Bylaws



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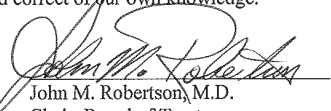
**RESTATED ARTICLES OF OF INCORPORATION OF  
SAINT JOHN'S HEALTH CENTER FOUNDATION  
ADOPTED MARCH 1, 2014**

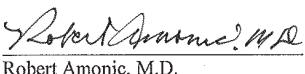
**CERTIFICATE OF RESTATED  
ARTICLES OF INCORPORATION OF  
SAINT JOHN'S HOSPITAL AND HEALTH CENTER FOUNDATION**

The undersigned certify:

1. They are the Chair of the Board of Trustees (the "Board") and Secretary, respectively, of Saint John's Hospital and Health Center Foundation (the "Foundation").
2. The Articles of Incorporation of the Foundation are restated as set forth in the form attached hereto. The attached form is hereby formally incorporated by reference as if fully set forth herein.
3. At a meeting of the Board of Trustees of the Foundation held on February 13, 2014, at which a quorum was present, the Board approved a resolution restating the Articles of Incorporation in the form attached hereto.
4. The sole corporate member of the Foundation, Saint John's Health Center, has approved the restated Articles of Incorporation by written action without a meeting on February 26, 2014 in the form attached hereto.
5. These restated Articles of Incorporation shall have a future effective date of 12:01 a.m. on March 1, 2014.

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

By:   
John M. Robertson, M.D.  
Title: Chair, Board of Trustees

By:   
Robert Amonic, M.D.  
Title: Secretary

Date: February 26, 2014

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**RESTATED ARTICLES OF OF INCORPORATION OF  
SAINT JOHN'S HEALTH CENTER FOUNDATION  
ADOPTED MARCH 1, 2014**

**I.**

The name of the corporation is: Saint John's Health Center Foundation (the "corporation").

**II.**

A. The 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 primary purpose of the corporation is to provide financial, fundraising, strategic and other forms of benefit and support to Providence Saint John's Health Center ("Saint John's"), John Wayne Cancer Institute and such other affiliates of Saint John's as may be identified from time to time by the Board of Trustees of the corporation. In addition, the corporation may provide support directly to other tax-exempt charitable organizations and clinics from funds held in the Saint John's Health Center Affiliation Fund (or such other name as this restricted fund may, from time to time, be named).

C. The corporation is organized and shall operate exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), and for the benefit of and to carry out the charitable purposes of Saint John's, a tax-exempt public charity described in sections 501(c)(3), 509(a)(1) and 170(b)(1)(A)(iii) of the Code. .

**III.**

The corporation shall have two members, Providence Health System-Southern California, a California nonprofit religious corporation, and Saint John's Health Center Foundation Governance, Inc. a California nonprofit mutual benefit corporation. The rights and privileges of the members shall be set forth in the bylaws of the corporation.

**IV.**

A. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of California), and the corporation shall not participate in or intervene in any political campaign (including the

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**RESTATED ARTICLES OF OF INCORPORATION OF  
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publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

B. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not directly or indirectly carry on any activity which would prevent it from maintaining exemption from Federal income taxation as a corporation described in section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

**V.**

The property of the corporation is irrevocably dedicated to charitable purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and no part of the net income or assets of the corporation shall ever inure to the benefit of any trustee, officer, or member, as such, thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to Saint John's, if at such time, Saint John's is a tax-exempt public charity described in sections 501(c)(3) and 509(a)(3) of the Code. If Saint John's is not so described, the assets of the corporation remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to one or more nonprofit funds, foundations, or corporations which are organized and operated exclusively for charitable purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and which have established tax exempt status under section 501(c)(3) of the Code.

**VI.**

The corporation elects to be governed by all of the provisions of the new law not otherwise applicable to it under Part 5 of Division 2 of Title 1 of the California Corporations Code.

**VII.**

These Articles of Incorporation may be amended, restated or repealed only by a unanimous vote of the members.

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# RESTATED BYLAWS OF SAINT JOHN'S HEALTH CENTER FOUNDATION

## A California Nonprofit Public Benefit Corporation

### ARTICLE I. EXEMPT PURPOSES

Saint John's Health Center Foundation (the "Foundation") is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law (the "Law") for the charitable purposes set forth in its Restated Articles of Incorporation effective at 12:01 a.m. March 1, 2014, and as amended thereafter (the "Articles").

### ARTICLE II. OFFICES

Section 1. Principal Office. The principal office of the Foundation for the transaction of the business of the Foundation shall be located in Santa Monica, California. By resolution, the Board of Trustees (the "Board of Trustees" or "Board") is granted full power and authority to change such principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

### ARTICLE III. MEMBERS AND AUXILIARY GROUPS

Section 1. Members. The Foundation shall have two members within the meaning of section 5056 of the Law (individually, a "Member," and collectively, the "Members"), Providence Health System--Southern California, a California nonprofit religious corporation ("Providence"), and Saint John's Health Center Foundation Governance, Inc., a California nonprofit mutual benefit corporation (the "Company"). Except as otherwise expressly provided in these Bylaws, any action of the Members or which otherwise would require approval of the Members shall require approval in a written action without a meeting of both Providence and the Company.

Section 2. Reserved Powers of the Members. Notwithstanding anything to the contrary in these Bylaws, neither the Board of Trustees of the Foundation nor any officer or employee thereof, may implement any of the following actions without the approval first obtained from the Members:

- (a) Adopt a plan to merge, consolidate or dissolve the Foundation;
- (b) Amend, restate or repeal these Bylaws;
- (c) Select or remove the President or Chief Financial Officer of the Foundation, upon recommendation of the Board of the Foundation;

## RESTATED BYLAWS OF SAINT JOHN'S HEALTH CENTER FOUNDATION

(d) Borrow money for any purpose other than in connection with investing activities of the Foundation in the ordinary course of business;

(e) Approve any transaction of the Foundation in which a Trustee or officer has a material financial interest; or

(f) Institute, defend or settle any litigation or arbitration involving a material claim or claims.

Section 3. Auxiliary Groups. The Board may, from time to time, authorize the formation of one or more auxiliary groups whose purpose is to provide voluntary, fundraising and other services and support such as volunteer services to or for the benefit of Providence Saint John's Health Center, John Wayne Cancer Institute and such other affiliates Providence Saint John's Health Center may from time to time identify ("Health Center Affiliates"). Members of such auxiliary groups shall adopt bylaws to govern their activities; provided, however, any such bylaws must be approved by the Board or Executive Committee of the Foundation and the Board shall determine the legal form of such auxiliary groups. Auxiliary groups shall provide such reports as the Board or Executive Committee of the Foundation shall request and, at all times, shall remain under the ultimate control of the Board of the Foundation.

### ARTICLE IV. TRUSTEES

Section 1. Powers. Subject to the limitations of the Foundation's Articles, these Bylaws, including but not limited to Article III, Section 2, and the Law, the activities and affairs of the Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Foundation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Foundation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Subject to the same limitations, the Board shall have all powers permitted to or conferred by Law on the board of directors or trustees of a nonprofit public benefit corporation.

#### Section 2. Board Size and Composition.

(a) Board Size. The number of Trustees shall be not less than fifteen (15) nor more than one hundred twenty-five (125) including elected and *ex officio* Trustees.

(b) Elected Trustees. The Trustees elected by the Members shall be elected pursuant to Section 3, below. The number of Trustees elected by the Members may be increased or decreased by resolution of the Board; provided, however, the authorized number of elected Trustees and *ex officio* Trustees shall always be an odd number.

(c) Ex Officio Trustees. In addition to Trustees elected by the Members, the Foundation shall have eight (8) *ex officio* Trustees, each of whom shall have a vote and be counted for quorum purposes. Each *ex officio* Trustee shall serve as long as he or she continues to hold the office that qualifies him or her to serve as an *ex officio* Trustee. The *ex officio* Trustees are as follows:

## RESTATED BYLAWS OF SAINT JOHN'S HEALTH CENTER FOUNDATION

1. The Chief Executive of Providence Saint John's Health Center;
2. The Chief Financial Officer of Providence Saint John's Health Center;
3. The Chairman of the Board of Trustees of John Wayne Cancer Institute;
4. The President of Irene Dunne Guild;
5. The President of the Providence Saint John's Health Center Medical Staff;
6. The President or Executive Director of the Foundation;
7. The Chief Executive of Providence (the "Providence CEO"); and
8. The Chief Operating Officer of Providence" (the Providence COO").

(d) Non-Fiduciary Trustee Designations. From time to time, the Board may, by resolution, recognize the contributions to the work of the Foundation by individuals who currently serve on the Board, who are leaving the Board, or who have previously served on the Board ("Non-fiduciary Trustees"). Individuals given this recognition are not designated, elected or appointed to act as members of the Board or to vote on actions or decisions taken by the Board or on its behalf and are not "directors" for purposes of section 5047 of the Law. Non-fiduciary Trustees may, in the discretion of the Board, be invited to attend Board meetings and other Board-related events and functions, such as committee meetings, but shall not be entitled to attend Board or committee meetings at which confidential information such as personnel, litigation or strategic planning issues are being considered or attorney-client or other privileged matters are being presented to or discussed with the Board. The initial Non-fiduciary Trustee designations are set forth below and may be modified or added to by resolution of the Board:

1. Life Trustees. The Board may grant honorary membership on the Board to any Trustee or former Trustee, known as "Life Trustee." An active Trustee who is retiring from the Board may qualify for consideration to be a Life Trustee if that Trustee has exhibited significant length of service or participation with, and impact on, the Foundation. The Board Affairs Committee shall identify and nominate current or former Trustees for this honor for approval by the Board.

2. Emeritus Trustees. The Board may designate any Trustee or former Trustee as an "Emeritus Trustee," the Foundation's highest honor, during his or her life or after his or her death. An active or former Trustee may qualify for consideration to be an Emeritus Trustee if that Trustee has exhibited an exemplary reputation and outstanding leadership in connection with the Foundation. The Board Affairs Committee shall examine and nominate current and former Trustees for this honor for approval by the Board.

Section 3. Election of Trustees by the Members. The Members shall elect the elected Trustees in accordance with this Section 3. The Company shall nominate a slate of one or more qualified individuals annually to serve an initial or another term in office or to fill vacancies, or, from time to time during the year, to fill one or more vacancies. The Company

## RESTATED BYLAWS OF SAINT JOHN'S HEALTH CENTER FOUNDATION

shall nominate one or more individuals who desire to support the work of the Foundation and Providence Saint John's Health Center and the Health Center Affiliates. The slate of one or more nominees shall then be presented in writing to the Providence CEO (which submission shall also constitute the Company's vote in favor of the slate) who, acting on behalf of Providence as one of the two Members of the Foundation, shall approve the slate on behalf of Providence or indicate to the Company in writing why a candidate proposed by the Company should not be elected to serve on the Foundation's Board. If the Providence CEO does not concur with one or more of the Company's nominations, the Providence CEO shall promptly meet and confer with the Chairperson of the Company to discuss his or her objections to such nominee or nominees. If the Providence CEO and the Company Chairperson cannot resolve their difference of opinion concerning a Company nominee's qualifications to serve on the Board of the Foundation, the Company shall withdraw such individual's name from consideration.

Section 4. Term of Office of Elected Trustees. Trustees elected by the Members as provided in Section 3 shall hold office for terms of three (3) years. The terms of Trustees in office on January 1, 2014 shall remain in effect. Terms of Trustees elected after March 1, 2014 shall continue to be staggered so that approximately one-third of the Board will have terms that expire each year. Trustees may succeed themselves in office.

Section 5. Resignation. Any Trustee may resign effective upon giving written notice to the Chair, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 6. Removal. Any Trustee may be removed with or without cause by the Members.

Section 7. Vacancies.

(a) Any vacancies of elected Trustees shall be filled by the Members as provided in Article IV, Section 3. Unless earlier removed, each Trustee so elected shall hold office until the end of the term of his or her predecessor and until his or her successor has been qualified and elected.

(b) A vacancy on the Board shall be deemed to exist in case of the death, resignation, or removal of any Trustee. The Board may declare vacant the office of a Trustee who has been declared of unsound mind by a final order of court, is convicted of a felony, or is found by a final order of judgment of any court to have breached a duty to the Foundation arising under Chapter 2, Article 3, of the Law.

Section 8. Interested Trustees. Not more than 49% of the persons serving on the Board at any time may be interested persons. An "interested person" is (1) any person being compensated by the Foundation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law of any such person.



## RESTATED BYLAWS OF SAINT JOHN'S HEALTH CENTER FOUNDATION

Notwithstanding the foregoing, any violation of the provisions of this Section 8 shall not affect the validity or enforceability of any transaction entered into by the Foundation.

Section 9. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Foundation.

Section 10. Regular Meetings. Regular meetings of the Board shall be held quarterly without call or notice on such dates and at such times as may be fixed, from time to time, by the Board to conduct all business as may properly come before the Board. Such regular meetings shall include an annual meeting.

Section 11. Special Meetings.

(a) Special meetings of the Board for any purpose or purposes may be called at any time by the Chair, the President, the Secretary, or any ten (10) Trustees.

(b) Special meetings of the Board shall be held upon four days' written notice by first-class mail or 48 hours' notice delivered (i) personally (which may be oral or written), (ii) by telephone, including a voice messaging system, or (iii) by "electronic transmission by the Foundation" (as defined below). Written notice shall be addressed or delivered to each Trustee at his or her physical or email address, as applicable, as it is shown upon the records of the Foundation, or as may have been given to the Foundation by the Trustee for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Trustees are regularly held. "Electronic transmission by the Foundation" means a communication (a) delivered by (1) facsimile or email when directed to the facsimile number or email address, respectively, for that recipient on record with the Foundation, (2) posting on an electronic message board or network which the Foundation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the Law, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

(c) Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient, including by telephone voice messaging system.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any Trustee who signs a waiver of notice or a written consent to holding the meeting or an approval

## RESTATED BYLAWS OF SAINT JOHN'S HEALTH CENTER FOUNDATION

of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Trustee. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 13. Quorum. Twenty percent (20%) of the Trustees then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Article IV, Section 15. All matters shall be decided by the vote of a majority of Trustees present at a meeting duly held at which a quorum is present, and every such act or decision shall be the act of the Board, unless a greater number is required by Law, the Articles or these Bylaws (or the same number after disqualifying one or more Trustees from voting) including but not limited those relating to (i) approval of contracts or transactions in which a Trustee has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of a Trustee. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 14. Participation in Meetings by Conference Telephone. Members of the Board may participate in any meeting through use of conference telephone, electronic video screen equipment or similar communication equipment, so long as all the Trustees participating in the meeting can hear one another. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting of the Trustee or Trustees participating if the following apply:

- (a) Each Trustee participating in the meeting can communicate with all of the other participants concurrently; and
- (b) Each Trustee is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the Foundation.

Section 15. Adjournment. A majority of the Trustees present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the Trustees who were not present at the time of adjournment.

Section 16. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action and if the number of Trustees then in office constitutes a quorum. For purposes of this Section 16, the term "all members of the Board" does not include a trustee who is an "interested trustee" as defined in Section 5233(a) of the Law or a "common trustee" as defined in Section 5234(b) of the Law who abstains from voting. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. Trustees may consent, vote, or otherwise take action under this Section 16 by a signed document transmitted by mail,

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messenger, courier, email, facsimile, or any other reasonable method satisfactory to the Chair or the President.

Section 17. Rights of Inspection. Every elected and *ex officio* Trustee shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the Foundation, and to inspect the physical properties of the Foundation.

Section 18. Compensation. The Foundation shall not pay any compensation to Trustees for services rendered to the Foundation as Trustees. Trustees may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties as Trustees to the Foundation. All such reimbursements shall be made pursuant to an accountable plan adopted by the Board or the Executive Committee. Nothing shall preclude an elected or *ex officio* Trustee from serving the Foundation in any other capacity and receiving reasonable compensation for services actually rendered.

### ARTICLE V.

#### COMMITTEES

Section 1. Committees Generally. Committees are designed to facilitate the actions of the Board. Committees do not expand or contract the responsibilities of the Board, but instead enable the Board to function more efficiently and effectively.

Section 2. Board Committees. The Board may designate and appoint one or more Board committees consisting entirely of elected and *ex officio* Board members. Each such committee shall consist of at least two (2) Trustees and no non-Trustees, and the Board may delegate to such committees any of the authority of the Board except with respect to:

- (a) The approval of any action which also requires the approval of the Members;
- (b) The filling of vacancies on the Board or on any Board committee;
- (c) The amendment or repeal of these Bylaws or the adoption of new bylaws;
- (d) The amendment or repeal of any resolution of the Board;
- (e) The appointment of committees of the Board or the members thereof;
- (f) The approval of any self-dealing transaction, as defined in Section 5233(a) of the Law, except as provided in Section 5233(d)(3) of the Law; or
- (g) The expenditure of corporate funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected.

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Any such committee must be established and the members thereof appointed, by resolution adopted by a majority of the Trustees then in office at a meeting at which a quorum is present, and such committee may be designated by any name the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article IV applicable to meeting and actions of the Board other than quorum. A majority of the members of a committee shall constitute a quorum. Minutes shall be kept of each meeting of each committee.

Section 3. Non-Board Committees. The Board or the Executive Committee may, by resolution adopted by a majority of the Trustees at a meeting at which a quorum is present, create one or more non-Board committees to serve at the pleasure of the Board. Non-Board committees advise the Board or implement its direction. Each non-Board committee shall have at least one (1) Trustee as a member at all times and the chair of any such committee, other than the Audit and Compliance Committee, shall be a Trustee. Other appointments to such non-Board committees need not, but may, be Trustees. The Chair shall appoint and discharge non-Board committee members at will. All actions and recommendations of a non-Board committee shall require ratification by the Board before being given effect unless the non-Board committee is implementing a direction given to it by the Board by resolution, these Bylaws, or in its committee charter approved by the Board.

Section 4. Standing Committees. Standing committees of the Board and their general functions shall be as follows:

(a) Executive Committee. The Executive Committee is a Board committee and shall have at least five (5) Trustees as members, including the Chair, the President, either the Providence CEO or the Providence COO, and other Trustees appointed by the Board. The Executive Committee shall act for the full Board between Board meetings, except that the Executive Committee shall not take any action specified in Section 2 of this Article V or outside the ordinary course of business or specifically reserved to the full Board by resolution. The Executive Committee shall be responsible for the periodic evaluation of the performance and compensation of the President.

(b) Finance Committee. The Finance Committee is a non-Board committee and shall have at least three (3) members, including the Treasurer (who shall serve as Chair of the committee) and the President. The Finance Committee shall oversee all financial policies and procedures of the Foundation; review and recommend operating and capital budgets (if any) to the Board; regularly review financial performance reports; recommend modifications to the operating and capital budgets to the Board; and report to the Board at least quarterly.

(c) Board Affairs Committee. The Board Affairs Committee is a Board Committee and shall have at least five (5) Trustees as members, including the Chair and the President. The Board Affairs Committee has the authority and responsibility to: advise the Board regarding operational strategies and structures designed to strengthen the Board in meeting its governance obligations; conduct periodic assessments of individual and overall

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Board performance; and recommend other actions related to governance matters necessary to fulfill the Foundation's mission. The Board Affairs Committee shall develop and recommend policies for recruiting a diverse, skilled and knowledgeable Board and shall nominate to the Company the names of individuals to serve as Trustees and to the Board the names of Trustees to serve as Board officers.

(d) Audit and Compliance Committee. The Audit and Compliance Committee is a non-Board committee. The Audit and Compliance Committee may include individuals who are not Trustees, but shall not include the President or the Chief Financial Officer or other paid staff of the Foundation. Members of the Finance Committee may serve on the Audit and Compliance Committee; however, the Chair of the Audit and Compliance Committee may not be a member of the Finance Committee, and members of the Finance Committee shall constitute less than one-half of the membership of the Audit and Compliance Committee. The Audit and Compliance Committee shall be responsible for: recommending to the Board the appointment or discharge of independent auditors; reviewing with management and the independent auditors and approving the terms of engagement of independent auditors, including fees, scope, and timing of the audit and any non-audit services rendered or proposed to be rendered by the independent auditors; reviewing with the independent auditors and management the Foundation's policies and procedures with respect to internal auditing, accounting and financial control and compliance; conferring with the auditor to satisfy its members that the financial affairs of the Foundation are in order; and conducting such other activities as may be specified in the committee's charter as approved by the Board. At least annually the Audit and Compliance Committee shall (i) assure that any non-audit services performed by the independent auditors shall conform with the standards for auditor independence set forth in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States, (ii) shall review and determine whether to accept the audit, and (iii) confer with the auditor to satisfy its members that the financial affairs of the Foundation are in order. The Audit and Compliance Committee shall have the powers and rights necessary to or desirable to fulfill these responsibilities, including the right and power to consult with legal counsel and to rely upon the opinions of legal counsel. The Audit and Compliance Committee is authorized to communicate directly with the Foundation's financial officers and employees, internal auditors and independent auditors as it deems desirable and to have the internal auditors or independent auditors perform any additional procedures as it deems appropriate.

(e) Investment Committee. The Investment Committee is a non-Board committee and shall have at least three (3) members, including the Treasurer and the President or the President's designee. The Investment Committee, with such professional expertise as it shall require, shall oversee and manage the assets and investments of the Foundation. The Investment Committee shall periodically report to the Board or the Executive Committee concerning investment performance and shall periodically, with such professional expertise as it may require, make recommendations to the Board or the Executive Committee concerning such matters as asset allocation and investment manager performance.

(f) Strategy and Capital Committee. The Strategy and Capital Committee is a non-Board committee and shall have at least five (5) members, including the Chair. The Strategy and Capital Committee shall oversee, and where appropriate make

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recommendations to the Board for the following actions: all real estate investments of the Foundation and the Health Center Affiliates; all real estate development projects of the Foundation and the Health Center Affiliates; all capital expenditures of the Foundation and the Health Center Affiliates in excess of levels delegated to management; strategic partnerships, physician relationships, joint ventures, alignments, and affiliations undertaken by the Foundation and the Health Center Affiliates for the benefit of the Health Center.

Section 5. Committee Charters. Each standing committee shall prepare a charter for adoption by the Board. The charter shall describe the duties and responsibilities of the standing committee and shall be adopted by the Board. The charter shall be reviewed annually by the committee.

Section 6. Special and Ad Hoc Committees. The Board or the Chair or the Executive Committee (in the case of non-Board committees) may, from time to time, appoint special or *ad hoc* committees to assist it in addressing special or short-term issues, problems or responsibilities. Special or *ad hoc* committees may be Board or non-Board committees as designated in the resolution or other action authorizing the formation of such committees.

### ARTICLE VI. OFFICERS

Section 1. Required Officers. The officers of the Foundation shall be a Chair of the Board, a President, a Secretary, a Treasurer and a Chief Financial Officer. Any number of offices required or permitted by this Article may be held by the same person, except that the Secretary, Treasurer and Chief Financial Officer may not serve concurrently as Chair of the Board or President.

Section 2. Permitted Officers. The Board may choose one or more Vice Chairs, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Chief Financial Officers, and such other officers as the business of the Foundation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board at its pleasure may from time to time determine. The Board may delegate the power to select and remove Vice Presidents and other officers, other than the Chair, Vice Chairs, the Secretary and the Treasurer, to the President.

Section 3. Election of Officers. The officers who are elected by the Board shall be nominated by the Board Affairs Committee and shall be elected by the Board at the Board's annual meeting, or at any regular or special meeting of the Board, and may succeed themselves in office. Each person elected by the Board as an officer shall continue in office until the next annual election of officers or until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation or removal in accordance with these Bylaws. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the Board at a regular or special meeting or by the President as provided in Section 2 of this Article VI.

Section 4. Removal of Officers. Any officer of may be removed at any time with or without cause and with or without notice by the affirmative vote of the Board, subject to the rights, if any, of an officer under a contract of employment. Officers appointed by the

## RESTATED BYLAWS OF SAINT JOHN'S HEALTH CENTER FOUNDATION

president may be removed with or without cause by the President. All officers appointed by the President shall be at-will employees of the Foundation unless otherwise approved by the Chair..

Section 5. Chair of the Board. The Chair of the Board shall be a Trustee and shall be chosen by and hold office at the pleasure of the Board and shall preside at all meetings of the Board. The Chair of the Board shall have the right to appoint himself or herself to any Board Committee or advisory committee, and to serve as Chair thereof, except as otherwise provided in these Bylaws.

Section 6. President. Subject to the direction and control of the Board and the Chair of the Board, the President shall be the Chief Executive Officer of the Foundation and shall have general supervision, direction and control over the affairs and property of the Foundation and over its several non-Board officers, and shall have such other powers and perform such other duties as may be delegated by the Board from time to time. The Executive Committee shall review and approve the compensation, including benefits, of the President. This review and approval shall occur initially upon the hiring of the President, at least annually thereafter, whenever the term of employment of the President is renewed or extended, and whenever the President's compensation is modified.

Section 7. Secretary. The Secretary shall be a Board member and shall be the custodian of the seal of the Foundation (if any) and of the books and records and files thereof. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a minute book of all meetings of the Board and its committees. The Secretary shall also keep, or cause to be kept, at the principal office of the Foundation in the State of California the original or a copy of the Articles of Incorporation and Bylaws of the Foundation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committee thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board.

Section 8. Treasurer. The Treasurer shall be a Board member and shall oversee the treasury function and real estate of the Foundation. The Treasurer shall also serve as Chair of the Finance Committee.

Section 9. Chief Financial Officer. The Chief Financial Officer shall be chosen and hold office at the pleasure of the President. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Foundation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the Trustees of the Foundation such financial statements and reports as are by law or these Bylaws required to be sent to them. The Chief Financial Officer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Foundation to such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the Foundation as may be ordered by the Board, shall render to the President or the Trustees, whenever requested, an account of all transactions and of the financial condition of the Foundation, and shall have such other powers and perform such other duties as may be delegated by the Board. The Executive Committee shall review and approve the compensation, including benefits, of the Chief Financial Officer. This review and approval shall occur initially upon the hiring of the

## RESTATED BYLAWS OF SAINT JOHN'S HEALTH CENTER FOUNDATION

Chief Financial Officer, at least annually thereafter, whenever the term of employment of the Chief Financial Officer is renewed or extended, and whenever the Chief Financial Officer's compensation is modified.

Section 10. Compensation. The Executive Committee, subject to the ultimate control of the Board, shall decide all matters relating to the compensation and benefits of any officer. No salaried officer serving on the Board shall be permitted to vote on his or her own compensation or benefits as an officer.

### ARTICLE VII. INDEMNIFICATION OF AGENTS OF THE FOUNDATION: LIABILITY INSURANCE

Section 1. The Foundation shall indemnify any Trustee or Board Officer who was or is a party or threatened to be made a party to any Proceeding (other than an action by or in the right of the Foundation to procure a judgment in its favor, an action brought under Section 5233 of the Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in a charitable trust) by reason of the fact that such person is or was an Agent, against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Foundation, and, in the case of a criminal Proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in the best interests of the Foundation, or that such person had reasonable cause to believe that such person's conduct was unlawful.

Section 2. The Foundation shall indemnify any Trustee or Board Officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Foundation or brought under Section 5233 of the Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in a charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an Agent, against Expenses, actually and reasonably incurred by such person in connection with the defense or settlement of such action, if such person acted in good faith, in a manner such person believed to be in the best interests of the Foundation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, except that no indemnification shall be made under this Section 2: (i) in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Foundation in the performance of such person's duties to the Foundation, unless and only to the extent that the court in which such Proceeding is or was pending shall determine upon application that, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for the Expenses which such court shall determine; (ii) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (iii) of Expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.



## RESTATED BYLAWS OF SAINT JOHN'S HEALTH CENTER FOUNDATION

Section 3. To the extent that an Agent of the Foundation has been successful on the merits in defense of any Proceeding referred to in Section 1 or Section 2 hereof or in defense of any claim, issue or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection therewith.

Section 4. Except as provided in Section 3 hereof any indemnification under this Article VII shall be made by the Foundation only if authorized in the specific case, upon a determination that indemnification of the Agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth in Section 1 or Section 2 hereof by: (i) a majority vote of a quorum consisting of Trustees who are not parties to such Proceeding; or (ii) the court in which such Proceeding is or was pending upon application made by the Foundation, the Agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the Agent, attorney or other person is opposed by the Foundation.

Section 5. Expenses incurred in defending any Proceeding shall be advanced by the Foundation prior to the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of the Agent to repay such amount unless it shall be determined ultimately that the Agent is entitled to be indemnified as authorized in this Article VII.

Section 6. No indemnification or advance shall be made under this Article VII except as provided in Section 3 or clause (ii) of Section 4, in any circumstance where it appears: (i) that it would be inconsistent with a provision of the Articles of Incorporation of the Foundation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (ii) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. The Foundation shall have power to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such whether or not the Foundation would have the power to indemnify the Agent against such liability under the provisions of this Article VII; provided, however that the Foundation shall have no power to purchase and maintain such insurance to indemnify any Agent for a violation of Section 5233 of the Law or Section 4958 of the Code. The purchase of insurance by the Foundation shall not in any way limit the Foundation's obligations to indemnify agents of the Foundation pursuant to this Article VII.

Section 8. For the purposes of this Article VI, (i) "Agent" means any person who is or was a Trustee, officer, employee, or other agent of the Foundation, or is or was serving at the request of the Foundation as a Trustee, officer, employee or agent of another foreign or domestic Foundation, partnership, joint venture, trust or other enterprise, or was a Trustee, officer, employee or agent of a foreign or domestic Foundation which was a predecessor Foundation of the Foundation or of another enterprise at the request of such predecessor Foundation; (ii) "Attorney General" means the Attorney General of the State of California; (iii) "Expenses" includes without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 3 or clause (ii) of Section 4; (iv) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or

## RESTATED BYLAWS OF SAINT JOHN'S HEALTH CENTER FOUNDATION

investigative; and (v) "Board Officer" means any member of the Board of Trustees of the Foundation who is also serving as an officer of the Foundation without compensation. .

### ARTICLE VIII. REPORTS

Section 1. Statutory Reports. No later than one hundred twenty (120) days after the close of the Foundation's fiscal year, the Foundation shall furnish to all of the Trustees a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Foundation as of the end of the preceding fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the preceding fiscal year.
- (c) The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, for the preceding fiscal year.
- (d) The expenses or disbursements of the Foundation, for both general and restricted purposes, during the preceding fiscal year.
- (e) With respect to the preceding fiscal year, (a) any transaction(s) involving both (i) the Foundation and either a Trustee or officer of the Foundation (or its parent or subsidiary) and (ii) more than \$50,000; or (b) any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Trustee of the Foundation.

The report required by this Section 1 shall be accompanied by any report thereon of the Foundation's independent certified public accountant.

Section 2. Annual Audit. The Foundation shall prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted auditing standards.

### ARTICLE IX. OTHER PROVISIONS

Section 1. Inspection of Certain Documents. The Foundation shall keep in its principal office in the State of California (i) the original copy of its Articles of Incorporation and of these Bylaws, as amended to date, and (ii) copies of the last three years' Forms 990, Annual Information Return, as filed with the Internal Revenue Service, which shall be open to inspection by the Trustees and such other persons as required by law, at all reasonable times during office hours.

Section 2. Endorsement of Documents: Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Foundation and any other person, when signed by the Chair of the Board, the President, or any Vice President and the Secretary or any Assistant Secretary of the Foundation, shall be valid and binding on the Foundation in the absence of actual knowledge on the part of

## RESTATED BYLAWS OF SAINT JOHN'S HEALTH CENTER FOUNDATION

the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, but, unless so authorized by the Board, no such person or persons shall have any power or authority to bind the Foundation by any contract or engagement to pledge its credit or to render it liable for any purpose or amount.

Section 3. Representation of Interests of Other Entities. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the Foundation all rights incident to any and all shares of any other Foundation or Foundations standing in the name of the Foundation, or any membership or partnership interests in such other entities. The authority herein granted may be exercised either by any such officer in person or by any person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 4. Loans to Trustees and Officers. The Foundation shall not make any loan of money or property to or guarantee the obligation of any Trustee or officer, unless approved by the Attorney General; provided, however, the Foundation may advance money to a Trustee or officer of the Foundation for expenses reasonably anticipated to be incurred in the performance of the duties of such Trustee or officer, provided that in the absence of such advance, such Trustee or officer would be entitled to be reimbursed for such expenses by the Foundation. The provisions of this Section 4 do not apply to (1) the payment of premiums in whole or in part by the Foundation on a life insurance policy of a Trustee or officer so long as repayment to the Foundation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value; or (2) a loan of money to or for the benefit of an officer in circumstances where it is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by real property located in the state of California.

Section 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in Part 1 of the California Nonprofit Corporation Law and in the Law shall govern the construction of these Bylaws. Section references refer to sections in such Article unless otherwise noted.

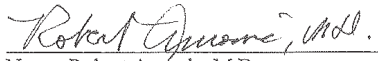
Section 6. Amendments. Subject to the written consent of the Members, these Bylaws may be amended, restated or repealed by the affirmative vote of a majority of the number of Trustees then in office.

## RESTATED BYLAWS OF SAINT JOHN'S HEALTH CENTER FOUNDATION

### CERTIFICATE OF SECRETARY

THIS IS TO CERTIFY: That I am the duly elected, qualified, and acting Secretary of the Saint John's Health Center Foundation, a California nonprofit public benefit corporation, and that the foregoing Amended and Restated Bylaws were duly adopted as the Bylaws of such Foundation by the Board of Trustees thereof on February 13, 2014 and with the approval Saint John's Health Center as of February 26, 2014.

Dated: February 27, 2014



Name: Robert Amonic, M.D.

Secretary

## ARTICLES OF INCORPORATION

### OF

### SAINT JOHN'S HEALTH CENTER FOUNDATION GOVERNANCE, INC.

#### I.

The name of the corporation is: Saint John's Health Center Foundation Governance, Inc.

#### II.

A. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of the corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

B. This corporation has been formed for the sole purpose of acting as one of two corporate members of Saint John's Health Center Foundation, a California nonprofit public benefit corporation. The corporation shall not engage in activities or exercise any powers that do not further the sole purpose of the corporation.

C. No part of the net earnings of the corporation shall inure to the benefit of any member or private shareholder, as defined in Section 501(c)(4) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code").

D. In furtherance of its sole purpose, the corporation shall have all the general powers enumerated in Sections 7140 and 7141 of the Nonprofit Mutual Benefit Corporation Law, as now in effect or as may hereafter be amended.

#### III.

The name and address in California of the corporation's initial agent for service of process are:

Robert O. Klein  
2121 Santa Monica Boulevard  
Santa Monica, California 90404

**IV.**

The initial street address of the corporation is:

2121 Santa Monica Boulevard  
Santa Monica, California 90404

**V.**

The corporation shall have no members.

**VI.**

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(4) of the Code, or cause it to lose such exempt status.


**VII.**

The property of the corporation is irrevocably dedicated to Saint John's Health Center Foundation, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to Saint John's Health Center Foundation.

**VIII.**

These Articles may be amended, restated or repealed by a majority of the directors then in office and with the consent of the Executive Committee of Saint John's Health Center Foundation; provided, however, that Articles II, V, VI, VII and VIII may only be amended, restated or repealed with the approval of a majority of the directors then in office, and with the consent of the Executive Committee of Saint John's Health Center Foundation and the consent of Providence Health System –Southern California.

Dated: January 21, 2014

  
Robert O. Klein  
Incorporator

**BYLAWS OF**  
**SAINT JOHN'S HEALTH CENTER GOVERNANCE, INC.**  
**A California Nonprofit Mutual Benefit Corporation**

**ARTICLE I. OFFICES**

Section 1. The principal office of the corporation for the transaction of the business of the corporation shall be the Santa Monica, California office of the Saint John's Health Center Foundation (the "Foundation"). By resolution, the Board may change such principal office to another location only with the consent of the Executive Committee of the Foundation).

**ARTICLE II. NO MEMBERS**

The corporation shall have no members within the meaning of Section 5056 of the California Corporations Code (the "Law"). Any action which otherwise would require approval of the members shall require approval only of the Board of Directors (the "Board").

**ARTICLE III. DIRECTORS**

Section 1. Powers. Subject to the limitations of the corporation's Articles of Incorporation (the "Articles"), these Bylaws, and the Law, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may not delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed. The Board shall have all powers permitted to or conferred by the Law on the board of directors of a nonprofit mutual benefit corporation.

Section 2. Number, Qualifications and Classes of Directors. The Board shall be divided into two classes, *ex officio* directors and elected directors. The number of elected directors shall consist of not more than six (6) elected directors, with the exact number of elected directors to be fixed within such limits by resolution of the Board as enacted from time to time. All elected directors shall be, and remain, while serving on the Board, members of the Board of Trustees of the Foundation.

(a) Ex Officio Directors. The individuals holding the following positions with the Foundation shall serve as the *ex officio* directors of this corporation for so long as they shall hold the position with the Foundation:

1. Chair of the Foundation's Board of Trustees;
2. Vice Chair of the Foundation's Board of Trustees;
3. Secretary of the Foundation's Board of Trustees; and
4. Treasurer of the Foundation's Board of Trustees.

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(b) Elected Directors. The corporation may, but need not have additional elected directors who do not hold positions with the Foundation but may, from time to time, be elected to serve as elected directors on the Board by a majority of the full Board then in office of the corporation.

Section 3. Election and Term of Office. Elected directors shall be elected at each annual meeting of the Board, but directors may be elected at any special meeting of the Board held for that purpose. Each elected director shall hold office for a term of three (3) years and until a successor has been elected and qualified. By resolution, the Board may arrange for terms to be staggered, including by establishing one or two year terms for certain initial directors. Elected directors may succeed themselves in office.

Section 4. Resignation. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 5. Removal. Any elected director may be removed with or without cause by the affirmative vote of a majority of the directors then in office.

Section 6. Vacancies. Vacancies in the Board in the elected director class shall be filled by the affirmative vote of a majority of the remaining directors then in office, or by a sole remaining director. Each director so elected shall hold office until the expiration of the term of his or her predecessor and until his or her successor has been elected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, is convicted of a felony, or (if applicable) is found by a final order of judgment of any court to have breached a duty to the corporation arising under section 7238 of the Law.

Section 7. Place of Meeting. Regular or special meetings of the Board shall be held at any place within Santa Monica, California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Foundation.

Section 8. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board. Such regular meetings shall include an annual meeting to elect directors then up for election, and to conduct all other business as may properly come before the Board. The annual meeting shall take place at such time and place as determined by resolution of the Board.

Section 9. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, or any two (2) directors.



Special meetings of the Board shall be held upon four days' written notice by first-class mail or 48 hours' notice delivered (i) personally (which may be oral or written), (ii) by telephone, including a voice messaging system, or (iii) by "electronic transmission by the corporation" (as defined below). Written notice shall be addressed or delivered to each director at his or her physical or email address, as applicable, as it is shown upon the records of the corporation, or as may have been given to the corporation by the director for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. "Electronic transmission by the corporation" means a communication (a) delivered by (1) facsimile or email when directed to the facsimile number or email address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the Law, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient, including by telephone voice messaging system.

**Section 10. Participation in Meetings by Conference Telephone.** Members of the Board may participate in any meeting through use of conference telephone, electronic video screen equipment or similar communication equipment, so long as all the directors participating in the meeting can hear one another. All such directors shall be deemed to be present at such meeting if the following apply:

(a) Each member participating in the meeting can communicate with all of the other directors concurrently, and

(b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or interpose an objection to, a specific action to be taken by the Board.

**Section 11. Waiver of Notice.** Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Quorum. A majority of the directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 13 of this Article. All matters shall be decided by the vote of a majority of directors present at a meeting duly held at which a quorum is present, and every such act or decision shall be the act of the Board, unless a greater number is required by Law, the Articles or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the directors who were not present at the time of adjournment.

Section 14. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action, except as otherwise provided in Section 7211(b) of the Law with respect to interested or common directors. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. Directors may consent, vote, or otherwise take action under this Section 14 by a signed document transmitted by mail, messenger, courier, email, facsimile, or any other reasonable method satisfactory to the Chair (if any) or the President.

Section 15. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the corporation, and to inspect the physical properties of the corporation.

Section 16. Board Committees. The Board shall act as a committee of the whole and shall have no Board or advisory committees without the consent of the Executive Committee of the Foundation.

Section 17. Compensation. The corporation shall not pay any compensation to directors for services rendered to the corporation as directors, except that directors may be reimbursed for expenses incurred in the performance of their duties to the corporation, in reasonable amounts as approved by the Board. Nothing shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation for such services.

#### ARTICLE IV. OFFICERS

Section 1. Required Officers. The officers of the corporation shall be a President, a Secretary and a Chief Financial Officer, each of whom shall be chosen by and hold office at the pleasure of the Board. Any number of offices required or permitted by this Article may be held by the same person.

Section 2. Permitted Officers. The Board may choose a Chair of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant

Treasurers, and such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board at its pleasure may from time to time determine.

Section 3. Election of Officers. The officers shall be elected by the Board at the annual meeting, or at any regular or special meeting of the Board, and may succeed themselves in office. Each person elected as an officer shall continue in office until the next annual election of officers or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with these Bylaws. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the Board at a regular or special meeting.

Section 4. Removal of Officers. Any officer may be removed at any time with or without cause and with or without notice by the affirmative vote of the Board.

Section 5. President. Subject to the discretion and control of the Board, the President shall be the chief executive officer of the corporation and shall have general supervision, direction and control over the affairs and property of the corporation and over its several officers, and shall have such other powers and perform such other duties as may be delegated by the Board from time to time. If the corporation has no Chair of the Board, then the President shall preside at all meetings of the Board.

Section 6. Secretary. The Secretary shall be the custodian of the seal of the corporation and of the books and records and files thereof. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a minute book of all meetings of the Board and its committees. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Articles of Incorporation and Bylaws of the corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committee thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board.

Section 7. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the directors of the corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The Chief Financial Officer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation and such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President or the directors, whenever requested, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be delegated by the Board.

ARTICLE V. INDEMNIFICATION OF AGENTS OF THE CORPORATION:  
LIABILITY INSURANCE

Section 1. The corporation shall indemnify any person who was or is a party or threatened to be made a party to any Proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the Public Benefit Corporation Law, made applicable pursuant to Section 7238 of the Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in a charitable trust) by reason of the fact that the person is or was an Agent, against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the Proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation, and, in the case of a criminal Proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in the best interests of the corporation, or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation or brought under Section 5233 of the Public Benefit Corporation Law, made applicable pursuant to Section 7238 of the Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in a charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an Agent, against Expenses, actually and reasonably incurred by the person in connection with the defense or settlement of such action, if the person acted in good faith, in a manner the person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, except that no indemnification shall be made under this Section 2: (i) in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to the corporation in the performance of the person's duties to the corporation, unless and only to the extent that the court in which the Proceeding is or was pending shall determine upon application that, in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for the Expenses which the court shall determine; (ii) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (iii) of Expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless the action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Section 3. To the extent that an Agent of the corporation has been successful on the merits in defense of any Proceeding referred to in Section 1 or Section 2 hereof or in defense of any claim, issue or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection therewith.

Section 4. Except as provided in Section 3 hereof any indemnification under this Article VI shall be made by the corporation only if authorized in the specific case, upon a

determination that indemnification of the Agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth in Section 1 or Section 2 hereof by: (i) a majority vote of a quorum consisting of directors who are not parties to the Proceeding; or (ii) the court in which the Proceeding is or was pending upon application made by the corporation, the Agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the Agent, attorney or other person is opposed by the corporation.

Section 5. Expenses incurred in defending any Proceeding may be advanced by the corporation prior to the final disposition of the Proceeding upon receipt of an undertaking by or on behalf of the Agent to repay the amount unless it shall be determined ultimately that the Agent is entitled to be indemnified as authorized in this Article V.

Section 6. No indemnification or advance shall be made under this Article V except as provided in Section 3 or clause (ii) of Section 4, in any circumstance where it appears: (i) that it would be inconsistent with a provision of the Articles of Incorporation of the corporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (ii) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. The corporation shall have power to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such whether or not the corporation would have the power to indemnify the Agent against such liability under the provisions of this Article V.

Section 8. This Article V shall not apply to any Proceeding against any trustee, investment manager, or other fiduciary of a pension, deferred compensation, saving, thrift, or other retirement, incentive, or benefit plan, trust, or provision for any or all of the corporation's directors, officers, employees, and persons providing services to the corporation or any of its subsidiary or related or affiliated corporations, in that person's capacity as such, even though the person may also be an Agent of the employer corporation. The corporation may indemnify the trustee, investment manager or other fiduciary to the extent permitted by Section 7140(e) of the Law.

Section 9. For the purposes of this Article V, (i) "Agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; (ii) "Attorney General" means the Attorney General of the State of California; (iii) "Expenses" includes without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 3 or clause (ii) of Section 4; and (iv) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

## ARTICLE VI. REPORTS

No later than one hundred twenty (120) days after the close of the corporation's fiscal year, the corporation shall furnish to all of the directors a report containing the following information in reasonable detail:

1. A balance sheet as of the end of that fiscal year and an income statement and a statement of cash flow for that fiscal year.
2. With respect to that fiscal year and in accordance with Section 8322 of the Law, (a) any transaction(s) involving both (i) the corporation and either a director or officer of the corporation (or its parent or subsidiary) and (ii) more than \$50,000; or (b) any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation.

The report required by this Article shall be accompanied by any report thereon of independent accountants, or if there is no such report, by the certificate of an authorized officer of the corporation that such reports were prepared without audit from the books and records of the corporation.

## ARTICLE VII. OTHER PROVISIONS

Section 1. Inspection of Articles and Bylaws. The corporation shall keep in its principal office in the State of California and at the principal office of the Foundation the original copy of its Articles of Incorporation and of these Bylaws, as amended to date, which shall be open to inspection by the directors and such other persons as required by law, at all reasonable times during office hours.

Section 2. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chair of the Board, the President, or any Vice President and the Secretary or any Assistant Secretary of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, but, unless so authorized by the Board, no such person or persons shall have any power or authority to bind the corporation by any contract or engagement to pledge its credit or to render it liable for any purpose or amount.

Section 3. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 4. Loans to Directors and Officers. The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless made in accordance with the provisions set forth in Section 7235 of the Law.

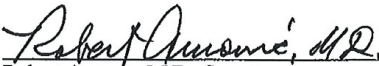
Section 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in Part 1 of the California Nonprofit Corporation Law, in the Public Benefit Corporation Law, and in the Law shall govern the construction of these Bylaws. Section references refer to sections in such Article unless otherwise noted.

Section 6. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the number of directors then in office; provided that the Executive Committee of the Foundation and Providence Health System—Southern California have consented to such amendment or repeal.

**CERTIFICATE OF SECRETARY**

THIS IS TO CERTIFY: That I am the duly elected, qualified, and acting Secretary of Saint John's Health Center Governance, Inc. and that the foregoing Bylaws were duly adopted as the Bylaws of such corporation by the Incorporator thereof.

Dated: February 25, 2014.

  
Robert Amonic, M.D., Secretary

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