



State of Missouri
Rebecca McDowell Cook, Secretary of State
 P. O. Box 778, Jefferson City, MO 65102
 Corporation Division

**FILED AND CERTIFICATE
 ISSUED**

JAN 31 1996

**Articles of Merger
 for Nonprofit Corporations**
 (Submit in duplicate with filing fee of \$10.00)

The undersigned corporations, for the purpose of merging, hereby execute the following articles of merger:

Rebecca McDowell Cook
SECRETARY OF STATE

- (1) The names of the merging corporations: Barnes Hospital
The Jewish Hospital of St. Louis
 The name of the surviving corporation: The Jewish Hospital of St. Louis

- (2) Attach plan of merger.
- (3) If approval of members was not required, and the plan was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): X

- (4) If approval by members was required, check here and provide the following information: _____

A. Number of memberships outstanding: _____

B. Complete either i or ii.

i. Number of votes for and against the merger by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

ii. Number of undisputed votes cast for merger was sufficient for approval, and was:

Class:	Number voting undisputed:
_____	_____
_____	_____
_____	_____

- (5) If approval of the plan by some person(s) other than the members or the board was required, and that approval has been obtained, check here: X

- (6) Attach a statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger.

- (7) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: _____

(Date may not be more than 90 days after the filing date in this office)

In affirmation of the facts stated above,

Wayne M. Lerner

Wayne M. Lerner, DPH, President

1/22/96

(Authorized signature of officer or chairman of the board)

(Title)

(Date of signature)

EXHIBIT A
PLAN OF MERGER
FOR
BARNES HOSPITAL
(A Missouri nonprofit public benefit corporation)
WITH AND INTO
THE JEWISH HOSPITAL OF ST. LOUIS
(A Missouri nonprofit public benefit corporation)

This Plan of Merger ("Plan of Merger") is by and between Barnes Hospital, a Missouri nonprofit public benefit corporation (referred to as "Barnes" or the "Merged Corporation"), and The Jewish Hospital of St. Louis, a Missouri nonprofit public benefit corporation (referred to as "Jewish" or the "Surviving Corporation") (the Merged Corporation and the Surviving Corporation are hereinafter sometimes referred to individually as a "Constituent Corporation" or collectively as the "Constituent Corporations").

WHEREAS, Barnes is a nonprofit public benefit corporation organized and existing under the Missouri Nonprofit Corporation Act (the "Act");

WHEREAS, the sole corporate member of Barnes is BJC Health System, a Missouri nonprofit public benefit corporation (referred to as "BJC" or the "Corporate Member");

WHEREAS, BJC has no voting rights with respect to the election of the directors of Barnes and is not a "member" as that term is defined in the Act, but has certain rights derived from the Articles of Incorporation and Bylaws of Barnes;

WHEREAS, Jewish is a nonprofit public benefit corporation organized and existing under the Act;

WHEREAS, the sole corporate member of Jewish is also BJC;

WHEREAS, BJC has no voting rights with respect to the election of the directors of Jewish and is not a "member" as that term is defined in the Act, but has certain rights derived from the Articles of Incorporation and Bylaws of Jewish;

WHEREAS, the respective Boards of Directors of Barnes, Jewish, and the Corporate Member have determined that it is in the best interests of the Constituent Corporations that the Merged Corporation be merged with and into the Surviving Corporation pursuant to the

terms of this Plan of Merger and in accordance with the applicable provisions of the laws of the State of Missouri; and

WHEREAS, at meetings of the respective boards of Barnes held on December 20, 1995; of Jewish held on December 18, 1995; and the Corporate member held on December 19, 1995; each receiving the votes of a majority of the directors then in office, have approved and adopted this Plan of Merger.

NOW, THEREFORE, in consideration of the terms and conditions herein set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Corporations hereby agree as follows:

I. MERGER. The Merged Corporation shall merge with and into the Surviving Corporation in accordance with the applicable provisions of the laws of the State of Missouri and Jewish shall be the "surviving corporation," as that term is used in the Act. Upon the approval and adoption of this Plan of Merger, Articles of Merger incorporating this Plan of Merger shall be duly executed by the appropriate officers of the Constituent Corporations, and shall be filed with the Secretary of State of the State of Missouri. The merger of the Constituent Corporations shall be effective upon the issuance of the certificate of merger by the Secretary of State.

II. EFFECTS OF MERGER. Upon the merger becoming effective as provided in the applicable laws of the State of Missouri:

1. The Merged Corporation shall merge into the Surviving Corporation, and the separate existence of the Constituent Corporations except for the Surviving Corporation shall cease. The name of the Surviving Corporation upon the merger becoming effective shall be "Barnes-Jewish Hospital."
2. The title to all real estate and other property owned by the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment subject to any and all conditions to which the property was subject prior to the merger.
3. The Surviving Corporation shall possess all liabilities and obligations of the Constituent Corporations.
4. Any proceeding pending against the Constituent Corporations shall be continued as if the merger did not occur or the Surviving Corporation shall be substituted in the proceeding for the Merged Corporation.
5. BJC, being the sole corporate member of both Barnes and Jewish, shall be the sole corporate member of the Surviving Corporation. The rights of the sole corporate member of the Surviving Corporation shall not be diminished by virtue of the merger and shall be as stated in the Articles of Incorporation and Bylaws of the Surviving Corporation.

6. BJC, as sole corporate member of the Surviving Corporation, shall have no voting rights with respect to the election of the directors of the Surviving Corporation, and shall not be a "member" as that term is defined in the Act. The Surviving Corporation shall have no "members" as such term is defined in the Act.

III. ARTICLES OF INCORPORATION. Upon the merger becoming effective as provided in the applicable law of the State of Missouri, the Articles of Incorporation of the Surviving Corporation, as set forth in Attachment I hereto, shall constitute the Articles of Incorporation of the Surviving Corporation after the effective date of the merger, until further amended or restated in the manner provided by law.

IV. BYLAWS. Prior to or upon the merger becoming effective as provided in the applicable law of the State of Missouri, the Bylaws of the Surviving Corporation shall be amended in accordance with the terms of the merger and in the manner provided in such Bylaws.

V. OTHER CONDITIONS.

1. Barnes and Jewish shall at all times be given equal representation on the Board of Directors of the Surviving Corporation, which shall initially consist of twenty-nine (29) directors, to be appointed according to the provisions of the Bylaws of the Surviving Corporation. Ten (10) directors of the Surviving Corporation Board, to be designated Class B directors, shall be selected by the current Board of Directors of Barnes, and ten (10) directors of the Surviving Corporation Board, to be designated Class J directors, shall be selected by the current Board of Directors of Jewish. Thereafter, each class of directors shall, as provided in the Bylaws of the Surviving Corporation, nominate individuals to fill any vacancies within that class. In addition, any and all Class B directors shall be approved by the Bishop of the Missouri Area of the United Methodist Church (the "Bishop") prior to their initial appointment and one director of the Class B directors shall at all times be the Bishop or the Bishop's designee. The following individuals shall serve as *ex officio* voting directors of the Surviving Corporation Board: (a) the President and Chief Executive Officer of BJC; (b) the Dean or Executive Vice-Chancellor of the Washington University Medical School or his or her successor; (c) the President and Senior Executive Officer of the Surviving Corporation, and (d) the Presidents of each of the two (2) Auxiliaries of the Surviving Corporation. For the first four (4) years that the Board of Directors of the Surviving Corporation is in existence, two regular directors shall be designated as At-Large directors. Thereafter, each of the two (2) At-Large directorships shall terminate. Finally, one member each of the private and full-time medical staff of the Surviving Corporation shall serve as directors of the Surviving Corporation Board.

2. In the event of a vacancy on the Surviving Corporation Board, a new director shall be nominated by the Class of which the former director was a member (and in the case of Class B directors, approved by the Bishop) and elected by a majority of the number of voting directors authorized by the Bylaws of the Surviving Corporation, or as otherwise provided by the Bylaws of the Surviving Corporation.

3. The Surviving Corporation shall have a single President who shall also serve as its Senior Executive Officer. The President and Chief Executive Officer of BJC shall have the authority to select and appoint the President and Senior Executive Officer of the Surviving Corporation subject to ratification by the Surviving Corporation Board of Directors. Both the Chief Executive Officer of BJC and the Surviving Corporation Board shall have the authority to evaluate and remove the President and Senior Executive Officer of the Surviving Corporation without the consent of the other.

4. The Constituent Corporations recognize and confirm the importance of providing support for the chapels and the ecumenical chaplaincy programs currently existing at Barnes and Jewish. Following the merger, the Surviving Corporation shall continue to provide support in its health care facilities for an ecumenical chaplaincy program. The director or directors of the ecumenical chaplaincy program shall have a direct line of communication with both the President and Senior Executive Officer of the Surviving Corporation and the Chief Executive Officer of BJC.

5. In recognition of the unique cultural and religious origins, traditions, and customs of the Constituent Corporations and their constituencies, the Surviving Corporation shall provide an environment in its facilities that accommodates and makes comfortable members of Jewish, Christian, and other religious denominations. Accordingly, the Surviving Corporation shall make improvements and changes in the existing policies and physical premises of all acute care facilities that the Surviving Corporation shall operate in order to accommodate the religious needs of its patients, employees, and constituencies.

08194-105

**AMENDED IN THEIR ENTIRETY
ARTICLES OF INCORPORATION
OF
BARNES-JEWISH HOSPITAL
A NONPROFIT PUBLIC BENEFIT CORPORATION**

The undersigned corporation, for the purpose of Amending in Their Entirety its Articles of Incorporation and pursuant to the provisions of the Missouri Nonprofit Corporation Act hereby execute the following Amended in Their Entirety Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation is Barnes-Jewish Hospital.

**ARTICLE II
PUBLIC BENEFIT CORPORATION**

This corporation is a public benefit corporation.

**ARTICLE III
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and street address of the Corporation's Registered Agent and Registered Office in the State of Missouri is Michael DeHaven, 4444 Forest Park Avenue, St. Louis, Missouri 63108.

**ARTICLE V
MEMBER**

The sole corporate member of the Corporation shall be BJC Health System, a Missouri nonprofit public benefit corporation (the "Sole Corporate Member"). The Sole Corporate Member shall have those powers granted to it by these Articles of Incorporation and by the Corporation's Bylaws. The Sole Corporate Member shall have no voting rights with respect to the election of the directors of the Corporation, and is not a "member" as that term is defined in the Missouri Nonprofit Corporation Act, as now existing or as hereafter amended (the "Act"). The Corporation shall have no "members" as such term is defined in the Act.

ARTICLE VI
DISSOLUTION

Upon the dissolution or liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the property and assets of any nature of the Corporation to the Sole Corporate Member, if it is then qualified as an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), and if the Sole Corporate Member is not then so qualified, then to any successor corporation of the Sole Corporate Member which is then so qualified, and if no such successor is so qualified, then to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time be so qualified and as the Board of Directors shall determine in accordance with the Act or any other applicable law. Any assets not so disposed of in accordance with the above procedures shall be disposed of by the circuit court of the city or county in which the principal office of the Corporation has been located, exclusively for one or more such exempt purposes, or to such organization or organizations, organized and operated exclusively for one or more of the exempt purposes of the Corporation described herein and then qualified under Section 501(c)(3) of the Code, as such court shall determine.

ARTICLE VII
OBJECTS AND PURPOSES

The Corporation is organized exclusively for the following purposes:

- A. To operate exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code;
- B. To conduct, support, and manage medical facilities for the purpose of affording medical and surgical care to sick, injured, or disabled persons, regardless of race or creed;
- C. To do and engage in any and all lawful activities that may be incidental to or reasonably necessary to any of the foregoing purposes and to have and exercise all other powers or authority now or hereafter conferred under the laws of the State of Missouri;
- D. To otherwise operate in furtherance of the exempt purposes of the Corporation, exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:
 - 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, officer, or other private individual or entity, 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 exempt purposes set forth herein;

2. Except to the extent permitted by a timely election, if any, under Section 501(c)(3) of the Code, 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 (including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office;
3. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or (c) by a corporation organized under the Act.

ARTICLE VIII **BOARD OF DIRECTORS**

The number of Directors may be fixed from time to time by the Bylaws of the Corporation, except that there shall not be less than three (3) Directors. The Directors shall be elected in the manner and for the terms provided by the Bylaws.

ARTICLE IX **AMENDMENTS TO THESE ARTICLES**

The Corporation may amend its Articles of Incorporation from time to time in the manner prescribed by the Bylaws of the Corporation and the laws of the State of Missouri in effect at the time of making any such amendment, provided that the Corporation shall obtain the Sole Corporate Member's prior approval for any such amendments.

ARTICLE X **INDEMNIFICATION**

The Corporation shall hold harmless and indemnify each Director, officer, employee, and agent to the fullest extent authorized or permitted by the provisions of Sections 355.461 through 355.501 of the Act or any other additional statutory provisions which are hereafter adopted authorizing or permitting such indemnification.

ARTICLE XI **ORIGINAL INCORPORATORS**

The original incorporators were: Major B. Einstein, Millard A. Waldheim, Henry H. Stern, Robert H. Mayer, John M. Shoenberg, Marjorie G. Levy, Norma S. Mendle, Mrs. Eli Strassner, Selma P. Frank, Norman Bierman and Louis Liebson.

ARTICLE XII
EFFECTIVE DATE

The effective date of these Amended in Their Entirety Articles of Incorporation shall be January 31, 1996.

1/29/96
A:articles.bjh

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State
CORPORATION DIVISION

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
BARNES HOSPITAL (#N00013624)

INTO:

THE JEWISH HOSPITAL OF ST. LOUIS (#N00047528)

Organized and Existing Under Law of **Missouri**
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected, with

THE JEWISH HOSPITAL OF ST. LOUIS (#N00047528)

as the surviving corporation.

The name subsequently changed to:
BARNES-JEWISH HOSPITAL

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
31st DAY OF January , 19 96 .



Rebecca McDowell Cook

Secretary of State

\$10.00