



HENRY FORD ALLEGIANCE HEALTH

205 N. East Avenue
Jackson, MI 49201
(517) 205-4800
AllegianceHealth.org

April 5, 2016

Ms. Tye L. Simmons
Materials Licensing Branch
United States Nuclear Regulatory Commission
Region III
2443 Warrenville, Rd., Suite 210
Lisle, IL 60532-4352

**Sent via Federal Express
Overnight Mail**

**RE: License No. 21-00258-06
Docket No. 030-01990**

Dear Ms. Simmons:

Thank you for your correspondence dated March 18, 2016. In accordance with your request, we are writing to confirm that the change of control transaction contemplated to take place on April 1, 2016, has been completed and became effective on April 1, 2016.

In accordance with your discussion with Maribeth Coulombe, Senior Legal Counsel for Henry Ford Allegiance Health (formerly "Allegiance Health"), we have included copies of the following which were all effective on April 1, 2016:

- 1) A State of Michigan certified copy of the Restated Articles of Incorporation for Henry Ford Allegiance Health Group (formerly "Allegiance Health Services" or "AHS", the parent company of W.A. Foote Memorial Hospital d/b/a Allegiance Health);
- 2) A State of Michigan certified copy of the Restated Articles of Incorporation for W.A. Foote Memorial Hospital d/b/a "Henry Ford Allegiance Health" (formerly "Allegiance Health");
- 3) A State of Michigan certified copy of the Certificate of Assumed Name showing that W.A. Foote Memorial Hospital has adopted the following assumed name: "Henry Ford Allegiance Health";
- 4) A Summary Description of the Allegiance Health and Henry Ford Health System ("HFHS") Affiliation, including a graphic representation

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showing the result of the transaction from a corporate structure standpoint; and

- 5) AHS President's Closing Certificate; and
- 6) HFHS President's Closing Certificate.

Finally, we are requesting that the name on the NRC licensing document be amended to reflect the new name under which the Hospital will be doing business: "Henry Ford Allegiance Health".

Please do not hesitate to contact either Robyn McDermaid, Director of Imaging Services at (517) 788-4800, Ext. 1498, or Maribeth Coulombe, Senior Legal Counsel for Henry Ford Allegiance Health at (517) 841-7417, should you have any questions or concerns regarding the content of this correspondence.

We very much appreciate all the assistance you have given us with this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Samir Parikh", written over a horizontal line.

Samir Parikh, MD, Radiation Safety Officer

Enclosures

cc: Robyn McDermaid
Maribeth Coulombe

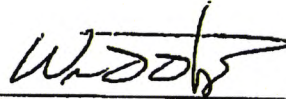
PRESIDENT'S CLOSING CERTIFICATE

The undersigned, **Wright L. Lassiter III**, hereby certifies that he is the duly elected and qualified **President of Henry Ford Health System**, a Michigan nonprofit corporation ("HFHS"), and as such, he is authorized, for and on behalf of HFHS, to execute and deliver this President's Closing Certificate pursuant to Section 10.7(a) of that certain Affiliation Agreement ("Affiliation Agreement") dated as of March 4, 2016, by and between HFHS and Allegiance Health Services, as amended by the First Amendment to Affiliation Agreement dated March 31, 2016. All capitalized terms used but not defined herein shall have the meanings given to such terms in the Affiliation Agreement.

In connection with the Closing, the undersigned hereby further certifies as follows:

1. The representations and warranties of HFHS set forth in the Affiliation Agreement are true and correct except where the failure to be true and correct does not reflect a Material Adverse Effect on HFHS on and as of the Execution Date and the Closing Date, with the same force and effect as if made on and as of the Closing Date, except to the extent such representations and warranties expressly relate to a different date (in which case such representation and warranty shall be true and correct in all material respects (or, where such representation and warranty is not qualified by materiality, in all respects) on and as of such different date).
2. Prior to or on the Closing Date, the HFHS Entities have performed and complied in all material respects with each covenant and agreement required by the Affiliation Agreement and/or the Ancillary Agreements to be performed and complied with on or before the Closing Date.
3. No Material Adverse Effect with respect to any HFHS Entity has occurred between the Execution Date and the Closing Date (such period being referred to as the "Pre-Closing Period"), and no event has occurred during the Pre-Closing Period, other than as Disclosed in the Affiliation Agreement, that would reasonably be expected to have a Material Adverse Effect with respect to any HFHS Entity.
4. On the Closing Date, there is no pending or threatened Claim, Proceeding or Court Order with respect to any HFHS Entity that may reasonably be expected to result in: (a) enjoining or otherwise preventing the consummation of the Affiliation Agreement or the transactions contemplated by the Affiliation Agreement, which Claim or Proceeding would result in a decision, ruling or finding that has or would reasonably be expected to have a Material Adverse Effect on the validity or enforceability of the Affiliation Agreement or on the ability of the HFHS Entities to perform their obligations under the Affiliation Agreement; or (b) seeking to restrain or prohibit or make materially more costly the consummation of the transactions contemplated by the Affiliation Agreement or seeking to obtain from any HFHS Entity any material damages or divestiture of any material portion of such entities' existing operations or assets.

IN WITNESS WHEREOF, the undersigned has executed this President's Closing Certificate as of March 31, 2016.

A handwritten signature in black ink, appearing to read "W. Lassiter III", written over a horizontal line.

Wright L. Lassiter III
President
Henry Ford Health System

Signature Page to President's Closing Certificate

PRESIDENT'S CLOSING CERTIFICATE

The undersigned, Georgia Fojtasek, hereby certifies that she is the duly elected and qualified President and Chief Executive Officer of Allegiance Health Services, a Michigan nonprofit corporation ("AHS"), and as such, she is authorized, for and on behalf of AHS, to execute and deliver this President's Closing Certificate pursuant to Section 10.7(a) of that certain Affiliation Agreement ("Affiliation Agreement") dated as of March 4, 2016, by and between AHS and Henry Ford Health System, as amended by the First Amendment to Affiliation Agreement dated March 31, 2016. All capitalized terms used but not defined herein shall have the meanings given to such terms in the Affiliation Agreement.

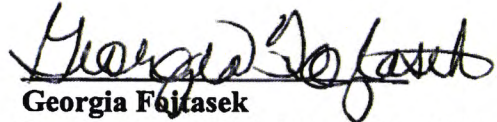
In connection with the Closing, the undersigned hereby further certifies as follows:

1. The representations and warranties of AHS set forth in the Affiliation Agreement are true and correct except where the failure to be true and correct does not reflect a Material Adverse Effect on AHS on and as of the Execution Date and the Closing Date, with the same force and effect as if made on and as of the Closing Date, except to the extent such representations and warranties expressly relate to a different date (in which case such representation and warranty shall be true and correct in all material respects (or, where such representation and warranty is not qualified by materiality, in all respects) on and as of such different date.)
2. Prior to or on the Closing Date, the AHS Entities have performed and complied in all material respects with each covenant and agreement required by the Affiliation Agreement and/or the Ancillary Agreements to be performed and complied with on or before the Closing Date.
3. No Material Adverse Effect with respect to any AHS Entity has occurred between the Execution Date and the Closing Date (such period being referred to as the "Pre-Closing Period"), and no event has occurred during the Pre-Closing Period, other than as disclosed in the Affiliation Agreement, that would reasonably be expected to have a Material Adverse Effect with respect to any AHS Entity.
4. The AHS Entities have obtained Permits from Governmental Authorities, and approvals and consents from the third parties that are necessary or required for completion or implementation of the transactions contemplated by the Affiliation Agreement and the Ancillary Agreements that are listed on Schedule 10.4 of the Affiliation Agreement.
5. On the Closing Date, there is no pending or threatened Claim, Proceeding or Court Order with respect to any AHS Entity that may reasonably be expected to result in: (a) enjoining or otherwise preventing the consummation of the Affiliation Agreement or the transactions contemplated by the Affiliation Agreement, which Claim or Proceeding would result in a decision, ruling or finding that has or would reasonably be expected to have a Material Adverse Effect on the validity or enforceability of the Affiliation Agreement or on the ability of the AHS Entities to perform their obligations under the Affiliation

Agreement; or (b) seeking to restrain or prohibit or make materially more costly the consummation of the transactions contemplated by the Affiliation Agreement or seeking to obtain from any AHS Entity any material damages or divestiture of any material portion of such entities' existing operations or assets.

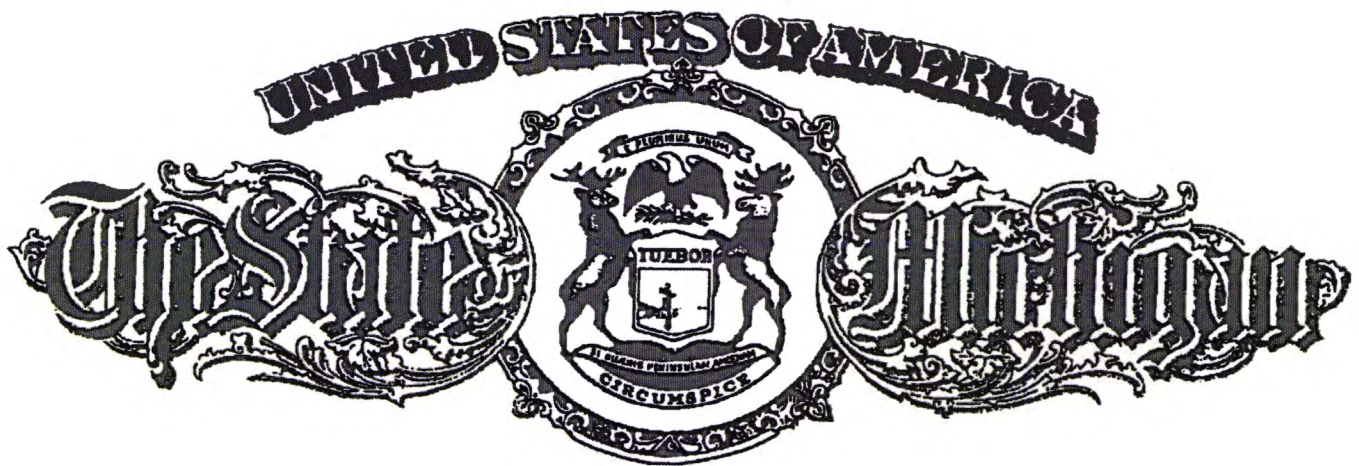
Signature on Following Page

IN WITNESS WHEREOF, the undersigned has executed this President's Closing Certificate as of March 31, 2016.

A handwritten signature in black ink, appearing to read "Georgia Foltasek", written over a horizontal line.

Georgia Foltasek
President and Chief Executive Officer
Allegiance Health Services

Signature Page to President's Closing Certificate



Department of Licensing and Regulatory Affairs

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 31st day of March, 2016

Julia Dale

Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau

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MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU		
Date Received MAR 31 2016	(FOR BUREAU USE ONLY)	
	<p>This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.</p> <p style="text-align: right;">FILED</p> <p style="text-align: right;">MAR 31 2016</p> <p style="text-align: right;">ADMINISTRATOR CORPORATIONS DIVISION</p> <p style="text-align: right;">EFFECTIVE DATE: <u>4/1/16</u></p>	
Name Ken Empey, General Counsel		
Address 205 N. East Avenue		
City Jackson, MI 49201	State ZIP Code	

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

RESTATED ARTICLES OF INCORPORATION For use by Domestic Nonprofit Corporations

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is: Allegiance Health Services
2. The identification number assigned by the Bureau is: 731-622
3. All former names of the corporation are: Foote Health System; Cascades Health Group, Inc.
4. The date of filing the original Articles of Incorporation was: July 22, 1987

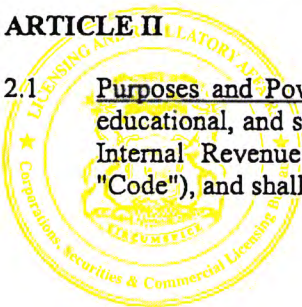
The following Restated Articles of Incorporation supersede the Articles of Incorporation, as amended, and shall be the Articles of Incorporation for the corporation:

ARTICLE I

- 1.1 Name. The name of the Corporation is: **Henry Ford Allegiance Health Group**
- 1.2 System. The term "System," as used in these Articles, means the organized network of entities, each of which is a "System Entity," consisting of the Corporation and entities directly or indirectly wholly-owned by the Corporation which provide coordinated delivery of health care related services for residents of Jackson County, Michigan and surrounding areas.

ARTICLE II

- 2.1 Purposes and Powers. The Corporation is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation) (the "Code"), and shall have the following specific purposes and powers:



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\$10.00 ck lndk 213559

\$210 - ck lndk 213278

- 2.1-1 To operate exclusively for the benefit of, to perform one or more of the functions of, and to carry out one or more of the purposes of W.A. Foote Memorial Hospital as long as such organization qualifies for tax exemption under Section 501(c)(3) of the Code and qualifies as a public charity under Section 509(a)(1) or 509(a)(2) of the Code.
- 2.1-2 To carry out its exempt purposes recognized by the Internal Revenue Service as a tax exempt organization under Section 501(c)(3) of the Code, and as a public charity under Section 509(a)(3) of the Code.
- 2.1-3 To acquire, own, use, lease as lessor or lessee, convey and otherwise deal with real and personal property and any interest therein, and to apply gifts, grants, bequests and devises and the proceeds of such, in furtherance of its charitable purposes.
- 2.1-4 To receive, accept and utilize all gifts or grants which may be furnished to it for its purposes.
- 2.1-5 To make gifts and grants to other nonprofit organizations in furtherance of the purposes of the Corporation; community organizations which will use such funds to carry out the tax exempt functions of the Corporation; or students and trainees, who are unrelated to the Directors, officers or other persons who are in a position to substantially influence the Corporation, as scholarships for education in fields which are consistent with the Corporation's tax exempt purposes.
- 2.1-6 To contract with other organizations, for profit and nonprofit, with individuals, and with governmental agencies in furtherance of its purposes.
- 2.1-7 To conduct activities, either directly, through related organizations, or in cooperation with other organizations exempt from tax under Section 501(c)(3) of the Code in furtherance of its purposes, subject, however, to all limitations on the nature or extent of such activities applicable, from time to time, to organizations exempt from tax under Section 501(c)(3) of the Code.
- 2.1-8 To do such things and to perform such acts to accomplish its purposes as are not forbidden by Section 501(c)(3) and 509(a)(3) of the Code, with all the powers conferred on nonprofit corporations by the laws of the State of Michigan.
- 2.2 Tax Exemption Compliance. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Sections 501(c)(3) and 509(a)(3) of the Code and its regulations or under state laws as they now exist or as they may hereafter be amended. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Board of Directors, officers or other private persons. Further, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. No officer or Director shall have any title or interest to the Corporation's property. However, the Corporation may pay reasonable compensation for services rendered in furtherance of the Corporation's purposes, subject to its Bylaws.



ARTICLE III

- 3.1 The Corporation is organized on a nonstock basis.
- 3.2 The Corporation will be financed in accordance with a general plan of contributions received by devise, bequest, gift, or donation of any other kind from other sources; endowments; grants from government and individuals; loans, and income that will be derived from services rendered by the Corporation.
- 3.3 The Corporation is organized on a Membership basis. The sole member of the Corporation is Henry Ford Health System ("Member").

ARTICLE IV

- 4.1 The address of the registered office is:
205 North East Avenue, Jackson, Michigan 49201
- 4.2 The name of the resident agent is: Kenneth W. Empey

ARTICLE V

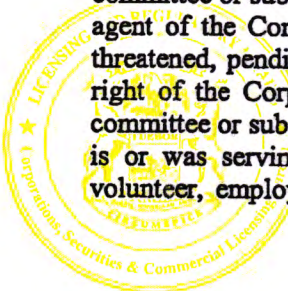
- 5.1 Member Reserved Authority. In addition to doing all things reserved to the Member by law and the Corporation's Bylaws, the Member of the Corporation shall have the sole authority to amend the Corporation's Articles of Incorporation and Bylaws provided (a) the Member first consults with the Corporation's Board of Directors regarding the proposed amendment and (b) the amendment complies with Article XV of the Corporation's Bylaws.

ARTICLE VI

- 6.1 Dissolution. Upon dissolution of the Corporation, the property remaining after providing for debts and obligations of the Corporation shall be distributed to W.A. Foote Memorial Hospital provided that at the time of dissolution W.A. Foote Memorial Hospital is exempt from tax under Section 501(c)(3) of the Code. If, upon the Corporation's dissolution, W.A. Foote Memorial Hospital is not in existence and/or is not an organization described in Section 501(c)(3) of the Code, the property remaining after providing for debts and obligations of the Corporation shall be distributed to that organization exempt from tax under Section 501(c)(3) of the Code as may be designated by the last Board of Directors of the Corporation and approved by the Member, to serve public health purposes within Jackson County, Michigan and surrounding areas.

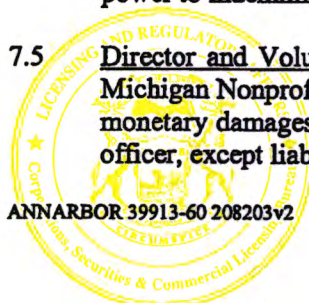
ARTICLE VII

- 7.1 Indemnification – Other Than Actions by or in Right of the Corporation. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify each and every Director, Board committee or subcommittee member, and officer (and may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a Director, Board committee or subcommittee member, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other



enterprise, whether for profit or not for profit, against expenses, including attorney fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as permitted by law), judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or the Member, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interest of the Corporation or its Member and with respect to any criminal action or proceeding, had reasonable cause to believe the conduct was unlawful.

- 7.2 Actions by or in Right of the Corporation. The Corporation may, to the extent now or hereafter permitted by law, indemnify a person who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, Board committee or subcommittee member, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses, including attorney fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as permitted by law), and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Member, provided the Corporation shall not indemnify a person pursuant to this provision for a claim, issue or matter in which the person is found liable to the Corporation except as expressly permitted by the Michigan Nonprofit Corporation Act.
- 7.3 Continuation of Rights. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, Board committee or subcommittee member, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.
- 7.4 Insurance. To the extent not prohibited by the Michigan Nonprofit Corporation Act, the Corporation may purchase and maintain insurance on behalf of any person who was or is a Director, Board committee or subcommittee member, officer, volunteer, employee or agent of the Corporation or was or is serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such persons and incurred in such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify against such liability by law.
- 7.5 Director and Volunteer Officer Liability. A Director or a volunteer officer (as defined in the Michigan Nonprofit Corporation Act) of the Corporation shall not be liable to the Corporation for monetary damages for any action taken or failure to take any action as a Director or a volunteer officer, except liability for any of the following:



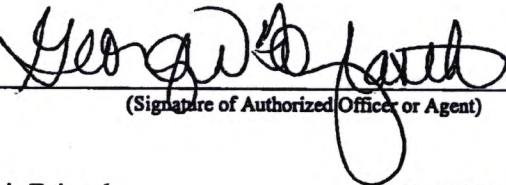
- 7.5-1 The amount of a financial benefit received by a Director or volunteer officer to which he or she is not entitled.
- 7.5-2 Intentional infliction of harm on the Corporation or its Member.
- 7.5-3 A violation of Section 551 of the Michigan Nonprofit Corporation Act.
- 7.5-4 An intentional criminal act.
- 7.5-5 Liability imposed under Section 497(a) of the Michigan Nonprofit Corporation Act.
- 7.6 Assumption of Volunteer Director Liability. Provided the purposes, structures and activities of the Corporation are exclusively those described in Section 501(c)(3) of the Code, the Corporation assumes all liability to any person, other than the Corporation or its Member, for all acts or omissions of a volunteer Director occurring on or after the effective date of these Restated Articles of Incorporation and in the good faith performance of the volunteer director's duties as such.
- 7.7 Additional Assumption of Volunteer Liability. The Corporation assumes the liability for the acts or omissions of a volunteer Director (to the extent that Section 7.6 is not applicable), volunteer officer or other volunteer occurring on or after the date these Restated Articles of Incorporation are adopted, if all of the following conditions are met:
- 7.7-1 The volunteer was acting or reasonably believed that he or she was acting within the scope of his or her authority;
- 7.7-2 The volunteer was acting in good faith;
- 7.7-3 The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- 7.7-4 The volunteer's conduct was not an intentional tort; and
- 7.7-5 The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed under Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956.
- 7.8 Amendment of Liability Law. If the Michigan Nonprofit Corporation Act is amended to authorize the further assumption by the Corporation, elimination or limitation of the liability of the directors or volunteers of nonprofit corporations, then the liability of the Corporation's directors or volunteers, in addition to the assumption, limitation and elimination of liability contained in this Article, shall be assumed by the Corporation, eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended. Any amendment or repeal of this Article shall not adversely affect any right or protection of a Director or volunteer existing at the time of, or for or with respect to, any acts or omissions occurring prior to the effective date of any such amendment or repeal.
- 7.9 Limitation Regarding Tax-Exempt Status and Excess Benefit. In no case shall the Corporation make any payment under Article VII that would adversely affect the Corporation's status as an organization described under Section 501(c)(3) of the Code or would be treated as an excess benefit transaction under Section 4958 of the Code.

ARTICLE VIII

8.1 Effective Date. These Restated Articles shall become effective on April 1, 2016.

These Restated Articles of Incorporation were duly adopted on the 30th day of March, 2016, in accordance with the provisions of section 641 of the Act, by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

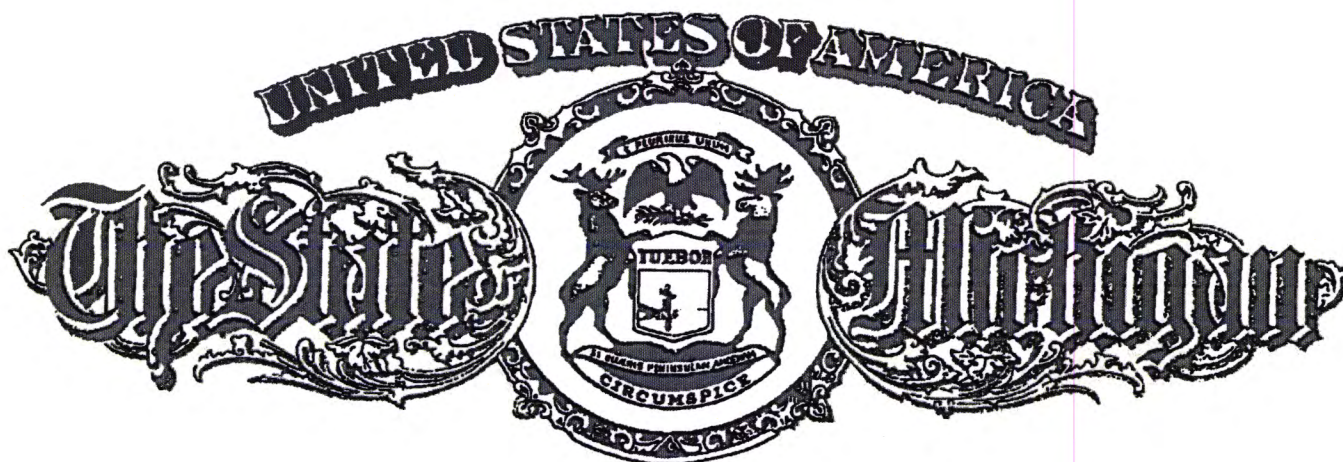
Signed this 31st day of March, 2016

By 
(Signature of Authorized Officer or Agent)

Georgia Fojtasek
(Type or Print Name)

President and CEO
(Type or Print Title)





Department of Licensing and Regulatory Affairs

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 31st day of March, 2016

Julia Dale

Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau

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MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU		
Date Received MAR 31 2016	(FOR BUREAU USE ONLY) FILED MAR 31 2016 ADMINISTRATOR CORPORATIONS DIVISION	
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.		
Name Ken Empey, General Counsel		
Address 205 N. East Avenue		
City Jackson, MI 49201		
State	ZIP Code	EFFECTIVE DATE: 4/1/14

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

RESTATED ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is: W.A. Foote Memorial Hospital
2. The identification number assigned by the Bureau is: 757-093
3. All former names of the corporation are: There are no former names of the Corporation.
4. The date of filing the original Articles of Incorporation was: November 13, 1970

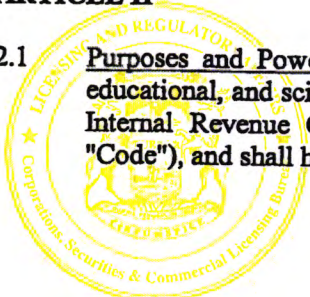
The following Restated Articles of Incorporation supersede the Articles of Incorporation, as amended, and shall be the Articles of Incorporation for the corporation:

ARTICLE I

- 1.1 Name. The name of the corporation is: **W.A. Foote Memorial Hospital**
- 1.2 System. The term "System," as used in these Articles, means the organized network of entities, each of which is a "System Entity," consisting of the Corporation, the Member and entities directly or indirectly wholly-owned by the Member which provide coordinated delivery of health care related services for residents of Jackson County, Michigan and surrounding areas.

ARTICLE II

- 2.1 Purposes and Powers. The Corporation is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation) (the "Code"), and shall have the following specific purposes and powers:

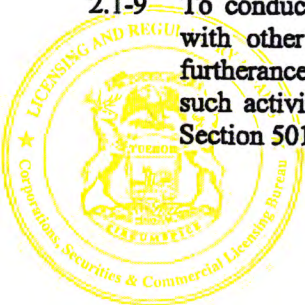


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- 2.1-1 To establish and maintain such facilities and services for the care of persons suffering from illness, injury or disability, the elderly and indigent and for the preservation of health as the Board of Trustees may determine including, without limitation:
- (a) One or more hospitals for the inpatient and outpatient care of persons suffering from illness, injury and disability, for the prevention of illness, injury and disability and for the maintenance of health.
 - (b) Facilities providing ambulatory care, nursing care, rehabilitation and other services.
 - (c) Other activities and programs designed and carried on to promote the general health of the Jackson community.
- 2.1-2 To promote and carry on such scientific research as the Board of Trustees may determine with respect to the cause, treatment and prevention of illness and injury, improvement of public health and other matters.
- 2.1-3 To participate in and carry on such activities as the Board of Trustees may determine for the education of physicians, nurses, other professional and paraprofessional personnel and the public about rendering care to the sick, injured and disabled, the prevention of illness and injury and the promotion of health.
- 2.1-4 To carry out its exempt purposes recognized by the Internal Revenue Service as a tax exempt organization under Section 501(c)(3) of the Code, and as a public charity which operates a hospital under Sections 509(a)(1) and 170(b)(1)(A)(iii) of the Code.
- 2.1-5 To acquire, own, use, lease as lessor or lessee, convey and otherwise deal with real and personal property and any interest therein, and to apply gifts, grants, bequests and devises and the proceeds of such, in furtherance of its charitable purposes.
- 2.1-6 To receive, accept and utilize all gifts or grants which may be furnished to it for its purposes.
- 2.1-7 To make gifts and grants to other nonprofit organizations in furtherance of the purposes of the Corporation; community organizations which will use such funds to carry out the tax exempt functions of the Corporation; or students and trainees, who are unrelated to the Trustees, officers or other persons who are in a position to substantially influence the Corporation, as scholarships for education in fields which are consistent with the Corporation's tax exempt purposes.
- 2.1-8 To contract with other organizations, for profit and nonprofit, with individuals, and with governmental agencies in furtherance of its purposes.
- 2.1-9 To conduct activities, either directly, through related organizations, or in cooperation with other organizations exempt from tax under Section 501(c)(3) of the Code in furtherance of its purposes, subject, however, to all limitations on the nature or extent of such activities applicable, from time to time, to organizations exempt from tax under Section 501(c)(3) of the Code.



- 2.1-10 To confer a benefit to its Member and other tax-exempt System Entities, which may include distributions, transfers or loans of the Corporation's income and/or assets to the Member or other tax-exempt System Entities or on their behalf, as long as the Member and tax-exempt System Entities remain exempt from tax under Section 501(c)(3) of the Code.
- 2.1-11 To do such things and to perform such acts to accomplish its purposes as are not forbidden by Section 501(c)(3) and 509(a)(1) of the Code, with all the powers conferred on nonprofit corporations by the laws of the State of Michigan.
- 2.2 Tax Exemption Compliance. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Sections 501(c)(3) and 509(a)(1) of the Code and its regulations or under state laws as they now exist or as they may hereafter be amended. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Board of Trustees, officers or other private persons. Further, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. No officer or Trustee shall have any title or interest to the Corporation's property. However, the Corporation may pay reasonable compensation for services rendered in furtherance of the Corporation's purposes, subject to its Bylaws.

ARTICLE III

- 3.1 The Corporation is organized on a nonstock basis.
- 3.2 The Corporation will be financed in accordance with a general plan of contributions received by devise, bequest, gift, or donation of any other kind from other sources; endowments; grants from government and individuals; loans, and income that will be derived from services rendered by the Corporation.
- 3.3 The Corporation is organized on a membership basis. The sole corporate member of the Corporation is Henry Ford Allegiance Health Group ("Member"). The Member's sole corporate member is Henry Ford Health System ("HFHS")

ARTICLE IV

- 4.1 The address of the registered office is: 205 North East Avenue, Jackson, Michigan 49201
- 4.2 The name of the resident agent is: Kenneth W. Empey

ARTICLE V

- 5.1 Powers Reserved to HFHS. HFHS shall have the sole authority to amend the Corporation's Articles of Incorporation and Bylaws provided (a) HFHS first consults with the Member's Board of Directors regarding the proposed amendment and (b) the amendment complies with Article XV of the Corporation's Bylaws.

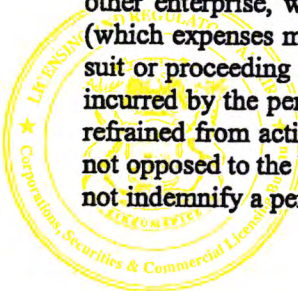


ARTICLE VI

- 6.1 Dissolution. Upon dissolution of the Corporation, the property remaining after providing for debts and obligations of the Corporation shall be distributed to the Member, provided that at the time of dissolution the Member is exempt from tax under Section 501(c)(3) of the Code. If, upon the Corporation's dissolution, the Member is not in existence and/or is not an organization described in Section 501(c)(3) of the Code, the property remaining after providing for debts and obligations of the Corporation shall be distributed to that organization exempt from tax under Section 501(c)(3) of the Code as may be designated by the last Board of Trustees and approved by HFHS, to serve public health purposes within Jackson County Michigan and surrounding areas.

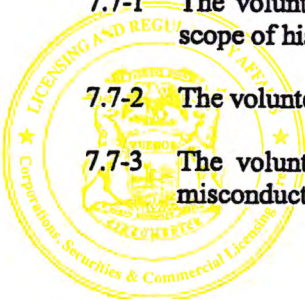
ARTICLE VII

- 7.1 Indemnification – Other Than Actions by or in Right of the Corporation. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify each and every Trustee, Board committee or subcommittee member, and officer (and may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a Trustee, Board committee or subcommittee member, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses, including attorney fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as permitted by law), judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or the Member, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interest of the Corporation or its Member and with respect to any criminal action or proceeding, had reasonable cause to believe the conduct was unlawful.
- 7.2 Actions by or in Right of the Corporation. The Corporation may, to the extent now or hereafter permitted by law, indemnify a person who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Trustee, Board committee or subcommittee member, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses, including attorney fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as permitted by law), and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Member, provided the Corporation shall not indemnify a person pursuant to this provision for a claim, issue or matter in which the person



is found liable to the Corporation except as expressly permitted by the Michigan Nonprofit Corporation Act.

- 7.3 Continuation of Rights. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Trustee, Board committee or subcommittee member, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.
- 7.4 Insurance. To the extent not prohibited by the Michigan Nonprofit Corporation Act, the Corporation may purchase and maintain insurance on behalf of any person who was or is a Trustee, Board committee or subcommittee member, officer, volunteer, employee or agent of the Corporation or was or is serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such persons and incurred in such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify against such liability by law.
- 7.5 Trustee and Volunteer Officer Liability. A Trustee or a volunteer officer (as defined in the Michigan Nonprofit Corporation Act) of the Corporation shall not be liable to the Corporation for monetary damages for any action taken or failure to take any action as a Trustee or a volunteer officer, except liability for any of the following:
- 7.5-1 The amount of a financial benefit received by a Trustee or volunteer officer to which he or she is not entitled.
 - 7.5-2 Intentional infliction of harm on the Corporation or its Member.
 - 7.5-3 A violation of Section 551 of the Michigan Nonprofit Corporation Act.
 - 7.5-4 An intentional criminal act.
 - 7.5-5 Liability imposed under Section 497(a) of the Michigan Nonprofit Corporation Act.
- 7.6 Assumption of Volunteer Trustee Liability. Provided the purposes, structures and activities of the Corporation are exclusively those described in Section 501(c)(3) of the Code, the Corporation assumes all liability to any person, other than the Corporation or its Member, for all acts or omissions of a volunteer Trustee occurring on or after the effective date of these Restated Articles of Incorporation and in the good faith performance of the volunteer Trustee's duties as such.
- 7.7 Additional Assumption of Volunteer Liability. The Corporation assumes the liability for the acts or omissions of a volunteer Trustee (to the extent that Section 7.6 is not applicable), volunteer officer or other volunteer occurring on or after the date these Restated Articles of Incorporation are adopted, if all of the following conditions are met:
- 7.7-1 The volunteer was acting or reasonably believed that he or she was acting within the scope of his or her authority;
 - 7.7-2 The volunteer was acting in good faith;
 - 7.7-3 The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;



7.7-4 The volunteer's conduct was not an intentional tort; and

7.7-5 The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed under Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956.

7.8 Amendment of Liability Law. If the Michigan Nonprofit Corporation Act is amended to authorize the further assumption by the Corporation, elimination or limitation of the liability of the trustees or volunteers of nonprofit corporations, then the liability of the Corporation's Trustees or volunteers, in addition to the assumption, limitation and elimination of liability contained in this Article, shall be assumed by the Corporation, eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended. Any amendment or repeal of this Article shall not adversely affect any right or protection of a Trustee or volunteer existing at the time of, or for or with respect to, any acts or omissions occurring prior to the effective date of any such amendment or repeal.

7.9 Limitation Regarding Tax-Exempt Status and Excess Benefit. In no case shall the Corporation make any payment under Article VII that would adversely affect the Corporation's status as an organization described under Section 501(c)(3) of the Code or would be treated as an excess benefit transaction under Section 4958 of the Code.

ARTICLE VIII

8.1 Effective Date. These Restated Articles shall become effective on April 1, 2016.

These Restated Articles of Incorporation were duly adopted on the 30th day of March, 2016, in accordance with the provisions of section 641 of the Act, by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

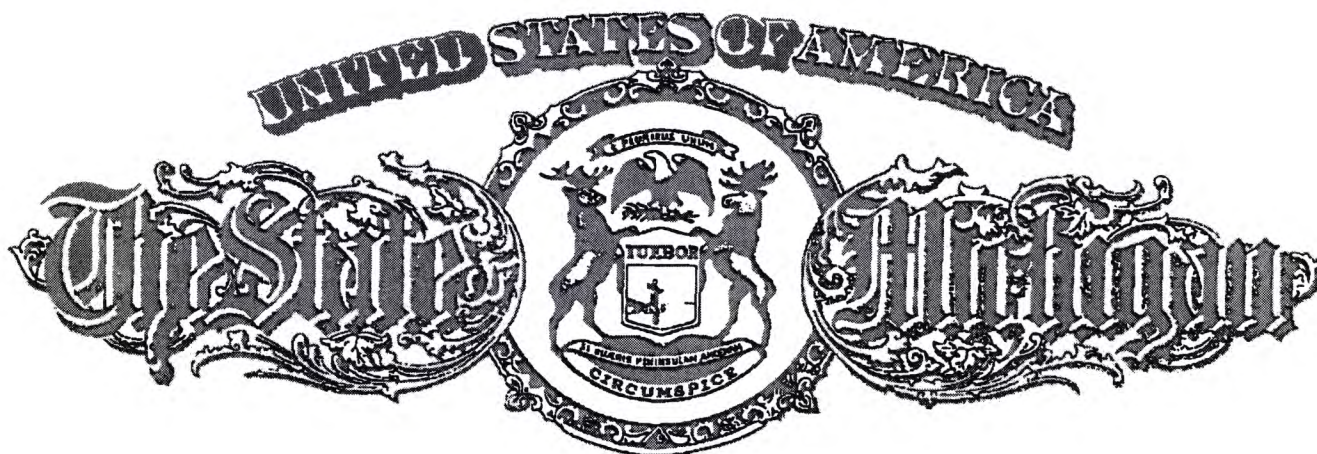
Signed this 31st day of March, 2016

By Georgia Fojtasek
(Signature of Authorized Officer or Agent)

Georgia Fojtasek
(Type or Print Name)

President and CEO
(Type or Print Title)





Department of Licensing and Regulatory Affairs
Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 31st day of March, 2016

Julia Dale

Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

Date Received

MAR 31 2016

(FOR BUREAU USE ONLY)

FILED

MAR 31 2016

ADMINISTRATOR
CORPORATIONS DIVISION

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

James L. Hughes, Esq./ Dickinson Wright PLLC

Address

350 South Main Street, Suite 300

City

Ann Arbor MI 48104

State

ZIP Code

Effective date: 4/1/16
EXPIRATION DATE:
DECEMBER 31, 2021

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

CERTIFICATE OF ASSUMED NAME

For use by Corporations, Limited Partnerships and Limited Liability Companies
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), Act 213, Public Acts of 1982 (limited partnerships), or Act 23, Public Acts of 1993 (limited liability companies), the undersigned execute the following Certificate:

1. The name of the corporation, limited partnership, or limited liability company is:

W. A. Foote Memorial Hospital

2. The identification number assigned by the Bureau is:

757093

3. The assumed name under which business is to be transacted is:

Henry Ford Allegiance Health

4. This document is hereby signed as required by the Act.

5. This Certificate of Assumed Name shall be effective April 1, 2016.

COMPLETE ITEM 5 ON PAGE 3 IF THIS NAME IS ASSUMED BY MORE THAN ONE ENTITY.

Signed this 31st day of March, 2016

By

Georgia Fojtasek

(Type or Print Name)

(Signature)

President & CEO

(Type or Print Title or Capacity)

(Limited Partnerships Only - Indicate Name of General Partner, if the General Partner is a corporation or other entity)

213278

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\$200.00 CK Indk 213560

SUMMARY DESCRIPTION OF ALLEGIANCE HEALTH & HENRY FORD HEALTH SYSTEM AFFILIATION

W.A. Foote Memorial Hospital, d/b/a Allegiance Health ("Allegiance"), whose principal corporate office is located in Jackson, Michigan, is a wholly-owned subsidiary of Allegiance Health Services ("AHS"). Effective April 1, 2016, AHS has been converted from a nonprofit directorship corporation to a nonprofit membership corporation and Henry Ford Health System ("HFHS") whose principal corporate office is located in Detroit, Michigan, will become the sole member of AHS ("Transaction"). Effective April 1, 2016:

- AHS has become a wholly-owned subsidiary of HFHS, with HFHS as the new ultimate parent of AHS and its subsidiaries, including Allegiance.
- AHS has changed its legal name to Henry Ford Allegiance Health Group (HFAHG). It's corporate identification number and tax identification number remain unchanged.
- Allegiance continues to exist, with the same employer identification number, and continues to be the owner and operator of its hospital and care facilities.
- Allegiance now conducts business under a new assumed name, "Henry Ford Allegiance Health."

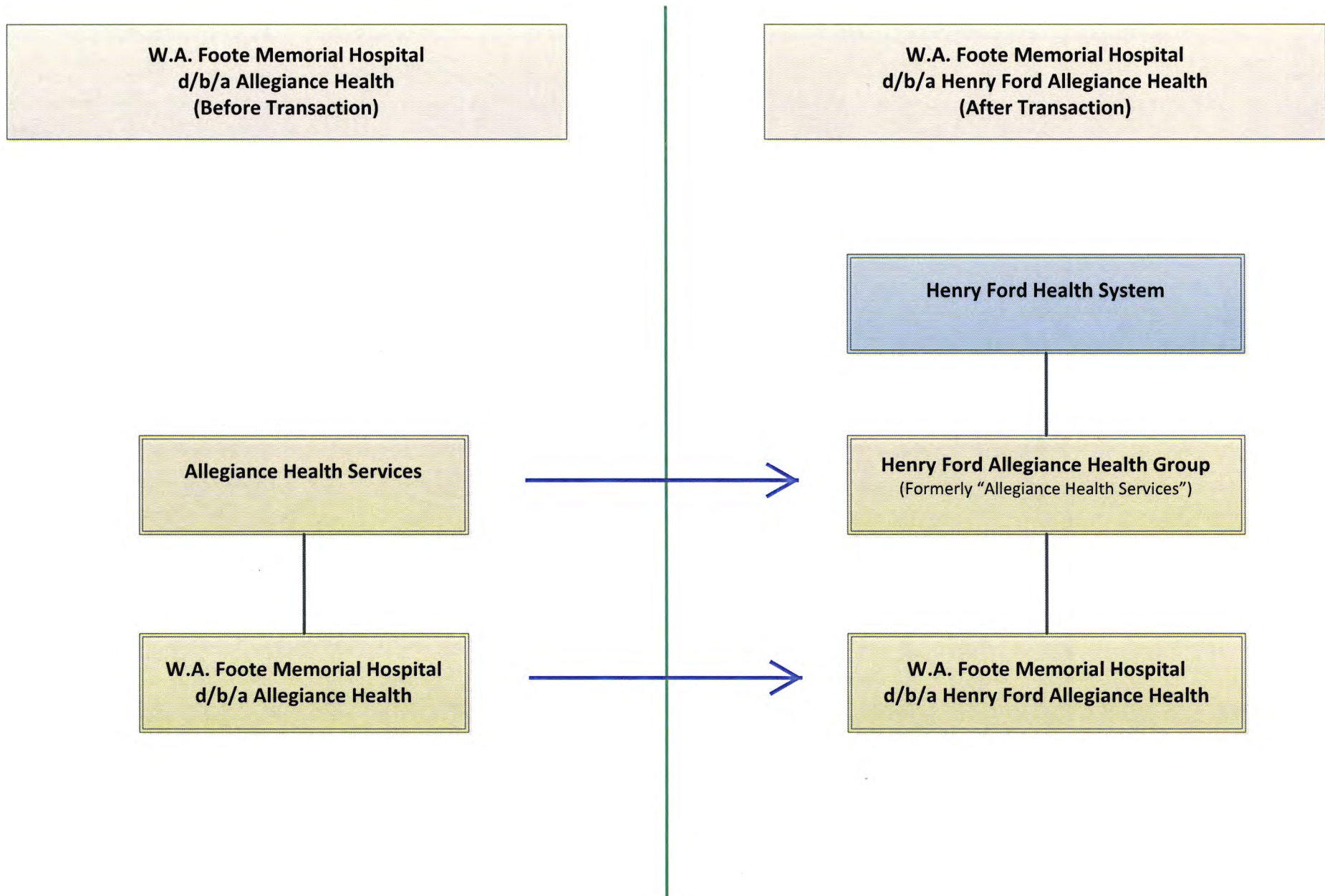
The immediate parent company of Allegiance will remain the same; only the ultimate parent of AHS will change due to the Transaction.

This type of transaction is sometimes referred to as a "tertiary affiliation," signifying that vis-à-vis Allegiance (the primary owner/operator/licensee), the new "owner entity" introduced into the equation by virtue of the Transaction, is three times removed. The important consideration is that as to Allegiance:

- The legal structure and ownership of Allegiance has not changed, i.e., Allegiance continues to be a membership corporation owned by sole member AHS (now with the new name "Henry Ford Allegiance Health Group");
- There has been no change to Allegiance's tax ID number, or Medicare and Medicaid provider numbers;

The attached graphic depicts the pre- and post-Transaction organizational structure.

Attachment



ORIGIN ID: JXNA 51778848003200
 MARIBETH A. COULOMBE
 ALLEGIANCE HEALTH
 205 N EAST AVE
 W.A. FOOTE MEMORIAL HOSPITAL
 JACKSON, MI 49201
 UNITED STATES US

SHIP DATE: 06APR16
 ACTWGT: 0.50 LB
 CAD: 105486048/WSX12600

BILL THIRD PARTY

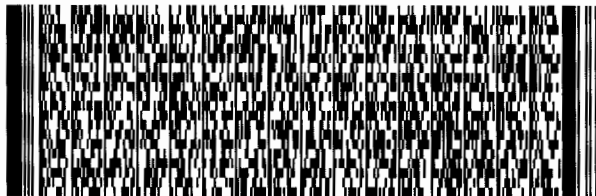
TO **MS. TOYE L.SIMMONS**
UNITED STATES NUCLEAR REGULATORY CO
2443 WARRENVILLE RD.
STE. 210
LISLE IL 60532

540J1110421727F

(630) 829-9842
 INV:
 PO:

REF:

DEPT: 8235.6119.8050



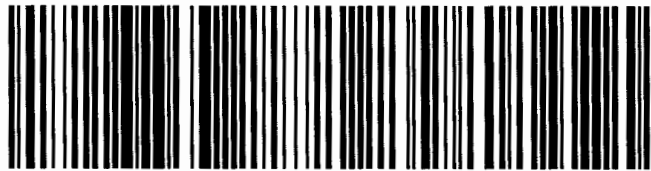
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Tracking Number(s): 782763283255	
From Address: Allegiance Health Maribeth A. Coulombe 205 N East Ave W.A. FOOTE MEMORIAL HOSPITAL Jackson, MI 49201 517-788-4800 x 3200	To Address: United States Nuclear Regulatory Commission Region III Ms. Toye L. Simmons 2443 Warrenville Rd. Ste. 210 Lisle, IL 60532-4352 630-829-9842