

July 29, 2008

UPMC HORIZON COMMUNITY HEALTH FOUNDATION  
AMENDED AND RESTATED

ARTICLES OF INCORPORATION

1. The name of the Corporation is UPMC Horizon Community Health Foundation.
2. The location and post office address of the registered office of the Corporation in the Commonwealth is 110 North Main Street, Greenville, PA 16125.

3. The purposes of the Corporation are as follows:

A. The Corporation is incorporated for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said section. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any private individuals, 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 its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as provided by Section 501(h) of the Internal Revenue Code of 1986 or the provisions of any subsequent federal tax laws. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried by an organization exempt from federal income tax under Section 501(a) and described in Section 501(c)(3), contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws (hereinafter referred to as "exempt organizations").

- B. The specific purposes of the Corporation shall be:

- (1) To be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of UPMC Horizon and such other exempt organizations controlled by or affiliated with UPMC Horizon that qualify for "public charity" status pursuant to Section 509(a)(1), of 1986 (or the corresponding provision of any subsequent federal tax laws) by assisting said organizations in fund raising and fund management, making grants, gifts and other distributions to said organizations and by engaging in such other activities that may benefit or further the purposes of said organizations:

- (2) Provide funds and services to further and support the erection, establishment, organization, equipping, operating, managing and maintaining of UPMC Horizon facilities for the treatment of those who are sick, infirm, or in any way afflicted with disease, including the promotion and advancement of medical aid, medical research, standards of medical care and health as well as developing improved methods of health care service delivery within the UPMC Horizon service area and methods of containing the costs thereof.
  - (3) Receive contributions from whatever sources, whether unrestricted or for designated purposes and hold the same for such designated purposes or subject to any conditions specified in the terms of the gift or grant:
  - (4) Sponsor, develop, promote, and encourage public participation in public services and programs in the UPMC Horizon service area, or in a larger area if feasible, which are charitable, scientific or educational, and which promote the interests and programs of UPMC Horizon and other organizations affiliated with UPMC Horizon.
  - (5) To engage in any and all activities consistent with and in furtherance of the above purposes.
4. The term for which the Corporation is to exist is perpetual.
  5. The Corporation is organized on a nonstock basis.
  6. The corporation shall have one (1) member (“UPMC Horizon.”).
  7. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to UPMC Horizon, or if at the time of dissolution of this Corporation said organization no longer exists or no longer qualifies as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent federal tax laws, then to such charitable, educational or scientific purposes within the meaning of said Section 501(c)(3) as the other body of the Corporation shall determine.

Revised June 5, 2008

## BYLAWS OF

### UPMC HORIZON COMMUNITY HEALTH FOUNDATION

The following constitutes the Bylaws of UPMC Horizon Community Health Foundation, hereinafter referred to as “the Foundation,” a nonprofit corporation organized under the laws of Pennsylvania.

## ARTICLE 1

### PURPOSE

#### Section 1. General:

The Foundation is organized for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said section. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to any private individuals, except that the Foundation shall be authorized and empowered to to pay reasonable compensation for services rendered and to make further payments and distributions in furtherance of its purposes. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted by Section 501(h) of the Internal Revenue Code of 1986 or any subsequent federal tax laws. The Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the Foundation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) and described in Section 501(c)(3), contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent federal tax laws (hereinafter called “exempt organizations”).

#### Section 2. Specific Purposes:

The specific purposes of the Foundation shall be:

(a) To be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of UPMC Horizon and such other exempt organizations controlled by or affiliated with UPMC Horizon that qualify for “public charity” status pursuant to Section 509(a)(1), Section 509(a)(2) or 509(a)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax laws) by assisting said organizations in fund raising and fund management, making grants, gifts and other distributions to said organizations and by engaging in such other activities that may benefit or further the purposes of said organizations;

(b) Provide funds and services to further and support the erection, establishment, organization, equipping, operating, managing and maintaining of UPMC Horizon facilities for the treatment of those who are sick, infirm, or in any way afflicted with disease, including the promotion and advancement of medical aid, medical research, standards of medical care and health as well as developing improved methods of health care service delivery within the UPMC Horizon service area and methods of containing the costs thereof;

(c) Receive contributions from whatever sources, whether unrestricted or for designated purposes and hold the same for such designated purposes or subject to any conditions specified in the terms of the gift or grant;

(d) Sponsor, develop, promote and encourage public participation in public services and programs in the UPMC Horizon service area, or in a larger area if feasible, which are charitable, scientific or educational, and which promote the interests and programs of UPMC Horizon and other organizations affiliated with UPMC Horizon;

(e) To engage in any and all activities consistent with and in furtherance of the above purposes.

## ARTICLE II

### PARENT COMPANY

#### Section 1. General:

UPMC Horizon, a Pennsylvania nonprofit corporation, shall have certain rights with respect to the governance of this Foundation as may be specified in these bylaws in the capacity of a “parent company” as that term is defined in the Pennsylvania Nonprofit Corporation Law, specifically 15 Pa. C.S. Section 7103, and shall be the sole member of this Corporation.

#### Section 2. Rights of Sole Member:

UPMC Horizon as sole member of this Corporation shall have all such rights as are set forth in the Articles and Bylaws of this Foundation and of the Parent Company, and as set forth in the Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time, and any successor statute governing Pennsylvania nonprofit corporations.

#### Section 3. Term of Sole Member.

The Parent as sole Member shall be a Member and the sole Member of this Corporations, and continue as such indefinitely or until the Parent terminates its Membership at the Parent’s sole discretion and decision.

#### Section 4. Meetings of The Sole Member.

Annual and Special Meetings of the Parent as sole Member of this Corporation shall be governed by the Bylaws of the Parent.

#### Section 5. Action Without a Meeting:

In lieu of meetings, any action with respect to this Foundation which may be taken by UPMC Horizon shall be evidenced by a consent in writing setting forth such action signed

by the President of UPMC Horizon subject to such directives as may be issued by the Board of that corporation, and filed in the minute book of this Foundation.

### ARTICLE III

#### BOARD OF DIRECTORS

##### Section 1. Powers:

(a) All powers of the Foundation shall be exercised by and under the authority of the Board of Directors, hereinafter referred to as the "Board" and the business, property and affairs of the Foundation shall be managed under the Board's direction. Provided, however, that the Board shall obtain the approval of the parent before action on any of the following matters becomes final and effective:

1. amendment of the articles of incorporation of this Foundation or of these bylaws;
2. except as set forth herein, the sale, lease or exchange of all or substantially all the property or assets of this Foundation;
3. all loan and guarantees and the purchase, sale, lease, mortgage and other acquisition or disposal of real estate;
4. the sale of all or any part of any securities or property, real or personal, given, devised to or otherwise vested in the Foundation;
5. the transfer of all or any part of the Foundation's assets in a revocable trust;
6. merger or consolidation with any other corporation;
7. dissolution of this Foundation or distribution of assets pursuant thereto;
8. approval of an annual budget for this Foundation;
9. any transfer of funds by grant, gift or loan from this Foundation;
10. voting any membership or shareholder interest held by this Foundation in any other Corporation;
11. any other matter that by law would require the approval of the members of a nonprofit corporation.

##### Section 2. Composition of the Board:

(a) The board shall number not less than nineteen (19) nor more than twenty-five (25) Directors, including all *ex officio* members who shall serve without vote. The Board shall consist of the following:

1. The UPMC Horizon President (*ex officio*);
2. The UPMC Horizon Vice President, Finance/CFO (*ex officio*);
3. The Executive Director Foundation (*ex officio*);
4. The UPMC Horizon Foundation President (*ex officio*);
5. One (1) UPMC Horizon Board representative;
6. One (1) UPMC Horizon Medical Staff representative whose primary campus is Greenville;
7. One (1) UPMC Horizon Medical Staff representative whose primary campus is Shenango Valley;
8. One (1) UPMC Horizon Greenville Campus Auxiliary representative;
9. One (1) UPMC Horizon Shenango Valley Campus Auxiliary representative;
10. At least ten (10) community representatives;

(b) Any individual twenty-one years of age or older who has demonstrated awareness and support for the purposes and objectives of the Foundation and resides within the UPMC Horizon service area shall be eligible to be selected as a Community Representative Director.

(c) The number of elected Directors will be evenly divided into three classes, with one-third of the Directors' terms expiring annually. As the term of office of each Director expires a successor shall be elected. Directors shall be elected by the parent of the Foundation. Each Director shall then hold office for the term for which he/she is elected.

(d) No Director shall serve more than three consecutive terms or nine consecutive years; however, after a minimum waiting period of one year a former Director will become eligible for reappointment to the Board.

### Section 3. Vacancies:

Vacancies occurring on the Board, including those by resignation or removal, and any vacancy created by an increase in the number of Directors shall be filled by the Foundation subject to

the approval of the parent. A Director elected to fill a vacancy shall hold office for the remainder of the original Director's term.

#### Section 4. Resignation or Removal and Attendance Requirements:

- (a) A Director may resign at any time by tendering his resignation in writing to the Chairman or the Secretary, which shall become effective upon receipt by the Foundation at its principal place of business.
- (b) The parent of the Foundation may remove any Director of this Foundation from office, with or without cause.
- (c) Directors shall be expected to attend and participate in all Board meetings. Any voting Director who misses four consecutive Board meetings shall be removed from the Board. A written reminder will be issued to the voting Director after the third consecutive Board meeting is missed by that voting Director.
- (d) Resignation or removal as a Director shall also constitute resignation or removal as an officer of the Foundation.

#### Section 5. Compensation of Directors and committee Members:

Directors and members of all committees shall receive no compensation for any services rendered in their capacities as Directors or committee members. However, nothing herein contained shall be construed to preclude any Director or committee member from receiving compensation from the Foundation for other services actually rendered or for expenses incurred for serving the Foundation as a Director or committee member or in any other capacity.

#### Section 6. Conflicts of Interest;

- (a) Each Director, prior to taking his position on the Board, and all present Directors as soon as practicable after the adoption of these bylaws, shall submit in writing to the Chairman of the Board and the President a list of all business or other organizations (with the exception of UPMC Horizon, or its subsidiary organizations) of which he/she is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder with a 5% or greater interest in all outstanding voting shares, employee or agent, with which the Foundation has, or might reasonably in the future enter into a relationship or a transaction in which the Director would have conflicting interests, or which may compete with UPMC Horizon or its subsidiaries. Each written statement will be resubmitted with any necessary changes each year. The Chairman of the Board shall become familiar with the statements of all Directors in order to guide his conduct. The Vice Chairman of the Board shall be familiar with the statement filed by the Chairman. All actions shall be subject to the provisions of the Conflict of Interest/Confidentiality Policy of the parent, a copy of which is attached to these bylaws.
- (b) If a matter is an item of business for which a special meeting of the Board is called, a Director determined to have a conflict of interest shall be deemed a nonvoting Director, and shall not be counted to establish a quorum, nor shall he/she participate in the deliberations or vote on it.

## Section 7. Emeritus Status:

A Director who has contributed significant service is eligible for emeritus status. Candidates for emeritus status may be nominated in writing by members of the Board. Nominations should be submitted to the Chairman, who will assign such nomination(s) to a committee for recommendation to the full Board. Emeritus Directors may attend meetings, without vote, and serve on committees.

## ARTICLE IV

### MEETINGS OF THE BOARD

#### Section 1. Regular Meetings:

Regular meetings of the Board shall be held at such places and times as shall be approved by resolution of the board, but at least quarterly. A regular meeting in the first calendar quarter shall be the annual meeting of this Foundation's Board, at which officers for the ensuing year shall be elected.

#### Section 2. Special Meetings:

Special meetings of the Board may be called at any time by the Chairman of the Board, the President, the parent of the Foundation or upon receipt of the written request of any two (2) or more Directors of the Foundation. The business to be enacted at any special meeting of the Board shall be limited to those items of business set forth in the notice of the meeting.

#### Section 3. Notice of Board Meetings:

Directors shall be given written notice of each meeting of the Board. Such notice shall set forth the time and place of the meeting and notice of the general business to be transacted. The notice shall be signed by the Secretary or Assistant Secretary and delivered to each director either personally or by mail or e-mail to his/her residence or place of business as listed in the Corporation's records not less than five days prior to the meeting in the case of special meetings. Business to be transacted at any regular meeting of the Board shall not be limited to the matters set forth in the notice of meeting. Notice of any meeting of the Board shall not be limited to the matters set forth in the notice of meeting, written waiver of such notice, either before or after the holding of such meeting, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at any meeting without protest prior to or at the commencement of the meeting, shall be deemed to be a waiver by him/her of notice of the meeting.

#### Section 4. Quorum:

The presence of eight (8) of the voting Directors shall constitute a quorum for the transaction of business. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if a telephone or similar communications device by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board.

#### Section 5. Adjournment:

After a quorum has been established at a meeting of the board, the subsequent withdrawal of Directors from the meeting so as to reduce the number of Directors present to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board at the meeting or any adjournment thereof. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment unless the time and place to the adjourned meeting are announced at the time of adjournment.

#### Section 6. Board and Board Committee Action Without a Meeting:

Any action which may be taken at a meeting of the Board or committee thereof may be taken without a meeting if, prior to such action, a consent in writing setting forth such action is signed by a majority of the Directors or members of the committee, as the case may be, and is filed in the minutes of the proceedings of the Board or of the committee.

## ARTICLE V

### OFFICERS

#### Section 1. Officers:

The officers of the Foundation shall be the Chairman of the board, the Vice Chairman, the Secretary, the Treasurer, the President and such other officers as may be appointed pursuant to these bylaws. The officers specifically referred to above, with the exception of the President, shall be elected by the Board at its annual meeting. Such officers shall hold office for a term of two years, or until their successors are elected and qualified, except in the event of their earlier death, resignation or removal. Unless otherwise specified in these bylaws, officers of the Foundation are required to be Directors. One person may hold two or more offices, except as may be prohibited by law.

#### Section 2. Vacancies:

A vacancy in any office because of death, resignation or removal shall be filled by the Board for the unexpired term of such office.

#### Section 3. Resignation or Removal of Officers:

An officer of the Foundation may resign at any time by tendering his/her resignation in writing to the Chairman or Secretary and will become effective immediately upon receipt. Elected officers may be removed at any time, with or without cause, by vote of not less than two-thirds of the whole number of Directors present at any meeting of the Board. Appointed officers may be removed by the body or person who appointed them.

#### Section 4. Chairman:

The Chairman shall preside at all meetings of the Board and shall appoint all committees and their chairmen in accordance with these bylaws. The Chairman shall have such other duties and responsibilities as shall be delegated by these bylaws and by the Board.

Section 5. Vice Chairman:

The Vice Chairman shall perform such duties as may be assigned to him or her by the Board. In the absence of the Chairman or in the event of the Chairman's inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman and in so acting shall have all the powers and authority of the Chairman. The Vice Chairman shall also succeed the Chairman in office in the event the Chairman fails to complete his term for any reason. The Vice Chairman shall serve as an ex-officio representative on the board of directors of the parent company. The Vice Chairman shall provide a report of all UPMC Horizon activities at each regularly scheduled Foundation meeting. The Vice Chairman shall perform such other duties as from time to time shall be assigned by the Chairman or the Board.

Section 6. Secretary:

The Secretary shall cause to be kept all of the records of the Foundation except the financial records, shall record the minutes of the meetings of the Board, send out all notices of meetings, attest to the seal of the Foundation where necessary or required, and perform such other duties as may be assigned by the Board or the Chairman of the Board. The Secretary shall also keep or cause to be kept a current register of the names and addresses of each Director.

Section 7. Treasurer:

The Treasurer shall insure that a true and accurate accounting of the financial transactions of the Foundation is made and that such accounting is presented to and made available to the Board.

Section 8. President:

The President shall be appointed by the parent of the Foundation and shall be the Chief Executive Officer of the Foundation. The President shall have all the authority and responsibility necessary to operate the Foundation in all its activities and departments, similar to such an officer in a business corporation, subject only to such policies as may be issued by the Board. The President shall be a Director, *ex officio*, without vote.

Section 9. Other Officers:

The President may appoint one or more Vice Presidents, Assistant Secretaries or Assistant Treasurers and such other officers having such duties and responsibilities as the President shall deem advisable. Such officers need not be Directors.

## ARTICLE VI

### COMMITTEES OF THE BOARD

#### Section 1. Appointment:

The Chairman of the Board shall appoint the members and the chairmen of such committees as the Board may create pursuant to these bylaws. Unless otherwise specified, committee members may include persons other than Directors.

#### Section 2. Powers and Duties:

- (a) Committees shall be created as required, by resolution of the board. The purpose, duties, number of members and reporting requirements of the committee shall be specified in the resolution creating the committee. In addition, special committees may be appointed by the Chairman of the Board.
- (b) Committees shall become thoroughly informed of their duties, shall give careful consideration to matters of policy and are expected and empowered to make recommendations to the Board.

#### Section 3. Committee Members' Term of Office:

Each member of a committee shall continue in office for two years from the time of his appointment until his successor is appointed unless the committee of which he is a member shall be sooner terminated by the Board or until his death, resignation or removal, whichever first occurs.

#### Section 4. Committee Meetings:

Meetings of any committee of the Board may be called by the chairman of such committee by giving notice of such meeting, setting forth its time and place and delivered personally or by mail or telephone to the residence or place of business of the Director as listed in the Foundation's records at least 24 hours prior to such meeting. Unless otherwise provided in these bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established at a committee meeting, the subsequent withdrawal of committee members from the meeting so as to reduce the number of committee members present to fewer than the number required for a quorum shall not affect the validity of any action taken at the meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations.

#### Section 5. Resignation or Removal of Committee Members:

A member of any committee of the board may resign at any time by tendering his resignation in writing to the chairman of the board or the Secretary. The Board may, by majority vote, remove any member from a committee of the Board, with or without cause.

## ARTICLE VII

### GENERAL

#### Section 1. Fiscal Year:

The fiscal year of the Corporation shall begin on the first day of July and end on the 30<sup>th</sup> day of June each year.

#### Section 2. Execution of Instruments:

- (a) Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the Foundation, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of the Foundation, and other Foundation instruments or documents shall be executed, signed, or approved by the President and one other officer or agent or such other officers or agents of the Foundation to whom the Board, by resolution, shall have delegated such power, and may have the corporate seal affixed thereto.
- (b) Endorsements for deposit of commercial paper to the credit of the corporation in any of its duly authorized depositories may be made, without countersignature, by the President or such other officers or agents of the Foundation to whom the Board, by resolution, shall have delegated such power, or by hand stamped impression in the name of the Foundation.
- (c) All checks, drafts, or other order for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Foundation, shall be approved by the President and one other officer or agent or by such other person or persons and in such manner as shall be determined from time to time by resolution of the Board.
- (d) Loan and guarantees shall be contracted on behalf of the Foundation and any affiliated corporation only if authorized by the Board and approved by the parent. The purchase, sale, lease, mortgage and other acquisition or disposition of real estate shall require the action of the Board of Directors and the approval of the parent.

#### Section 3. Deposits of Funds:

All funds of the Foundation shall be deposited in a reasonably timely manner to the credit of the Foundation with such banks, bankers, trust companies, or other depositories as the Board may select or as may be selected by the President or any other officer or officers, agent of agents of the Foundation to whom such power may be delegated from time to time by the Board.

#### Section 4. Permanent Staff:

- (a) The Foundation may employ a permanent staff of qualified personnel and agents upon such terms, conditions and compensation as the Board or the officers shall from time to time determine.
- (b) The Foundation shall not enter into any employment contract having a term in excess of one year without the approval of the Board.

- (c) The Foundation may secure the fidelity of any employee by surety bond or otherwise.

#### Section 5. Construction of Terms and Headings:

Words used in these bylaws shall be read as the masculine, feminine or neuter gender, and as the singular or plural, as the content requires, The captions or headings are for convenience only and are not intended to limit or define the scope or effect of any provision of these bylaws.

#### Section 6. Investment of Foundation Funds:

(a) In General. The Board of Directors may take, receive and hold, in Trust, such property, real or personal, as may be given, devised to or otherwise vested in the Foundation, in trust, for such purposes, set forth in the trust instrument, as are consistent with the charitable purpose of the Foundation. The Board of Directors may take, receive and hold such other property, real or personal, as may be given, devised to or otherwise vested in the Foundation, outright, as part of the general assets of the Foundation and committed to its charitable purposes. The Foundation may also retain, invest and reinvest any funds held by it, according to the judgment of the Board and subject to the investment guidelines established by the parent.

(b) Investment. Upon obtaining the approval of the parent of the Foundation, the Foundation shall have the right to sell all or any part of any securities or property, real or personal, given, devised to or otherwise vested in it, whether outright or in trust, or may transfer all or any part of its assets in a revocable trust to a corporate trustee qualified under Section 7551(a) of the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

### ARTICLE VIII

#### INDEMNIFICATION

(a) Any person (or his testator or intestate) made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he is or was a Director, officer, employee or agent of the Foundation, or serves or served any other corporation or other entity or organization in any capacity at the request of the Foundation while he was a Director, officer, employee or agent of the Foundation, shall be and hereby is indemnified by the Foundation.

(b) Said indemnification shall be against all judgments, fines, amounts paid in settlements and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the laws of the Commonwealth of Pennsylvania as they may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws is not inconsistent with the law of the Commonwealth of Pennsylvania.

(c) The foregoing provisions of this Article shall be deemed to be a contract between the corporation and each Director, officer, employee or agent of the Foundation serving in such a capacity at any time while this Article is in effect. Any repeal or modification of this Article or any applicable provision of the laws of Pennsylvania shall not affect any rights or obligations then existing as it relates to any action or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. However, the right of indemnification

provided in this Article shall not be deemed exclusive of any other rights to which any Director, officer, employee or agent of the Foundation, may now be or hereafter become entitled apart from this Article.

(d) No Director of this Foundation shall be personally liable for monetary damages as such for any action taken or for any failure to take any action unless:

i) the Director has breached or failed to perform the duties of his office as set forth in applicable statutes (including, but not limited to 15 Pa. C.S.A. 5712) related to standard of care and justifiable reliance; and

ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

## ARTICLE IX

### DISSOLUTION

Upon the dissolution of the Foundation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Foundation, distribute all of the assets of the Foundation to UPMC Horizon, or if at the time of dissolution of this Foundation said organization no longer exists or no longer qualifies as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent federal tax laws, then to such charitable, educational or scientific purposes within the meaning of said Section 501(c)(3) as the parent of the Foundation shall determine.

## ARTICLE X

### AMENDMENTS

These bylaws and articles of incorporation may be altered, amended, repealed or supplemented and new bylaws or articles may be adopted by a majority vote of the whole number of Directors at any meeting of the Board provided, however, that written notice of the proposed change shall have been given to the Board in the notice of the meeting. No such change of these bylaws or of the articles of incorporation shall be effective unless and until such change is approved by the parent of the Foundation. These bylaws and the articles of incorporation may also be amended by the parent of the Foundation with or without a prior recommendation from the Board.