

NEWMAN, COMLEY & RUTH

PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS AT LAW
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JEFFERSON CITY, MISSOURI 65102-0537
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ROBERT K. ANGSTEAD
MARK W. COMLEY
CATHLEEN A. MARTIN
STEPHEN G. NEWMAN
JOHN A. RUTH

January 12, 2004

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

FILED²
JAN 12 2004
Missouri Public
Service Commission

Re: Bethesda Health Group, Inc.

Dear Judge Roberts:

Please find enclosed for filing in the referenced matter the original and five copies of an Application for Certificate of Service Authority to Provide Shared Tenant Services in the State of Missouri.

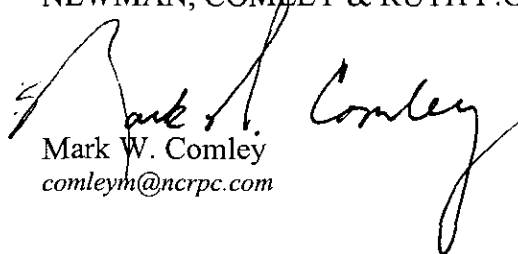
Would you please bring this filing to the attention of the appropriate Commission personnel.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab
Enclosure

cc: Office of Public Counsel
General Counsel's Office
Jill M. Frein

FILED²

JAN 12 2004

Missouri Public
Service Commission

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the matter of the Application)
of Bethesda Health Group, Inc.)
for a certificate of service authority to) Case No. _____
provide Shared Tenant Services within)
the State of Missouri)

**APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY
TO PROVIDE SHARED TENANT SERVICES
IN THE STATE OF MISSOURI**

PLEASE PRINT OR TYPE

1. Name of Applicant: Date of Application:

Name: Bethesda Health Group, Inc.

2. Address of Principal Place of Business:

1630 Des Peres Road, Suite 290
St. Louis, MO 63131-1800

Contact Person Who Can Respond to
Questions from the Commission:

Donald J. Cognata
VP Administrative Services
St. Louis, MO 63131-1800
(314) 800-1904

Jill Roethler
Corporate Project Manager
1630 Des Peres Road, Suite 290
St. Louis, MO 63131-1800
(314) 800-1987

~~~~~  
3. Applicant is:

\_\_\_\_ Individual doing business under own name.

\_\_\_\_ Individual doing business under fictitious name.

(Attach a copy of registration of fictitious name with Secretary of State.)

\_\_\_\_ Partnership. (Attach copy of partnership agreement.)

(Missouri Bar Attorney must file the Application.)

☒ Missouri Corporation. (Attach certified copy of Articles of Incorporation and Certificate of  
incorporation from the Secretary of State.)(Missouri Bar Attorney must file the Application.)

\_\_\_\_ Corporation - Not Missouri. (Attach certificate of authorization to transact business in  
Missouri from Secretary of State.)(Missouri Bar Attorney must file the Application.)

~~~~~  
4. Applicant proposes to provide Shared Tenant Services (STS) in the State of Missouri under

the jurisdiction of the Missouri Public Service Commission (Commission) pursuant to Sections 392.410 and 392.520, RSMo. 1996. Applicant requests Certificate of Service Authority to install, own, operate, control, manage and maintain Shared Tenant Services as described on the attached continuation sheets.

Number of locations to be served: _____ (Attach one continuation sheet for each location to be served.)

5. Applicant agrees that the Certificate of Service Authority will authorize provision only of Shared Tenant Services in the State of Missouri and does not authorize the provision of any other telecommunications services.
6. Applicant agrees to notify tenants in advance of subscribing to STS that local exchange access may not be immediately available if STS is terminated at the location.
7. Applicant Agrees to notify the Commission if STS is discontinued at a location, and state the date notice was given to the Local Exchange Company.
8. Applicant requests that this Certificate of Service Authority be made applicable to additional locations which may be served by the Applicant in the future. However, the Applicant must update paragraph four (4) of this Applicant and file additional continuation sheets at least sixty (60) days prior to the anticipated establishment of STS at each additional location. The Applicant recognizes that this paragraph eight (8) in no way constitutes a waiver of the single building or less requirement.
9. Applicant agrees to provide annual reports to the Commission listing all premises served and other information required by the Commission.
10. Applicant agrees to comply with all Commission rules and regulations which are applicable to providers of Shared Tenant Services.
11. Applicant understands that an authorization to provide Shared Tenant Services is not transferable.
12. Applicant understands that providing Shared Tenant Services without a Certificate of Service Authority, or in violation of the terms and conditions prescribed for the provision of such service, may subject the Applicant to penalties as provided by law.
13. Applicant further agrees to notify the Missouri Public Service Commission if, for any reason, Applicant ceases to provide Shared Tenant Services in the State of Missouri.
14. Unless and until otherwise ordered by the Commission, Applicant agrees to pay its annual apportioned share of general regulatory expenditures that are charged to telephone companies

pursuant to Section 393.370, RSMo. 1996.

-
15. Applicant agrees to cooperate with Staff in providing additional information which may be needed to process this applicant. In addition, Applicant agrees to maintain the information listed on Page 3 hereto, and understands that it maybe required to supply that information to the Commission or its Staff at a later date.
-

16. The original Application and five copies should be mailed to:

Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

One copy should be mailed to:

Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65102

One copy should be mailed to the Local Exchange Company(ies) which would serve the Shared Tenant Services location.

17. If Applicant foresees any problem in retaining and/or providing the following information to the Commission, please put an X in front of the letter and explain the problem or provide comments in the space following the item. Attach additional sheets if necessary.
- ☐ A. A complete description of all proposed telecommunications services to be offered at each location.
 - ☐ B. A complete description of any non-telecommunications services offered at each location.
 - ☐ C. A copy of the contract(s) the Applicant intends to use with its tenants.
 - ☐ D. A copy of the contract(s) the Applicant intends to sign with the Local Exchange Company.
 - ☐ E. A description of the type of STS technology to be used at each location. (i.e., type of PBX, partitioned, etc.)
 - ☐ F. An annual listing of any STS related complaints from tenants which would also specify the nature of the complaint.
 - ☐ G. Description of the form of interconnection used to provide toll service to tenant. (e.g., direct trunks to the interexchange carrier.)
 - ☐ H. A copy of the notice used by the Applicant to notify tenants that local exchange access line service may not be immediately available if STS is terminated at the location.
 - ☐ I. Rates charged by the Applicant at each location.
 - ☐ J. The total number of tenants and corresponding stations served at each

location.

18. Location to be served:

To be served now:

Bethesda Orchard
21 North Old Orchard Ave.
Webster Groves, MO 63119

To be served at a later date (1-5 years out):

Bethesda Barclay House
230 South Brentwood Blvd.
Clayton, MO 63105

Bethesda Gardens
420 South Kirkwood Road
Kirkwood, MO 63122

Bethesda Terrace
2535 Oakmont Terrace Drive
St. Louis, MO 63129

19. Description of premises:

Independent Senior Living

20. Name and address of Building Owner:

Bethesda Health Group, Inc.
1630 Des Peres Road, Suite 290
St. Louis, MO 63131-1800

21. If Applicant is not the Building Owner, has Applicant received formal authorization from the Building Owner(s) to provide STS? _____ Yes _____ No

N/A

22. Does a Local Exchange Company own the building's Riser Cable? _____ Yes X No

A. Name and Address of Owner of the Riser Cable:

B. Does the inside wiring conform with the Local Exchange Company's standards?

X Yes _____ No

C. Would the Local Exchange Company have access to cabling to serve tenants requesting direct services from them?

X Yes _____ No

D. Would the owner of the cable charge the Local Exchange Company for the use of this

cabling?

 Yes X No

E. If so, what would be the maximum rate?

23. Consistent with the Commission's treatment of other certificated Shared Tenant Services providers, Applicant requests that the following statutes and regulations be waived.

392.220 File tariffs with the Commission.

392.230 Charges for short and long distance service.

392.370(4) Submission of cost information.

392.370(5) Application of 392.220 and 392.230 for transitionally competitive services.

392.390(3) Separations reports.

392.500 Changes in rates.

392.240(1) Rates-reasonable average return on investment.

392.270 Property Valuation.

392.280 Depreciation rates.

392.290 Issuance of stocks and bonds.

392.310 Issuance of stocks and bonds.

392.320 Issuance of stocks and bonds.

392.330 Issuance of stocks and bonds.

392.340 Reorganization.

4 CSR 240-10.020 Issuance on depreciation fund investments.

4 CSR 240-30.010(2)(C) Posting exchange rates in central office.

4 CSR 240-30.040 Uniform system of accounts.

4 CSR 240-32.030(1)(B) Exchange boundary maps.

4 CSR 240-32.030(1)(C) Record of access lines.

4 CSR 240-32.030(2) Telephone directories.

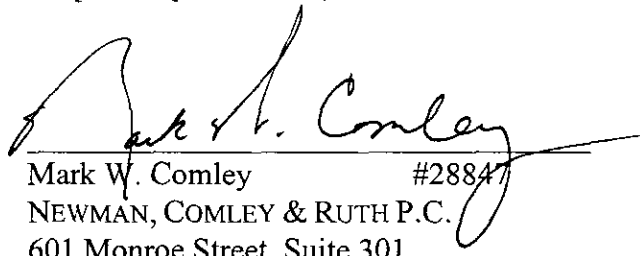
4 CSR 240-32.070(4) Coin telephones.

4 CSR 240-33.030 Inform customers of lowest priced services.

4 CSR 240-33.040(5) Finance fee.

Wherefore, Applicant requests the Missouri Public Service Commission to grant its certificate of Service Authority to Applicant to install, own, operate, control, manage and maintain shared tenant services in the State of Missouri as described above.

Respectfully submitted,

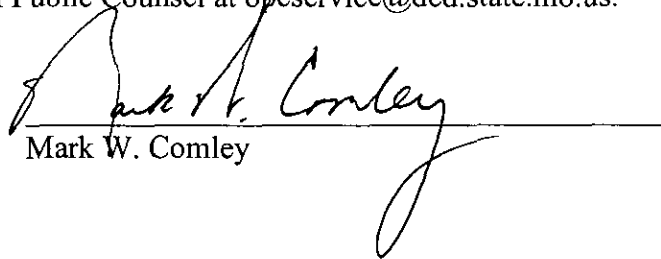


Mark W. Comley #28847
NEWMAN, COMLEY & RUTH P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, MO 65102-0537
(573) 634-2266
(573) 636-3306 FAX

Attorneys for Bethesda Health Group, Inc.

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent via e-mail on this 12th day of January, 2004, to General Counsel's Office at gencounsel@psc.state.mo.us; and Office of Public Counsel at opcservice@ded.state.mo.us.



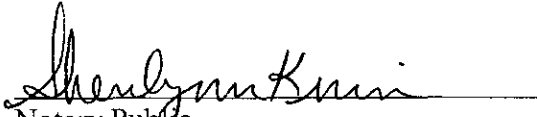
Mark W. Comley

State of MISSOURI)
)
County of St. Louis) ss.

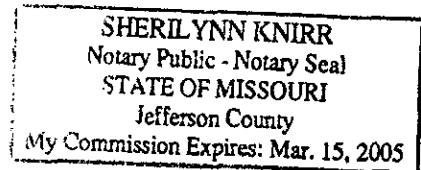
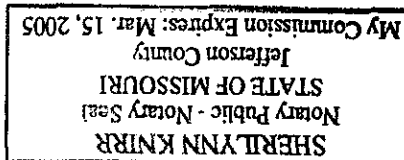
Comes now before me Jill Roethler and states that she is Project Manager for Bethesda Health Group, Inc., and further states that the information contained in this Application is accurate to the best of her information and belief.


Jill Roethler

Subscribed and sworn to before me this 24th October day of 2003.


Notary Public

My Commission expires



**** IMPORTANT ****

Application must be signed and notarized to be processed.
Continuation sheet(s) and pages 1, 2, 3, and 4 must be attached.
Appropriate documentation from the Secretary of State must be included.
A Missouri Bar attorney must file applications for corporations and partnerships.

STATE OF MISSOURI



Matt Blunt
Secretary of State


N00027826

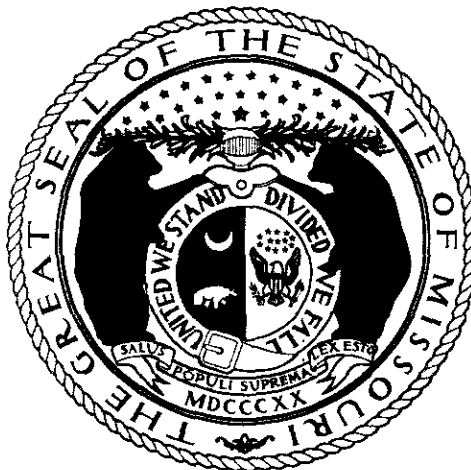
CERTIFICATE OF CORPORATE RECORDS

BETHESDA HEALTH GROUP, INC.

I, MATT BLUNT, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 9th day of January, 2004


Secretary of State



Certification Number: 6337157-1 Page 1 of 3 Reference:
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

ARTICLES OF ACCEPTANCE

TO: The Honorable James C. Kirkpatrick,
Secretary of State
Jefferson City, Missouri 65102

WE, the undersigned President and Secretary of BETHESDA GENERAL HOSPITAL (hereinafter called the "CORPORATION"), existing pursuant to the provisions of the "Religious And Charitable Associations" Law of Missouri, Chapter 352, Revised Statutes of Missouri, for the purpose of the acceptance by the Corporation of the provisions of "The General Not-For-Profit Corporation Law" of Missouri, Chapter 355, Revised Statutes of Missouri, hereby certify as follows:

- A. The name of the Corporation is BETHESDA GENERAL HOSPITAL.
- B. The resolution adopted by the Corporation pursuant to the provisions of Section 355.020 of "The General Not-For-Profit Corporation Law" are as follows:

RESOLVED, that the Pro Forma Decree Corporate Charter of Bethesda General Hospital, a Missouri Corporation, be amended so as to eliminate therefrom, any purpose, power or other provision not authorized by the "General Not-For-Profit Corporation Law" of Missouri, and that said Articles be further amended and restated to henceforth be read as follows:

ARTICLE I

The name of the corporation shall be BETHESDA GENERAL HOSPITAL.

ARTICLE II

The purposes for which this Corporation is organized shall be (a) to establish, maintain and operate hospitals, infirmaries, clinics, laboratories, training schools, and all other activities necessary or convenient for the scientific care and treatment of the sick, infirm and injured, the chronic sick and convalescent, maternity cases, and infants, and for the furtherance of the

investigation of disease by sociological and scientific research and the study and development of new and approved methods for its prevention and control, (b) to establish, maintain and operate in a charitable and benevolent manner, homes for aged men and women, and (c) in general, to provide for the physical and moral wants of deserving persons, both male and female, of all ages, but without profit in a charitable and benevolent manner, all the while maintaining, as far as is practicable, the Christian tradition of sacrifice and self-forgetfulness which characterizes the original founders of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to

influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III

This Corporation shall be located within the City of St. Louis, State of Missouri, and shall continue as a body corporate and politic perpetually. The address of the corporation's Registered Office in the State of Missouri is: Suite 1100, 818 Olive Street, St. Louis, Missouri, 63101; and the name of the corporation's Registered Agent is: STANLEY H. CHORLINS.

ARTICLE IV

The Corporation shall be governed by a self-perpetuating Board of Directors in lieu of members.

ARTICLE V

The affairs of the Corporation shall be managed by a Board of Directors which shall consist

of eighteen (18) members. The persons serving as Directors of this Corporation at the time of the approval of these Articles of Acceptance by the Circuit Court of the City of St. Louis shall continue to serve as Directors of this Corporation for the remainder of the term for which such persons were respectively elected.

ARTICLE VI

Commencing in the year 1982, there shall be held annually on the fourth Wednesday in December, or other suitable day during that month, a meeting of the Board of Directors of the Corporation, nine (9) of whom shall constitute a quorum, for the purpose of electing directors and officers, and for the transaction of such other business as may properly come before it. Notice thereof in writing shall be given by the Secretary at least ten (10) days before the date fixed for the meeting.

ARTICLE VII

For the purpose of effecting and carrying out any or all of the purposes for which it was organized, the Corporation shall have the powers to (a) purchase, take, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use, sell, lease or otherwise deal in and with, any real or personal property, or any interest therein; (b) receive or take by gift, grant, assignment, transfer, devise, or bequest, any real or personal property in trust; (c) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ shares or other interests in, or obligations of, domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals; and to sell, mortgage, loan, pledge or otherwise dispose of, such shares, interests or obligations; (d) conduct its affairs and carry on its operations at any place in the State of Missouri; and (e) without being limited by the foregoing, have and exercise all powers which may be necessary or convenient to effect any or all of the purposes for which the Corporation is organized, subject to the limitation and condition that

only such powers shall be exercised as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now appear, or as they may hereafter be amended.

ARTICLE VIII

In the event of the dissolution of this Corporation, or if for any reason the purposes of this Corporation should become impossible of performance, all assets remaining after all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provision made therefor, shall be distributed to one or more organizations organized and operated for similar exempt purposes or for other purposes within the purview of Section 501(c)(3) of the Internal Revenue Code of 1954 and which have exemption for Federal income tax under said Section 501(c)(3) or such section as it may be amended, or a corresponding provision of a prior law, or to the Federal, State, or local government, for a public purpose.

ARTICLE IX

Changes or amendment of the Articles of Incorporation shall be made hereafter in compliance with the provisions of §355.070 R.S. Mo. at any Regular or Special Meeting of the Board of Directors.

- C. These Articles of Acceptance were approved by the Circuit Court for the City of St. Louis in Cause No. 1218P.F. on the 30th day of April, 1982.

IN WITNESS WHEREOF, these Articles of Acceptance have been executed in duplicate by the aforesaid corporation as of the date and year hereafter acknowledged.

BETHESDA GENERAL HOSPITAL

BY:

Arthur E. Wright, Jr.
Arthur E. Wright, Jr.,
President

ATTEST:

Robert S. Edwards
Robert S. Edwards,
Secretary

STATE OF MISSOURI)
) SS
CITY OF ST. LOUIS)

On this 22nd day of June, 1982, before me, Doris Robertson, a Notary Public in and for said State, personally appeared ARTHUR E. WRIGHT, JR., known to me to be the President of BETHESDA GENERAL HOSPITAL, and acknowledged to me that he executed the foregoing for the purposes therein stated.

Doris Robertson
Notary Public
Commissioned For: City of St. Louis
State of Missouri

My Commission Expires:

May 10, 1983

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JUN 25 1982

James E. [Signature]

3190

MAY 6 9 42 AM '82
5

SHARON CARPENTER
RECORDER

STATE OF MISSOURI)
CITY OF ST. LOUIS) SS

IN THE CIRCUIT COURT OF THE CITY OF ST. LOUIS,
STATE OF MISSOURI

In the Matter of:)
the Application of:)
BETHESDA GENERAL HOSPITAL,)
a Pro Forma Decree)
Corporation)

Cause No. 1218P.F.
Division No. 3

FILED

APR 30 1982

JOSEPH P. RODDY, Cler
Deputy

DECREE

NOW, on this 30th day of April, 1982, comes
BETHESDA GENERAL HOSPITAL, a Pro Forma Decree corporation, and
submits to this Court proposed Articles of Acceptance which
have been duly authorized by a majority of the Board of
Directors, where there are no members having voting rights,
together with a Petition praying for a Decree approving said
Articles of Acceptance, and, it appearing to the Court that
said Petition has remained on file in the Clerk's Office of
this Court for at least three (3) days since it was first
presented to the Court, and, the Court having duly examined the
Articles of Acceptance, and, being fully advised in the prem-
ises, does adjudge and determine that said Articles of Accept-
ance therein contemplated, come properly within the purview of
Chapter 355.020 of the Revised Statutes of the State of
Missouri, and that the Articles of Acceptance are not incon-
sistent with the Constitution or the laws of the United States,
or the State of Missouri.

2181-06-3100

THEREFORE, IT IS ORDERED, ADJUDGED AND DECREED by the Court that:

1. The Articles of Acceptance attached to the Petition as Exhibit "A" are hereby approved in the form presented; and
2. IT IS FURTHER ORDERED by the Court that upon the entry of this Order, approving the Articles of Acceptance, that Petitioners shall cause said Articles of Acceptance, together with the Order of this Court, to be recorded in the Office of the St. Louis City Recorder of Deeds, and thereafter filed with the Office of the Secretary of State of Missouri; and
3. Upon issuance by the Secretary of State of Missouri of a Certificate of Acceptance reflecting the adoption herein ordered, Petitioners are ordered to file a copy thereof with the Clerk of the St. Louis City Circuit Court in this Cause; and

4. Petition is granted as herein at the cost of the
Petitioner, BETHESDA GENERAL HOSPITAL.

SO ORDERED:

James J. Gallagher
Judge

DATED:

April 30, 1982

STATE OF MISSOURI)
) SS
 CITY OF ST. LOUIS)

IN THE CIRCUIT COURT OF THE CITY OF ST. LOUIS,
 STATE OF MISSOURI

In the Matter of:)
)
 the Application of:) Cause No. 1218P.F.
)
 BETHESDA GENERAL HOSPITAL,) Division No. 3
)
 a Pro Forma Decree)
 Corporation)

PETITION TO ADOPT CHAPTER 355 GENERAL
NOT-FOR-PROFIT CORPORATION LAW

FILED
 MAR 23 1982
 JOSEPH J. ROEDY, Clerk
 Deputy

Petitioners, the President, Secretary and Treasurer of
 BETHESDA GENERAL HOSPITAL, a Pro Forma Decree corporation
 organized and existing under the provisions of Chapter 352 R.S.
 Mo., state as follows:

1. At a meeting of the Board of Directors of the Corporation, duly called in accordance with the provisions of the Amended and Restated Charter of Bethesda General Hospital and held on the 25th day of February, 1982, a resolution providing for the adoption of Chapter 355 of The General Not-For-Profit Corporation Law was duly adopted, such resolution receiving the unanimous affirmative vote of

the members of the Corporation present at the meeting, a quorum being at all times present, such adoption being subject to the approval of this Court.

2. Section 355.020(d) R.S. Mo. provides that the Articles of Acceptance in the case of a corporation organized under provisions of Chapter 352, R.S. Mo., shall be approved by the Circuit Court having jurisdiction to approve Amendments to the Articles of Agreement of such corporation. The Articles of Acceptance which Petitioners seek this Court to approve, are attached hereto as "Exhibit A", and by this reference, are incorporated herein as if fully set forth.

WHEREFORE, Petitioners pray that the Court grant a Decree approving said Articles of Acceptance and that BETHESDA GENERAL HOSPITAL be permitted to adopt The General Not-For-Profit Corporation Law of the State of Missouri, and for such other

relief as the Court may deem just and proper under the circumstances.

BETHESDA GENERAL HOSPITAL

BY: Arthur E. Wright, Jr.
 Arthur E. Wright, Jr.,
 President
Robert S. Edwards
 Robert S. Edwards,
 Secretary
David L. Fleisher
 David L. Fleisher,
 Treasurer

STATE OF MISSOURI)
) SS
 CITY OF ST. LOUIS)

On this 9th day of March, 1982, before me Doris Robertson
 a Notary Public, in and for said state, personally appeared
 ARTHUR E. WRIGHT, ROBERT S. EDWARDS and DAVID L. FLEISHER,
 known to me to be the President, Secretary and Treasurer,
 respectively, of BETHESDA GENERAL HOSPITAL, a Missouri Pro
 Forma Decree corporation, and acknowledged to me that they

executed the foregoing Petition to adopt Chapter 355 General Not-For-Profit Corporation Law on behalf of said corporation for the purposes therein stated.

Doris Robertson
Notary Public
Commissioned For: _____
State of: Missouri

My Commission Expires:

May 10, 1983

CHUSED, STRAUSS, CHORLINS,
GOLDFARB, BINI & KOHN

BY: Stanley H. Chorlins
Stanley H. Chorlins, MBE 18305

BY: Bradford D. Stevens
Bradford D. Stevens, MBE 25220
Attorneys for the Petitioners
818 Olive - Suite 1100
St. Louis, Missouri 63101
(314) 241-8250

ARTICLES OF ACCEPTANCE

TO: The Honorable James C. Kirkpatrick,
Secretary of State
Jefferson City, Missouri 65102

WE, the undersigned President and Secretary of BETHESDA GENERAL HOSPITAL (hereinafter called the "CORPORATION"), existing pursuant to the provisions of the "Religious And Charitable Associations" Law of Missouri, Chapter 352, Revised Statutes of Missouri, for the purpose of the acceptance by the Corporation of the provisions of "The General Not-For-Profit Corporation Law" of Missouri, Chapter 355, Revised Statutes of Missouri, hereby certify as follows:

- A. The name of the Corporation is BETHESDA GENERAL HOSPITAL.
- B. The resolution adopted by the Corporation pursuant to the provisions of Section 355.020 of "The General Not-For-Profit Corporation Law" are as follows:

EXHIBIT "A"

RESOLVED, that the Pro Forma Decree Corporate Charter of Bethesda General Hospital, a Missouri Corporation, be amended so as to eliminate therefrom, any purpose, power or other provision not authorized by the "General Not-For-Profit Corporation Law" of Missouri, and that said Articles be further amended and restated to henceforth be read as follows:

ARTICLE I

The name of the corporation shall be BETHESDA GENERAL HOSPITAL.

ARTICLE II

The purposes for which this Corporation is organized shall be (a) to establish, maintain and operate hospitals, infirmaries, clinics, laboratories, training schools, and all other activities necessary or convenient for the scientific care and treatment of the sick, infirm and injured, the chronic sick and convalescent, maternity cases, and infants, and for the furtherance of the

investigation of disease by sociological and scientific research and the study and development of new and approved methods for its prevention and control, (b) to establish, maintain and operate in a charitable and benevolent manner, homes for aged men and women, and (c) in general, to provide for the physical and moral wants of deserving persons, both male and female, of all ages, but without profit in a charitable and benevolent manner, all the while maintaining, as far as is practicable, the Christian tradition of sacrifice and self-forgetfulness which characterizes the original founders of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to

influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III

This Corporation shall be located within the City of St. Louis, State of Missouri, and shall continue as a body corporate and politic perpetually.

ARTICLE IV

The Corporation shall be governed by a self-perpetuating Board of Directors in lieu of members.

ARTICLE V

The affairs of the Corporation shall be managed by a Board of Directors which shall consist of eighteen (18) members. The persons serving as Directors of this Corporation at the time of the approval of these Articles of Acceptance by the Circuit Court of the City of St. Louis shall continue to serve as Directors of this Corporation

for the remainder of the term for which such persons were respectively elected. As the term of each director expires, a successor shall be elected and shall hold office for a term of three (3) years. If a director shall die, resign, or if his office shall otherwise become vacant, the remaining directors shall elect a new director, who shall hold office for the remainder of the unexpired term. No director shall serve more than two consecutive terms; provided, however, that a director who shall have served less than one (1) year of an unexpired term shall be eligible to serve two full consecutive terms of office. B. 2. d.

ARTICLE VI

Commencing in the year 1982, there shall be held annually on the fourth Wednesday in December, or other suitable day during that month, a meeting of the Board of Directors of the Corporation, nine (9) of whom shall constitute a quorum, for the purpose of electing directors and officers, and for the transaction of such other business as may properly come before it. Notice thereof in writing shall be given by the Secretary at least ten (10) days before the date fixed for the meeting.

ARTICLE VII

For the purpose of effecting and carrying out any or all of the purposes for which it was organized, the Corporation shall have the powers to (a) purchase, take, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use, sell, lease or otherwise deal in and with, any real or personal property, or any interest therein; (b) receive or take by gift, grant, assignment, transfer, devise, or bequest, any real or personal property in trust; (c) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ shares or other interests in, or obligations of, domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals; and to sell, mortgage, loan, pledge or otherwise dispose of, such shares, interests or obligations; (d) conduct its affairs and carry on its operations at any place in the State of Missouri; and (e) without being limited by the foregoing, have and exercise all powers which may be necessary or convenient to effect any or all of

the purposes for which the Corporation is organized, subject to the limitation and condition that only such powers shall be exercised as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now appear, or as they may hereafter be amended.

ARTICLE VIII

In the event of the dissolution of this Corporation, or if for any reason the purposes of this Corporation should become impossible of performance, all assets remaining after all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provision made therefor, shall be distributed to one or more organizations organized and operated for similar exempt purposes or for other purposes within the purview of Section 501(c)(3) of the Internal Revenue Code of 1954 and which have exemption for Federal income tax under said Section 501(c)(3) or such section as it may be amended, or a corresponding provision of a prior law, or to the Federal, State, or local government, for a public purpose.

ARTICLE IX

Changes or amendment of the Articles of Incorporation shall be made hereafter in compliance with the provisions of §355.070 R.S. Mo. at any Regular or Special Meeting of the Board of Directors.

C. These Articles of Acceptance were approved by the Circuit Court for the City of St. Louis in Cause No. 1218P.F. on the ____ day of _____, 198__.

IN WITNESS WHEREOF, these Articles of Acceptance have been executed in duplicate by the aforesaid corporation as of the date and year hereafter acknowledged.

BETHESDA GENERAL HOSPITAL

BY: Arthur E. Wright, Jr.
Arthur E. Wright, Jr.,
President

ATTEST:

Robert S. Edwards
Robert S. Edwards,
Secretary

STATE OF MISSOURI)
CITY OF ST. LOUIS) SS

On this 1st day of March, 1982, before me, Doris Robertson, a Notary Public in and for said State, personally appeared ARTHUR E. WRIGHT, JR., known to me to be the President of BETHESDA GENERAL HOSPITAL, and acknowledged to me that he executed the foregoing for the purposes therein stated.

Doris Robertson
Notary Public
Commissioned For:
State of Missouri

My Commission Expires:

May 19, 1983

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JUN 25 1982

James C. [Signature]

-9-



STATE OF MISSOURI }
CITY OF ST. LOUIS } ss.

I, JOSEPH P. RODDY, CLERK OF THE CIRCUIT COURT, CITY OF ST. LOUIS, within and for the City and State aforesaid (said Court being a Court of Record, having a Clerk and official Seal), do hereby certify that the annexed and foregoing is a full, true and complete copy of the original Petition, Articles of Acceptance and Decree

in the cause aforesaid, as fully as the same remains among the records and files of said Court in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court, at office, in the City of St. Louis,

this 4th day of May, 1932

JOSEPH P. RODDY,
CLERK, CIRCUIT COURT

By James D. [Signature]
Deputy

END OF DOCUMENT



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Department

Certificate of Acceptance of The General Not For Profit Corporation

WHEREAS, A Missouri Corporation heretofore organized under the name of _____
BETHESDA GENERAL HOSPITAL

has filed in the office of the Secretary of State, Articles of Acceptance of the General Not For Profit Corporation Law of Missouri as provided by law and has, in all respects, complied with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri by virtue of the authority vested in me, do hereby certify that said corporation has, on the date hereof, under the name of _____

BETHESDA GENERAL HOSPITAL

with its Registered Office in Missouri at _____
Suite 1100, 818 Olive St., St. Louis 63101

accepted the provisions of the General Not For Profit Law of Missouri and is entitled to all the rights and privileges granted to corporations by the General Not For Profit Corporation Law of Missouri for a term of perpetual years.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 25th day of June A.D.,
Nineteen Hundred and Eighty-two

James C. Kirkpatrick
Secretary of State

Deputy Secretary of State

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
A GENERAL NOT-FOR-PROFIT CORPORATION

TO: THE HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

The undersigned Corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of "The General Not-For-Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the Corporation is:

BETHESDA GENERAL HOSPITAL

2. There are no members, having voting rights with respect to amendments.
3. At a meeting of the Board of Directors (members having no voting rights with respect to amendments) held on the 25th day of

February, 1982, same receiving the votes of a majority of the Directors then in office, the following amendment was adopted.

4. Article I is amended to read as follows:

"The name of the Corporation shall hereafter be BETHESDA HEALTH GROUP OF ST. LOUIS, INC."

IN WITNESS WHEREOF, the undersigned Corporation has caused these Articles of Amendment to be executed in its name by its President and its Secretary this 23rd day of August, 1982.

BETHESDA GENERAL HOSPITAL

BY: Arthur E. Wright, Jr.
Arthur E. Wright, Jr.,
President

ATTEST:

Robert S. Edwards,
Secretary

(CORPORATE SEAL)

STATE OF MISSOURI)

CITY OF ST. LOUIS)

SS

I, Bradford L. Stevens, a Notary Public, do hereby certify that on the 23rd day of August, 1982, Arthur E. Wright, Jr., personally appeared before me, ARTHUR E. WRIGHT, Jr., President, and being first duly sworn by me,

acknowledged that he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Bradford L. Stevens
Notary Public
State of: Missouri
Commissioned For: St. Louis County

My Commission Expires:

BRADFORD L. STEVENS
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS CO.
MY COMMISSION EXPIRES JULY 5 1984



FILED AND CERTIFICATE
ISSUED

AUG 25 1982

James C. [Signature]
Comptroller Dept. SECRETARY OF STATE

No. N00027826



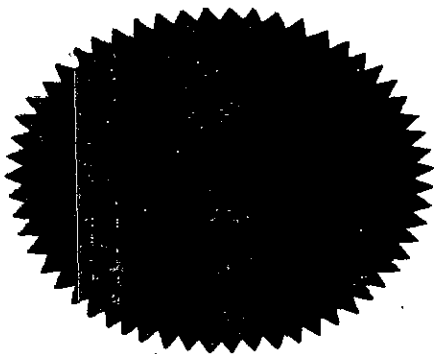
STATE of MISSOURI
JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

**Certificate of Amendment
of a
General Not For Profit Corporation**

WHEREAS, BETHESDA HEALTH GROUP OF ST. LOUIS, INC. (FORMERLY: BETHESDA GENERAL HOSPITAL)
a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 25 day of August, 1982.

James C. Kirkpatrick
Secretary of State

RECEIVED OF: BETHESDA HEALTH GROUP OF ST. LOUIS, INC.
Five dollars-----Dollars \$ 5.00
For Credit of General Revenue Fund, on Account of Amendment Fee.

No.N00027826.....



STATE of MISSOURI

James C. Kirkpatrick, Secretary of State

Corporation Division

STATEMENT OF CHANGE OF BUSINESS OFFICE OF A REGISTERED AGENT OF A
FOREIGN OR DOMESTIC CORPORATION
(Section 351.625 or Section 351.375, Subsection 4
RSMo. Supp. 1977)

a. \$3.00

INSTRUCTIONS

There is ☒ fee for filing this statement. It must be filed in DUPLICATE for the corporation listed in the statement. All copies must be signed and notarized. The registered agent should sign in his individual name, unless the registered agent is a corporation, in which case the statement shall be executed by its president or vice president and verified by him, sealed with the corporate seal and attested by its secretary or an assistant secretary.

MAKE CHECK PAYABLE TO "DIRECTOR OF
THIS FORM IS FOR USE BY A REGISTERED AGENT ONLY REVENUE"

To SECRETARY OF STATE,
Jefferson City, Missouri.

Charter No. N00027826

The undersigned registered agent, for the purpose of changing its business office in Missouri as provided by the provisions of "The General and Business Corporation Act in Missouri," represents that:

NOT FOR PROFIT

1. The name of the corporation (in Missouri) is Bethesda Health Group of
St. Louis, Inc.

The name of this registered agent is Stanley H. Chorlins

The address, including street number, if any, of the PRESENT business office of the registered agent is 818 Olive, Suite 1100, St. Louis, MO 63101

4. The address, including street number, if any, of the business office of the registered agent is hereby CHANGED TO 120 S. Central, Suite 404, Clayton, MO 63105

5. Notice in writing of the change has been mailed by the registered agent to the corporation named above.

6. The address of the registered office of the corporation named above and the business office of the registered agent, as changed, is identical.

Corporation Dept. SECRETARY OF STATE

Corp. No. 58-A

(Over)

RECEIVED

JUL 11 1984

James C. Kirkpatrick
Corporation Dept. SECRETARY OF STATE

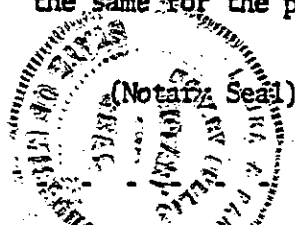
(THE FOLLOWING SHOULD BE EXECUTED ONLY IF THE REGISTERED AGENT IS A NATURAL PERSON)

IN WITNESS WHEREOF, the undersigned registered agent has caused this report to be executed this 9th day of July, 1984.

[Signature]
Signature of Registered Agent

STATE OF MISSOURI }
COUNTY OF ST. LOUIS } ss.

On this 9th day of July, in the year 1984, before me, Laura A. Parra, a Notary Public in and for said state, personally appeared Stanley H. Chorlins known to me to be the person who executed the within Statement of Change of Business Office and acknowledged to me that he executed the same for the purposes therein stated.



My Commission Expires 11/23/86

(THE FOLLOWING SHOULD BE EXECUTED ONLY IF THE REGISTERED AGENT IS A CORPORATION)

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its PRESIDENT or VICE-PRESIDENT, attested by its SECRETARY or ASSISTANT SECRETARY this _____ day of _____, 19____.

(Corporate Seal)
(If none state none)

Name of Corporation

By _____

President or Vice-President

Attest:

Secretary or Assistant Secretary

STATE OF _____ }
COUNTY OF _____ } ss.

On this _____ day of _____, in the year 19____, before me _____, a Notary Public in and for said state, personally appeared _____,

(Name)

(Title)

(Name of Corporation)

known to me to be the person who executed the within Statement of Change of Business Office in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

Notary Public

(Notary Seal)

My Commission Expires _____

FILED

JUL 11 1984

[Signature]
SECRETARY OF STATE



State of Missouri . . . Office of Secretary of State
CERTIFICATE OF CHANGE OF REGISTERED AGENT AND/OR
REGISTERED OFFICE BY A FOREIGN OR DOMESTIC NOT FOR
PROFIT CORPORATION

INSTRUCTIONS

There is a \$1.00 fee for filing this statement. It must be filed in **DUPLICATE**.
 The statement should be sealed with the corporate seal. If it does not have a seal, write "no seal" where the seal would otherwise appear.
 The registered office may be, but need not be, the same as the principal office of the corporation, but the registered office and the office of the principal office must be in the same state. The corporation cannot act as its own registered agent.
 Any subsequent change in the registered office or agent must be immediately reported to the Secretary of State. These forms are available upon request from the Office of the Secretary of State.

RECEIVED
RECEIVED

To: SECRETARY OF STATE
 P.O. Box 778
 Jefferson City, Missouri 65102

AUG 04 1988

AUG 29 1988

Charter No. N00027826

The undersigned corporation, organized and existing under the laws of the State of Missouri, for the purpose of changing its registered agent and its registered office, or both, in Missouri, as provided by the "General Not For Profit Corporation Act," of Missouri, represents that:

1. The name of the corporation is BETHESDA HEALTH GROUP OF ST. LOUIS, INC.
2. The address, including street and number, if any, of its present registered office (before change) is 120 South Central, Suite 404, Clayton, MO 63105
3. Its registered office (including street and number, if any change in the registered office is to be made) is hereby changed to 11 South Meramec, Seventh Floor, Clayton, Missouri, (63105) Missouri (Zip Code)
4. The name of its present registered agent (before change) is Stanley H. Chorlins
5. The name of the new registered agent is N/A
6. The address of its registered office and the address of the office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its President or Vice President and its Secretary or Assistant Secretary, this 29th day of June, 19 88.

CORPORATE SEAL
 (If no seal, state "None")

BETHESDA HEALTH GROUP OF ST. LOUIS, INC.

(Exact Corporate Title)

By

John F. Norwood

(Its President or Vice-President)

By

Edward S. Love

(Its Secretary or Assistant Secretary)

(Note: This "change" must be signed by both officers, but may be verified by either.)

State of MISSOURI

County of ST. LOUIS } ss

I, J. Edward Love, a Notary Public, do hereby certify that on the 29th day of June, 19 88, personally appeared before me John F. Norwood, and being first duly sworn by me, acknowledged that (he) signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

J. Edward Love
 Notary Public

My commission expires Nov. 25, 1990

J. EDWARD LOVE, NOTARY PUBLIC
 City of St. Louis, State of Missouri

My Commission Expires November 25, 1990

SEP 01 1988

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF A
GENERAL NOT-FOR-PROFIT CORPORATION LAW

HONORABLE ROY D. BLUNT
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not-for-Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is BETHESDA HEALTH GROUP OF ST. LOUIS, INC.

2. There are no members, having voting rights with respect to amendments.

3. At a meeting of the Board of Directors of the Corporation (there being no members having voting rights with respect to amendments), duly called, convened and held on December 8, 1988, the following amendments were adopted:

A. ARTICLE V is amended to read as follows:

"The affairs of the Corporation shall be managed by a Board of Directors which shall consist of fifteen (15) persons. The persons serving as Directors of this

Corporation at the time of the approval of this Amendment to Articles of Incorporation shall continue to serve as Directors of this Corporation for the remainder of the terms for which such persons were respectively elected."

B. ARTICLE VI is amended to read as follows:

"Annual Meetings of the Board of Directors of the Corporation shall be held in accordance with the By-Laws of the Corporation."

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President and its Secretary, this 8th day of December, 1988.

BETHESDA HEALTH GROUP OF ST. LOUIS, INC.

By: John F. Norwood
JOHN F. NORWOOD, President

(CORPORATE SEAL)

Elmer S. Ross
Secretary

STATE OF MISSOURI)
) SS
CITY OF ST. LOUIS)

I, J. Edward Love, a Notary Public, do hereby certify that on the 8th day of December, 1988, personally appeared before me JOHN F. NORWOOD, and, being first duly sworn by me,

acknowledged that he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

J. Edward Love
Notary Public

My commission expires:

Nov. 25, 1990

J. EDWARD LOVE, NOTARY PUBLIC

City of St. Louis, State of Missouri

My Commission Expires November 25, 1990

FILED AND CERTIFICATE
ISSUED

MAY 01 1989

Roy D. Blunt
Corporation Dept. SECRETARY OF STATE

No. N00027826



STATE OF MISSOURI

ROY D. BLUNT, Secretary of State
CORPORATION DIVISION

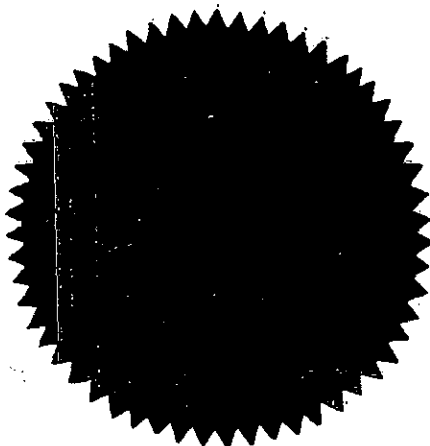
Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, BETHESDA HEALTH GROUP OF ST. LOUIS, INC.

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix
the GREAT SEAL of the State of Missouri. Done at the City of
Jefferson, this 1st day of May,
19 89.



Roy D. Blunt
Secretary of State

Fee \$ 5.00



State of Missouri . . . Office of Secretary of State
CERTIFICATE OF CHANGE OF REGISTERED AGENT AND/OR
REGISTERED OFFICE BY A FOREIGN OR DOMESTIC NOT FOR
PROFIT CORPORATION

INSTRUCTIONS

*There is a \$1.00 fee for filing this statement. It must be filed in **DUPLICATE**.
 The statement should be sealed with the corporate seal. If it does not have a seal, write "no seal" where the seal would otherwise appear.
 The registered office may be, but need not be, the same as the principal office of the corporation, but the registered office and the office of the agent must be the same. The corporation cannot act as its own registered agent.
 Any subsequent change in the registered office or agent must be immediately reported to the Secretary of State. These forms are available upon request from the Office of the Secretary of State.*

To: SECRETARY OF STATE
 P.O. Box 778
 Jefferson City, Missouri 65102

JUN 13 1994

JUN 13 1994

Charter No. N00027826

The undersigned corporation, organized and existing under the laws of the State of Missouri, for the purpose of changing its registered agent and its registered office, or both, in Missouri, as provided by the "General Not For Profit Corporation Act," of Missouri, represents that:

1. The name of the corporation is Bethesda Health Group of St. Louis, Inc.
2. The address, including street and number, if any, of its present registered office (before change) is _____
11 South Meramec, 7th Floor, Clayton, MO 63105
3. Its registered office (including street and number, if any change in the registered office is to be made) is hereby changed to 165 North Meramec Ave., Sixth Floor, Clayton, MO , (63105) Missouri
(Zip Code)
4. The name of its present registered agent (before change) is Stanley H. Chorlins
5. The name of the new registered agent is unchanged
6. The address of its registered office and the address of the office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its President or Vice President and its Secretary or Assistant Secretary, this 2nd day of June, 19 94.

CORPORATE SEAL
 (If no seal, state "None")

Bethesda Health Group of St. Louis, Inc.

(Exact Corporate Title)

By John F. Norwood

Its President or Vice President

By Patricia K. Smith

Its Secretary or Assistant Secretary

(Note: This "change" must be signed by both officers, but may be verified by either.)

State of Missouri
 City _____ } ss
 County of St. Louis

I, M. Marlene Yahn, a Notary Public, do hereby certify that
 on the 2nd day of June, 1994, personally appeared before
 me John F. Norwood, President, and being first duly sworn by me,

acknowledged that _____ he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

NOTARIAL SEAL

M. Marlene Yahn
Notary Public

My commission expires Feb 22, 1997

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF A
GENERAL NOT-FOR-PROFIT CORPORATION

FILED AND CERTIFICATE
ISSUED

OCT 13 1998

Rebecca McDowell Cook
SECRETARY OF STATE

HONORABLE REBECCA McDOWELL COOK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not-for-Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is BETHESDA HEALTH GROUP OF ST. LOUIS, INC.
2. There are no members having voting rights with respect to amendments.
3. At their meeting held on September 24, 1998, the Board of Directors of the Corporation adopted the following amendment to the Articles of Incorporation of this Corporation:

4. Article number 1. is amended to read as follows:

"The name of the Corporation is BETHESDA HEALTH GROUP, INC."

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President and its Secretary, this 24th day of

September, 1998.

By: John W. Rowe
JOHN W. ROWE, President


THOMAS F. BAKEWELL, Secretary

SECRETARY OF STATE

ISSUED

FILED AND CERTIFICATE

SHEILA K. KESTLE
NOTARY PUBLIC—STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES MAR. 4, 2008

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF AMENDMENT
OF A
MISSOURI NONPROFIT CORPORATION

WHEREAS,

BETHESDA HEALTH GROUP, INC.

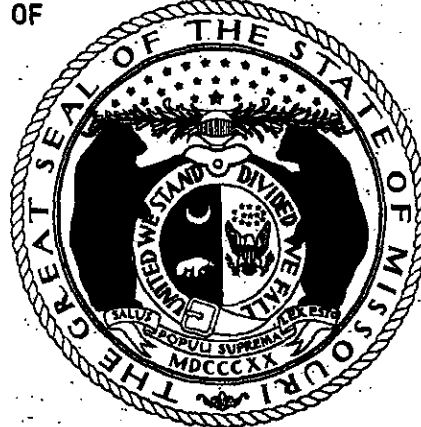
FORMERLY,

BETHESDA HEALTH GROUP OF ST. LOUIS, INC.

A CORPORATION ORGANIZED UNDER THE MISSOURI NONPROFIT CORPORATION LAW HAS DELIVERED TO ME DUPLICATE ORIGINALS OF ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE MISSOURI NONPROFIT CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 13TH DAY OF OCTOBER, 1998.

Rebecca McDowell Cook
Secretary of State



\$10.00