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HEALTH FACILITIES &
SERVICES REVIEW BOARD

September 2, 2014

Ms. Courtney Avery
Administrator
Illinois Health Facilities and Services Review Board
525 West Jefferson Street, 2nd Floor
Springfield, IL 62761

**Re: Notice of Project Completion – Cadence Health
Exemption # E-008-14
Exemption #E-012-14
Exemption #E-013-14
Exemption #E-014-14
Exemption #E-015-14**

Dear Ms. Avery:

This letter certifies that the exemptions listed above for the change of ownership of the Cadence Health facilities were completed on September 1, 2014. Attached please find a copy of the amended Cadence Health Foundation bylaws to reflect the condition attached to the July 14, 2014 HFSRB approval.

This letter is intended to complete the project close-out process for the above mentioned exemption permits. If further information or action is needed, please contact me at 312-926-8650.

Sincerely,



Bridget S. Orth
Director, Regulatory Facilities Planning

BY-LAWS
OF
CADENCE HEALTH FOUNDATION

Effective – 07/01/2012
Revised - 01/24/2014
Revised (Clerical) 04/03/14
Revised 09/01/2014

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**BYLAWS
OF
CADENCE HEALTH FOUNDATION**

**ARTICLE I
CORPORATION**

SECTION 1.1 Corporate Name. The name of the corporation shall be CADENCE HEALTH FOUNDATION, an Illinois not-for-profit corporation (the "**Corporation**").

SECTION 1.2 Corporate Purposes. The purposes for which the Corporation is organized are exclusively charitable, religious, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**") and in furtherance of those purposes, the Corporation may:

(a) Promote, by donation, loan or otherwise, the interests of the following organizations: Cadence Health, Delnor-Community Hospital, Central DuPage Hospital, and other organizations formally affiliated with any of the foregoing (collectively, hereinafter referred to as "**Cadence Health**"), as well as other charitable organizations; *provided, however*, that any such organization shall be described in Code Section 501(c)(3).

(b) Raise funds for any or all of the organizations described in subsection (a) of this section from the public and from all other sources available; receive and maintain and administer such funds and to expend principal and income therefrom in furtherance of these purposes.

(c) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes, except that the Corporation may not create or acquire wholly owned or controlled corporations without the express approval of the Member.

(d) Contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.

(e) Support community and public education programs to provide information about health care services and programs available in the community.

(f) Create, establish, manage, support and administer funds, trusts and endowments, and appropriate the income and principal thereof for the benefit, support, improvement, upkeep, expansion, replacement and operation of charitable purposes of the organizations described in subsection (a).

(g) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Code Section 501(c)(3), in the course of which operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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, except as authorized under the Code.

(iii) Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Code Section 501(c)(3), or (2) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

Notwithstanding any provision of these bylaws to the contrary, any unrestricted gifts that are held by the Corporation as of the effective date of the affiliation between CDH-Delnor Health System d/b/a Cadence Health and Northwestern Memorial HealthCare will continue to be used in a manner consistent with the Corporation's charitable purposes, for the benefit of the institutions served by Cadence Health and/or the populations located within Cadence Health's service area.

SECTION 1.3 Corporate Offices. The Corporation shall have and continuously maintain in this state a registered office and a registered agent whose office address is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

SECTION 1.4 Corporate Dissolution. In the event of dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to Cadence Health, an Illinois not-for-profit corporation, if then in existence and described in Code Section 501(c)(3), otherwise pursuant to a plan of distribution adopted by the Member to such organization or organizations organized and operated exclusively for religious, charitable, educational and scientific purposes as shall at the time be described in Code Section 501(c)(3).

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which, are organized and operated exclusively for such purposes.

ARTICLE II

MEMBER

SECTION 2.1 Member. The sole member of the Corporation shall be Cadence Health, an Illinois not-for-profit corporation (the “**Member**”).

SECTION 2.2 Responsibilities of the Member. The Member shall be considered the sole voting member of the Corporation for all purposes of the Illinois General Not-For-Profit-Corporation Act, and shall have the exclusive authority to take the following actions on behalf of the Corporation. The Member’s exercise of such authority may or may not be preceded by a recommendation from the Board of Directors:

- (a) To approve, appoint and remove all members of the Board of Directors of the Corporation;
- (b) To approve, appoint and remove all officers of the Corporation;
- (c) To approve all strategic plans and budgets for the Corporation;
- (d) To authorize and/or approve any changes to the articles of incorporation of the Corporation or to these bylaws;
- (e) To authorize and/or approve all transactions outside the ordinary course of business, including: merger or consolidation of the Corporation; substitution of the Corporation’s Member; the sale, lease, exchange or other disposition of all or substantially all of the Corporation’s assets; the establishment, acquisition or disposition by the Corporation of any subsidiary or affiliate; or the voluntary dissolution of the Corporation or the distribution of its assets;
- (f) To authorize and/or approve the incurrence, assumption or guarantee of debt by the Corporation outside the ordinary course of business (except as set forth in an approved budget);
- (g) To authorize and/or approve and execute all contracts of the Corporation which are of a type, or individually or in the aggregate exceed an obligation limit determined from time to time by the Member;

(h) To authorize and/or approve all accounting policies and financial auditors for the Corporation;

(i) To develop and/or approve compliance policies for application to the Corporation;

(j) To manage, sell, purchase or encumber real property of the Corporation;

(k) To authorize and approve investment policies for application to the Corporation and any of its funds;

(l) To authorize and approve intercompany transfers of capital by the Corporation;

(m) To authorize and approve the imposition and removal of restrictions made by the Corporation's Board of Directors on the use of funds; and

(n) To establish and implement any additional controls deemed necessary by the Member to protect Corporation assets, to avoid liabilities, and to otherwise reflect sound business practices.

SECTION 2.3 Action by Member. The Member shall take action with respect to the Corporation in the manner described in its bylaws.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.1 Powers of Board of Directors. Subject to the powers reserved to the Member, the property, funds and affairs of the Corporation shall be managed by or under the direction of the Board of Directors of the Corporation (the "**Board**") consistent with the articles of incorporation, bylaws and policies of the Corporation.

SECTION 3.2 Number. The Board shall have the number of directors established from time to time by the Member and shall include:

(a) Persons elected by the Sole Member (the "**Elected Directors**"); and

(b) The President and Chief Executive Officer of the Member and the Vice Chairperson of the Member Board, ex officio and with vote (the "**Ex Officio Directors**", and together with the Elected Directors, individually a "**Director**" and collectively the "**Directors**").

SECTION 3.3 Appointment, Term and Vacancies. Elected Directors shall be appointed annually by the Member for a term designated by the Member. Notwithstanding the forgoing, it is expected that Elected Directors shall be generally appointed by the Member for a three (3) years term; *provided, however*, that upon initial appointment of the Elected Directors, and from time to time when vacancies occur, the terms of the Directors may be staggered to ensure continuity and orderly transition of leadership. For the purposes of the initial appointment or re-appointment of Directors, such staggering shall require approximately one third of Directors be appointed for a one (1) year term, approximately one third of the Directors be appointed for a two (2) year term, and the remainder of the Directors shall receive a three (3) year term.

Each ex officio Director shall serve for so long as he or she continues to serve in such office, and shall be deemed to have automatically resigned from the Board when he or she ceases to serve in such capacity for any reason, whether by expiration of his or her term, death, resignation, removal or otherwise. The successor in such office shall automatically become an Ex Officio Director of the Corporation.

Other vacancies on the Board due to death, resignation or other cause shall be filled in the same manner as the appointment of directors. Any Elected Director who is appointed to fill a vacancy shall serve for the remainder of his or her predecessor's term, and all Directors shall hold office until their successors have been appointed and have qualified.

No Elected Director may serve consecutive terms whose duration exceeds twelve (12) years.

SECTION 3.4 Director Emeritus. An Elected Director who has served twelve (12) consecutive years and therefore no longer qualifies as Director may, provided he or she meets any other qualifications established by the Member, be appointed to an honorary position of Director Emeritus by the Member at any time during the Director's current term. The election of a Elected Director to the position of Director Emeritus shall create a vacancy on the Board of Directors. The decision of whether a Director qualifies for the position of Director Emeritus shall be in the sole and absolute discretion of the Member; *provided, however*, that the Board may recommend to the Member qualified nominees for Director Emeritus recognition.

A Director Emeritus shall have such rights as may be determined by the Member from time to time, but shall not be a voting member of the Board and shall not be counted against the number set forth in establishing the number of Directors or a quorum.

SECTION 3.5 Resignation. Any director may resign at any time by giving written notice of such resignation to the Member.

SECTION 3.6 Removal. Any director may be removed by the Member. Such removal may or may not be preceded by a recommendation from the Board of Directors

SECTION 3.7 Annual Meeting of Board. The annual meeting of the Board shall be held each year at the at such place, date and hour as may be designated from time to time by the Board of Directors.

SECTION 3.8 Regular Meetings of the Board. The Board shall hold regular meetings at such place, date and hour as may be designated from time to time by the Board

SECTION 3.9 Special Meetings of the Board. Special meetings of the Board may be called by the Board Chairperson or upon receipt of the written request of a majority of directors.

SECTION 3.10 Notice of Board Meeting. Written notice of all Board meetings shall be given to each Director at least five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the U.S. Mail with postage thereon prepaid. If notice be sent by private courier, such notice shall be deemed delivered when placed in the hands of such courier in a sealed, properly addressed envelope. If sent by facsimile, the proof of receipt at the director's designated fax number shall constitute proof of notice. If notice sent via email at the director's designated email address, such notice shall be deemed to be delivered by proof of such email having been sent. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any annual, regular or special meeting of the Board need be specified in the notice or waiver of notice for such meeting.

SECTION 3.11 Unanimous Consent Action by the Board. Directors may take action by unanimous written consent if executed as required by the Illinois General Not-for-Profit Corporation Act.

SECTION 3.12 Meeting by Conference Telephone. Members of the Board or any committee thereof may participate in and act at any meeting of the Board or such committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 3.13 Quorum at Board Meetings. For all meetings of the Board of Directors (other than for action taken by unanimous written consent), a quorum shall be a majority of the members of the Board of Directors then serving, who shall be present in person.

SECTION 3.14 Remuneration of Directors. Directors and members of all committees of the Board of Directors shall not receive any compensation for their services in such capacity; *provided, however*, that nothing herein contained shall be construed to preclude any director or committee member from receiving reimbursement from the Corporation for expenses actually

incurred for serving the Corporation as a Director or committee member, or reasonable compensation from the Corporation for services actually rendered on behalf of the Corporation in a capacity other than as a Director or committee member.

ARTICLE IV

OFFICERS OF THE CORPORATION

SECTION 4.1 Designation of Corporate Officers. The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, Treasurer and a Secretary of the Board (who must all be members of the Board) and such Assistant Treasurers and Assistant Secretaries (who may not be members of the Board) as may be deemed necessary to fulfill corporate responsibilities. All officers shall be appointed by the Member and shall hold office for a period of a one (1) year term or until successors have been duly appointed and qualified. All officers may succeed themselves, except that the Chairperson may be appointed to serve not more than three (3) consecutive terms.

SECTION 4.2 Duties of the Board Chairperson. The Board Chairperson shall have all the duties which that position would customarily require, including chairing all meetings of the Board of Directors and the Executive Committee and all other duties assigned to him or her under these bylaws or by Board resolution. He or she shall be an *ex officio* member (with voting rights) on all Board committees.

SECTION 4.3 Duties of the Vice-Chairperson. In the absence of the Chairperson or in the event of his or her inability or refusal to act, the Vice-Chairperson shall chair meetings of the Board of Directors and the Executive Committee and shall perform such other duties as may be delegated to him or her from time to time by the Board of Directors.

SECTION 4.5 Duties of the Vice Presidents. The Vice-Presidents, including the Chief Financial Officer, shall perform such duties and have such responsibilities as may be prescribed from time to time by the Chief Development Officer and shall be considered as members of the Chief Development Officer's staff.

SECTION 4.6 Duties of the Secretary. The Secretary shall act as secretary of the Corporation and the Board of Directors and, in such capacity, shall: (i) send or cause to be sent appropriate notices or waivers of notice regarding Board meetings; (ii) prepare or cause to be prepared agendas and other materials for all meetings of the Board of Directors; (iii) certify as to actions taken by the Board; (iv) act as official custodian of all records, reports and minutes of the Corporation, the Board of Directors and committees, or ensure appropriate custody of the same; (v) ensure the keeping and reporting of adequate records of all meetings of the Board of

Directors; and (vi) perform such other duties as are customarily performed by or required of corporate secretaries.

SECTION 4.7 Duties of the Treasurer. The Treasurer shall oversee the custody and control of all funds of the Corporation. The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation and, that reports of such transactions are presented to the Board.

SECTION 4.8 Duties of the Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers and Assistant Secretaries shall perform such duties, including those of Secretary or Treasurer, as may be necessary to fulfill corporate responsibilities.

SECTION 4.9 Removal of Officers. Any officer may be removed by the Member. Such removal may or may not be preceded by a recommendation from the Board; any such recommendation shall require the affirmative vote of two-thirds of those directors who are present at a meeting at which a quorum exists.

ARTICLE V

COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 5.1 Committees Generally. Committees of the Board shall be standing or special. The standing committees shall be the Executive Committee, the Development Committee, the Outreach and Education Committee, the Special Events Committee, and the Physician Committee. In addition to the standing committees, the Board may establish special or advisory committees which may be created or terminated at any time by resolution of the Board. Every committee shall consist of at least two or more Directors, and a majority of committee members must be Directors, unless otherwise noted. All committee chairpersons and committee members shall be appointed by the Board. The Board Chairperson shall be an *ex officio* member (with voting rights) of all Board committees.

SECTION 5.2 Executive Committee. The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary and Treasurer, the immediate past Chairperson of the Board of Directors, each chairperson of a standing committee, and the Member's Vice Chairperson of its board of directors. The Executive Committee shall have the authority to exercise all of the power of the Board of Directors, provided the Chairperson of the Board shall certify that the action taken by the Executive Committee is of such urgency that it cannot await the next regular meeting of the Board of Directors; that it is not possible to convene a special meeting of the Board of Directors in sufficient time to act upon such a matter; and that the action of the Executive Committee is reported at the first regular meeting of the Board of Directors which follows the said action of the Executive Committee. In addition, the committee shall have

the duty to: (a) assist in planning retreat agendas, (b) periodically conduct and report on governance self-assessments, (c) design and conduct orientation for new members of governance, (d) plan continuing education programs, opportunities, and requirements for members of governance, (e) evaluate and recommend changes in the size, expertise, and function of the Board of Directors as time and circumstances dictate, (f) establish and assess performance standards for Board membership, (g) annually assess the nomination status of the Board members whose terms expire in the current year, (h) recommend qualified candidate(s) to the Board for officership and membership on the Board; and (i) recommend qualified candidates to the Board for committee membership.

SECTION 5.3 Development Committee. The Development Committee shall consist of at least three (3) directors of the Corporation. The committee shall serve to provide leadership and direction to the Corporation's fundraising efforts. The committee shall have the duty to: (a) define and develop programs asking for philanthropic support, including any significant campaigns, (b) identify, qualify, cultivate, solicit, and steward donors, including developing education for Directors regarding giving and seeking funds, (c) ensure involvement of all Board members in fundraising activities, and (d) monitor fundraising efforts.

SECTION 5.4 Outreach and Education Committee. The Outreach and Education Committee shall serve to build on relationships with targeted members of the community and: (a) identify opportunities to assist the community benefits-focused committees of Cadence Health, (b) serve as a liaison with community groups to increase awareness of Cadence Health and its programs, (c) provide recommendations and oversight regarding grant distributions.

SECTION 5.5 Special Events Committee. The Special Events Committee shall serve to oversee significant events that raise funds and awareness of the Corporation and Cadence Health. The majority of the committee membership may consist of non-Board members. The special events committee shall have the duty to: (a) identify event attendees and educate them on Cadence Health's mission and (b) implement strategies to secure sponsors and attendees from events for philanthropic support.

SECTION 5.6 Physician Committee. The Physician Committee shall serve to increase physician awareness of the Corporation and Cadence Health's mission. The majority of the committee membership may consist of non-Board members. The Physician Committee shall have the duty to: (a) educate physicians about the Corporation and Cadence Health and physicians' impact on philanthropy, (b) identify prospective physician donors and develop cultivation and solicitation strategies, and (c) collaborate with the Corporation to identify and secure philanthropic support from grateful patients.

SECTION 5.7 Special Committees. Special committees may be appointed by the Board for such special tasks or as circumstances warrant. A special committee shall limit its activities to

the accomplishment of the tasks for which it is formed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the tasks for which created, a special committee shall disband and stand discharged.

SECTION 5.8 Committee Procedures Generally. Each committee shall record minutes (in whatever manner it selects) of its deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the Secretary of the Corporation or his or her designee. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the Chairperson, each of whom shall have the right to attend and participate in the deliberations of the committee. The Chairperson of the Board, or the committee chairperson, may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. A majority of the members of each committee shall constitute a quorum for the transaction of business and the act of a majority of the members of any committee present at a meeting at which a quorum exists shall be the action of the committee. Each committee may operate through the establishment of one or more subcommittees to be composed of such members of the committee and to have such duties and responsibilities as shall be delegated to the subcommittee by the committee. Each committee may adopt rules for its own operations of its subcommittees not inconsistent with these bylaws or the policies of the Board of Directors.

ARTICLE VI

FISCAL MATTERS

SECTION 6.1 Fiscal Year. The fiscal year of the Corporation shall commence on July 1 and shall end on August 31 of each calendar year.

SECTION 6.2 Loans and Indebtedness. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name except as set forth in an approved budget or otherwise authorized by the Member. Such authority may be general or confined to specific instances. The term "indebtedness" shall mean indebtedness for borrowed money or for the deferred purchase price of property or services, obligations as lessee under financing or capital leases, contract purchases and direct or indirect guarantees or endorsements with respect to indebtedness of others.

SECTION 6.3 Budgets. The Board shall receive and approve the annual budgets of the Corporation; *provided, however*, that such annual budgets shall be approved by the Member before the same shall become effective.

SECTION 6.4 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation or to the

Corporation, shall be signed or endorsed by such officer or officers, agent or agents of the Member as required by policy of the Corporation or the Member.

SECTION 6.5 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Member may select.

SECTION 6.6 Maintenance of Records. The Corporation shall keep correct and complete books and records of account and other records of the activities of the Corporation as may be appropriate. All such records shall be open to inspection upon the demand of any member of the Board of Directors.

SECTION 6.7 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise (a “**gift**”) for the general or any special purposes of the Corporation provided that such gifts meet any qualifications as established from time to time by the Corporation or the Member.

SECTION 6.8 Grants. From time to time the Board of Directors shall award grants to non-profit organizations described in Code Section 501(c)(3). These grants shall conform with both Federal and State statutes. Grant applications shall be in a form and contain information as specified by the Board of Directors. Grants exceeding thresholds established from time to time by the Board or Member shall require the approval of the Board or Member, as applicable,

SECTION 6.9 Transfers of Fixed Assets. Except in the ordinary course of business or as set forth in an approved budget, no transfer of the Corporation's fixed or capital assets shall be valid unless initiated and approved by the Member.

ARTICLE VII

AUXILIARY ORGANIZATIONS

The Board may sanction and recognize auxiliary and subsidiary groups, working for the general good of the Corporation and Cadence Health, and to stimulate public interest in the Corporation and Cadence Health, to render financial, material and other assistance to the Corporation and Cadence Health, and to any development foundation of which the Corporation or Cadence Health is named beneficiary. The auxiliary and subsidiary groups shall work under the direction of the Board, shall not be separately incorporated, shall have no authority to contract on behalf of or to pledge the credit of the Corporation and shall in all matters act consistently with the Corporation's tax-exempt status. The Board may, from time to time, nominate individuals from such auxiliary and subsidiary groups to the participate as a Director, and Directors shall from

time to time consider participating on the governing body of the auxiliary and subsidiary groups to assist in fostering collaboration and learning.

ARTICLE VIII

CONFLICTS OF INTEREST AND OTHER GOVERNANCE POLICIES

The Board shall implement a conflicts of interest policy, confidentiality policy, and such other governance policies and processes as may be prescribed by the Member from time to time.

ARTICLE IX

INDEMNIFICATION

SECTION 9.1 Basic Indemnification. The Corporation shall indemnify its members, officers and directors, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they are made parties, by reason of being or having been a member or an officer or director, except in relation to matters as to which any such member, officer or director shall be adjudged in such action, suit or proceeding to be guilty of or liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. Such right of indemnification shall not be deemed exclusive of any right, or rights, to which they may be entitled under any other bylaw, Board resolution, agreement or otherwise.

SECTION 9.2 Insurance of Risk. The Corporation shall purchase and maintain insurance on behalf of any and all of its present and former members, officers, directors, committee members, employees or agents against any liability or settlement based on liability asserted to have been incurred by them by reason of being or having been members, officers, directors, committee members, employees or agents of the Corporation.

ARTICLE X.

NON-DISCRIMINATION

The Corporation recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any employee, applicant for employment, director, officer, contractor or any other person with whom it deals, because of race, creed, color, sex, handicap or national origin.

ARTICLE XI.

AMENDMENTS

These bylaws, and the articles of incorporation of the Corporation, may be amended only by action of the Member. The Secretary or his or her designee may correct typographical, spelling, or other obvious clerical errors within these bylaws.

APPROVED by the sole Member of the Corporation effective as of the ____ day of _____, 2011.

CADENCE HEALTH

By _____

Its _____

ATTESTED to, on behalf of the Corporation, as of the ____ day of _____, 2011.

CADENCE HEALTH FOUNDATION

By _____

Its _____

**CERTIFICATE OF
THE SECRETARY
OF
CDH-DELNOR HEALTH SYSTEM d/b/a CADENCE HEALTH**

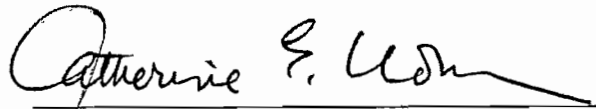
September 1, 2014

This Secretary's Certificate (the "Secretary's Certificate") is delivered pursuant to that certain Affiliation Agreement (the "Affiliation Agreement") dated May 15, 2014, by and between CDH-Delnor Health System d/b/a Cadence Health, an Illinois not-for-profit corporation ("Cadence"), and Northwestern Memorial Healthcare, an Illinois not-for-profit corporation ("NMHC").

The undersigned, solely in her capacity as Secretary of Cadence, and not in a personal or any other capacity, hereby certifies that:

1. Michael V. Vivoda is the President and Chief Executive Officer of Cadence Health as of the date hereof;
2. Attached as Exhibit A are true and correct copies of resolutions duly adopted by the Board of Directors of Cadence approving the actions and transactions contemplated by the Affiliation Agreement, including the amendment of the governance documents of Cadence and certain of its affiliates as set forth therein; and
3. The foregoing resolutions remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned executes this Secretary's Certificate as of the date first written above.


Catherine E. Kozik
Secretary