



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

Certificate of Authority
FOREIGN Non-Profit Corporation

→ Filing Fee: \$50.00

Pursuant to the provisions of RIGL 7-6-74, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

| | | |
|--|--------------|-------------------|
| 1. The name of the corporation is: | | |
| Prime Healthcare Foundation, Inc. | | |
| If this name is unavailable in Rhode Island, the corporation's elected name is: | | |
| | | |
| 2. It is incorporated under the laws of: | | |
| Delaware | | |
| 3. The date of its incorporation is: | | December 13, 2006 |
| And the period of its duration is: CHECK ONLY ONE BOX | | |
| <input checked="" type="checkbox"/> Perpetual (on-going) | | |
| <input type="checkbox"/> Date certain for dissolution _____ | | |
| 4. The address of its principal place of business is: | | |
| 3300 E. Guasti Road, 3rd Floor, Ontario, CA 91761 | | |
| 5. The name and address of the initial registered agent/office in Rhode Island is: | | |
| Agent Name National Corporate Research, Ltd | | |
| Street Address (NOT a P.O. Box) 222 Jefferson Blvd. | | |
| City/Town | State | Zip Code |
| Warick | RHODE ISLAND | 02888 |
| 6. List the specific purposes for transacting business in Rhode Island: | | |
| The corporation serves as the parent entity that will exclusively conduct charitable, scientific and educational affairs, specifically for the promotion of health to patients who do not have health care coverage. | | |
| Check the box to indicate an attachment. <input type="checkbox"/> | | |

RECEIVED
R.I. DEPT. OF STATE
BUS. SVCS. DIV.
2017 JAN 18 PM 12:26

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

FILED 12:26

JAN 18 2017

By

FORM 250 - Revised: 08/2016


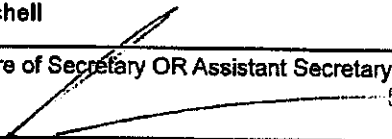
293441

| 7. The names and respective addresses of its directors and officers are: | | |
|--|----------------|--|
| OFFICE | NAME | ADDRESS |
| Director | Kavitha Bhatia | 3300 E. Guasti Rd., 3rd Fl., Ontario, CA 91761 |
| Director | David Thorson | 29899 Agoura Rd., Suite 110, Agoura Hills, CA |
| Director | William Ruh | 504 E. Route 66, Glendora, CA 91740 |
| President | Mike Sarian | 3300 E. Guasti Rd., 3rd Fl., Ontario, CA 91761 |
| Vice President | N/A | |
| Treasurer | Madan Reddy | 3300 E. Guasti Rd., 3rd Fl., Ontario, CA 91761 |
| Secretary | Troy Schell | 3300 E. Guasti Rd., 3rd Fl., Ontario, CA 91761 |

Check the box to indicate an attachment. ☐

8. This application must be accompanied by Certified Copies of its Articles of Incorporation and ALL Amendments issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including and accompanying attachments, and that all statements contained herein are true and correct.

| | |
|---|---------|
| Type or Print Name of <input checked="" type="checkbox"/> President OR <input type="checkbox"/> Vice President | Date |
| Mike Sarian | 1/13/17 |
| Signature of President OR Vice President  SIGN DOCUMENT HERE | |
| Type or Print Name of <input checked="" type="checkbox"/> Secretary OR <input type="checkbox"/> Assistant Secretary | Date |
| Troy Schell | 1-13-17 |
| Signature of Secretary OR Assistant Secretary  SIGN DOCUMENT HERE | |

TWO SIGNATURES ARE REQUIRED

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

FORM 250 - Revised: 08/2016

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PRIME HEALTHCARE FOUNDATION, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF DECEMBER, A.D. 2006, AT 9:31 O'CLOCK P.M.

CERTIFICATE OF REVIVAL, CHANGING ITS NAME FROM "PRIME HEALTHCARE SERVICES FOUNDATION, INC." TO "PHSI FOUNDATION, INC.", FILED THE TWENTY-FIFTH DAY OF APRIL, A.D. 2011, AT 5:44 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "PHSI FOUNDATION, INC." TO "PRIME HEALTHCARE FOUNDATION, INC.", FILED THE FOURTH DAY OF NOVEMBER, A.D. 2013, AT 8:11 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE THIRD DAY OF MARCH, A.D. 2016, AT 4:07 O'CLOCK P.M.



4267566 8100H
SR# 20170227322

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 201870738
Date: 01-13-17

Delaware

The First State

Page 2

*CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-
SEVENTH DAY OF APRIL, A.D. 2016, AT 4:33 O'CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "PRIME HEALTHCARE FOUNDATION, INC.".*



4267566 8100H
SR# 20170227322

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 201870738
Date: 01-13-17

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:31 PM 12/13/2006
FILED 09:31 PM 12/13/2006
SRV 061143524 - 4267566 FILE

CERTIFICATE OF INCORPORATION

OF

PRIME HEALTHCARE SERVICES FOUNDATION, INC.

FIRST: The name of the corporation is Prime Healthcare Services Foundation, Inc. (sometimes hereinafter referred to as the "corporation").

SECOND: The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware, New Castle County 19801. The name of the corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The corporation is organized exclusively for charitable, scientific, and educational purposes. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Delaware, and the purposes herein set forth, the corporation shall have the power, acting through its directors, its president, and its other officers to do all such acts as are necessary or convenient to the attainment of the purposes herein set forth and, in general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the purposes of the corporation.

FOURTH: The corporation shall not have any capital stock and the membership of the corporation and the directors of the corporation shall be determined in the manner provided in the corporation's bylaws.

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's directors, officers, or other private persons,

except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation within the meaning of section 4945 of the Code. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (the "Code"), or (ii) by a corporation contributions to which are deductible under section 170 of the Code.

SIXTH: The corporation shall have perpetual existence.

SEVENTH: The Board shall have the power, by majority action of the directors, to make, alter or repeal this Certificate of Incorporation and the Bylaws of the corporation, except that Article FOURTH and this Article SEVENTH may be amended only with the consent of a majority of the members.

EIGHTH: No director of the corporation shall be liable to the corporation or any other director for monetary damages for breach of fiduciary duty, except for liability (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under section 174 of the Delaware General corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of

directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

NINTH: Upon the dissolution of the corporation, the corporation's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to one or more organizations organized exclusively for charitable, educational, scientific or other exempt purposes and qualified as exempt under section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purposes.

TENTH: The incorporator is Dr. Prem Reddy whose mailing address is 16850 Bear Valley Road, Victorville, California 92395.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this Certificate of Incorporation, and, accordingly, have hereto set my hand this 28 of November, 2006.

Prem Reddy
Dr. Prem Reddy

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:44 PM 04/25/2011
FILED 05:44 PM 04/25/2011
SRV 110451848 - 4267566 FILE

STATE OF DELAWARE
CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER

The corporation organized under the laws of Delaware, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is PHSI FOUNDATION, INC.
(formerly known as PRIME HEALTHCARE SERVICES FOUNDATION)
2. Its registered office in the State of Delaware is located at 1309 Orange
Street (street), City of Wilmington
Zip Code 19801 County of New Castle. the name of
its registered agent is The Corporation Trust Company
3. The date of filing of the original Certificate of Incorporation in Delaware
was December 13, 2006
4. The date when restoration, renewal, and revival of the charter of this
company is to commence is the 28th day of February 2010
same being prior to the date of the expiration of the charter. This renewal
and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized
by its charter until the 1st day of March A.D. 2010,
at which time its charter became inoperative and void for non-payment of
taxes and this certificate for renewal and revival is filed by authority of the
duly elected directors of the corporation in accordance with the laws of the
State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section
312 of the General Corporation Law of the State of Delaware, as amended, providing for
the renewal, extension and restoration of charters the last and acting authorized officer
hereunto set his/her hand to this certificate this 25th day of
April A.D. 2011.

By: [Signature]
Authorized Officer
Name: Michael J Sarno
Print or Type
Title: Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:11 PM 11/04/2013
FILED 08:11 PM 11/04/2013
SRV 131269585 - 4267566 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)**

The corporation, PHSI Foundation, Inc.,
organized and existing under the laws of the State of Delaware, hereby certifies as
follows:

(1) That at a meeting a vote of the members of the governing body was taken
for and against the amendment to the Certificate of Incorporation, said Amendment being
as follows:

This Certificate of Amendment changes the name on
the Certificate of Incorporation to Prime
Healthcare Foundation, Inc.

(2) That said amendment was duly adopted in accordance with the provisions of
Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be
signed this 4 day of November, A.D. 2013.

By: Prem Reddy
Authorized Officer

Name: Prem Reddy, Chairman, President, CEO
Print or Type

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:07 PM 03/03/2016
FILED 04:07 PM 03/03/2016
SR 20161474834 - File Number 4267566

OF

PRIME HEALTHCARE FOUNDATION, INC.

Prime Healthcare Foundation, Inc., a nonprofit, non-stock corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Act"), does hereby certify:

1. That the present name of the corporation is Prime Healthcare Foundation, Inc.
2. That the corporation was incorporated under the name "Prime Healthcare Services Foundation, Inc." by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on December 13, 2006.
3. That this Amended and Restated Certificate of Incorporation of the corporation, which restates and integrates and also further amends the provisions of the corporation's Certificate of Incorporation, was duly adopted in accordance with the provisions of Sections 242 and 245 of the Act.
4. That the Certificate of Incorporation of the corporation is hereby amended, integrated and restated to read in its entirety as follows:

FIRST: The name of the corporation is Prime Healthcare Foundation, Inc. (sometimes hereinafter referred to as the "corporation").

SECOND: The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware, New Castle County 19801. The name of the corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The corporation is organized exclusively for charitable, scientific, and educational purposes. The specific purposes of the corporation are (i) the operation of hospitals and other health care facilities in a charitable manner, facilitating the charitable purposes of all nonprofit hospitals and health care facilities for which this corporation serves as the sole member, and with respect to such hospitals and health care facilities the provision of community health education, providing support for indigent health services and enhancing community care services and (ii) facilitating the educational and charitable purposes of California University of Science and Medicine, a California nonprofit public benefit corporation, and other community educational purposes. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Delaware, and the purposes herein set forth,

the corporation shall have the power, acting through its directors, its president, and its other officers to do all such acts as are necessary or convenient to the attainment of the purposes herein set forth and, in general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the purposes of the corporation.

FOURTH: The corporation shall not have any capital stock and the membership of the corporation and the directors of the corporation shall be determined in the manner provided in the corporation's bylaws.

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation within the meaning of section 4945 of the Internal Revenue Code (the "Code"). The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (ii) by a corporation contributions to which are deductible under section 170 of the Code.

SIXTH: The corporation shall have perpetual existence.

SEVENTH: The Board shall have the power, by majority action of the directors, to make, alter or repeal this Certificate of Incorporation, except that Article FOURTH and this Article SEVENTH may be amended only with the consent of a majority of the members. The Board shall have the power to make, alter or repeal the Bylaws of the corporation in the manner and subject to the limitations provided therein.

EIGHTH: No director of the corporation shall be liable to the corporation or any other director for monetary damages for breach of fiduciary duty, except for liability (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in


good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

NINTH: Upon the dissolution of the corporation, the corporation's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to one or more organizations organized exclusively for charitable, educational, scientific or other exempt purposes and qualified as exempt under section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for public purposes.

(signature page follows)

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 21st day of January, 2016.

PRIME HEALTHCARE FOUNDATION, INC.



Name: Troy Schell
Title: Secretary

STATE OF DELAWARE
CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND/OR REGISTERED OFFICE

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is
Prime Healthcare Foundation, Inc.
2. The Registered Office of the corporation in the State of Delaware is changed to
850 New Burton Road, Suite 201
(street), in the City of Dover
County of Kent Zip Code 19904. The name of the
Registered Agent at such address upon whom process against this Corporation may be
served is National Corporate Research, Ltd.
3. The foregoing change to the registered office/agent was adopted by a resolution of
the Board of Directors of the corporation.

By: _____


Authorized Officer

Name: Michael Heather, CFO
Print or Type