

DSCB:15-1915/5915-2

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- The amendment adopted by the corporation, set forth in full, is as follows

- The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- The restated Articles of Incorporation supersedes the original articles and all amendments thereto.

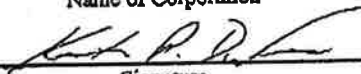
IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

7th day of August

2008.

Butler Healthcare Providers

Name of Corporation


Signature

President

Title

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BUTLER HEALTHCARE PROVIDERS

ARTICLE 1. The name of the Corporation is Butler Healthcare Providers, a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania (the "Corporation"). The Corporation may also be referred to as Butler Memorial Hospital.

ARTICLE 2. The location and post office address of the current registered office of the Corporation in the Commonwealth of Pennsylvania is 911 East Brady St., Butler, Pennsylvania 16001.

ARTICLE 3. The Corporation is incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania for the purpose of conducting exclusively charitable, educational, literary or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue law) (the "Code"), including for such purposes:

A. To establish, own, operate and maintain, as a not-for-profit corporation, hospitals, medical centers and other facilities of all kinds for the care and treatment of sick, ailing, injured or otherwise unwell persons and to annually evaluate performance in relation to the vision, mission and goals.

B. To promote, advance, and engage, as a not-for-profit corporation, in instruction, education and research and other activities of all kinds including but not limited to physicians, nursing, physician assistants, technicians, professional graduate education, and paramedical instruction and education, relating to the care and treatment of sick, ailing, injured or otherwise unwell persons, the prevention of disease and injuries, and generally for the public welfare, and to establish, own, operate and maintain any and all such facilities as may be necessary or appropriate for such activities; including, without limiting the generality of the foregoing, to provide on a nonprofit basis, hospital facilities and services for the care and treatment of persons who are acutely ill who otherwise require medical care and related services of the kind customarily furnished most effectively by hospitals, pursuant to Section 242 of the National Housing Act, as amended.

C. To carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with any of the foregoing purposes with all powers and privileges granted by the Pennsylvania Nonprofit Corporation Law, subject to the limitations imposed under Section 501 (c)(3) of the Code.

ARTICLE 4. All activities of the Corporation shall be subject to the following restrictions:



A. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation that is exempt from federal income taxation as an organization described in Code Section 501(c)(3), or (2) as a corporation, contributions to which are deductible under Code Section 170(c)(2).

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any such person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

E. It is intended that this Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3). All terms and provisions of these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied and carried out in accordance with this intent. If the Corporation is classified as a private foundation, the Corporation shall: (1) make distributions for each tax year at such time and in such amounts so that it will not become subject to the tax imposed by Code Section 4942; (2) not engage in any act of self-dealing as defined in Code Section 4941(d); (3) not retain any excess business holdings as defined in Code Section 4943(c); (4) not make any investments in a manner that would subject it to tax under Code Section 4944; and (5) not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE 5. The term for which the Corporation is to exist is perpetual.

ARTICLE 6. The Corporation is organized upon a nonstock basis.

ARTICLE 7. The Corporation shall have one member. The sole member shall be Butler Health System, Inc.

ARTICLE 8. In the event the Corporation is dissolved, its net assets shall be distributed to such entities sharing a common parent with the Corporation, to the parent of the Corporation, or to units of the Corporation which may continue in existence with a purpose consistent with that of the Corporation, as determined by the Board, or, if none, to such entities as may be selected by the Board which provide health care services to the people of Butler County, Pennsylvania or to the United States, a state or local government, provided that such distributees all enjoy tax-exempt status under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future Federal Tax Law) at the time of distribution. If for any reason such distribution cannot be carried out, such net assets

shall be distributed to such other organization or organizations organized exclusively for charitable purposes enjoying tax-exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future Federal Tax Law) at the time of distribution, as may be selected by the Board with the approval of the Member (if the Member is then in existence), or if such action is not taken by the Board, as may be selected by the United States District Court for the District of Pennsylvania.

ARTICLE 9. The Articles of Incorporation of the Corporation may be amended, revised or restated by an affirmative vote of not less than two-thirds (2/3) of the voting Trustees of the fully constituted Board, subject to the approval of the Member as set forth in the By-Laws of the Corporation

IN WITNESS WHEREOF, the President of the Corporation has signed these Amended and Restated Articles of Incorporation this 7th day of August, 2008.

BUTLER HEALTHCARE PROVIDERS

By:


Kenneth P. DeFurio, President