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*State of Rhode Island and Providence Plantations*

NON-PROFIT CORPORATION

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF ASSOCIATION  
THE MIRIAM HOSPITAL FOUNDATION**

Pursuant to the provisions of Section 7-6-40 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Association:

FIRST: The name of the corporation is The Miriam Hospital Foundation.

SECOND: The following amendments to the Articles of Association were adopted by the board of directors of the corporation:

Article THIRD of the Articles of Association of the corporation is amended in its entirety to read as follows:

"THIRD: The said corporation is constituted for the purpose of:

promoting the charitable, scientific and educational purposes of The Miriam Hospital and Lifespan Corporation, nonprofit corporations organized and existing under the Rhode Island Nonprofit Corporation Act, and each of the corporations and other entities which are tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1956, as amended (the "Code") and which may be directly or indirectly affiliated with either The Miriam Hospital or Lifespan Corporation from time to time in an integrated, regional system for the delivery of comprehensive health services, doing all things incidental to and designed to promote the foregoing purposes and engaging in any other activity for which corporations may be organized under the Rhode Island Nonprofit Corporation Act."

Article FIFTH of the Articles of Association of the corporation is amended in its entirety to read as follows:

"FIFTH: Upon dissolution, the Board of Directors of this corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation outright to Lifespan Corporation, if Lifespan Corporation is qualified for exemption

under Section 501(c)(3) of the Code or, if Lifespan Corporation is not then in existence or is not qualified for exemption under Section 501(c)(3) of the Code, to and among any existing non-business corporations or other entities organized and operated for educational, scientific, charitable, religious, or literary purposes, including non-profit societies or associations, which would then qualify under the provisions of Section 501(c)(3) of the Code in such manner and in such proportions as it shall prescribe. This corporation shall merge or consolidate with or into any corporation only if the surviving corporation is organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and meets the requirements for exemption under Section 501(c)(3) of the Code."

Article SIXTH of the Articles of Association of the corporation is amended in its entirety to read as follows:

"SIXTH. The sole member of the corporation shall be Lifespan Corporation, a Rhode Island nonprofit corporation."

Article SEVENTH of the Articles of Association of the corporation is amended by deleting the existing provision thereof in its entirety and substituting in its place the following:

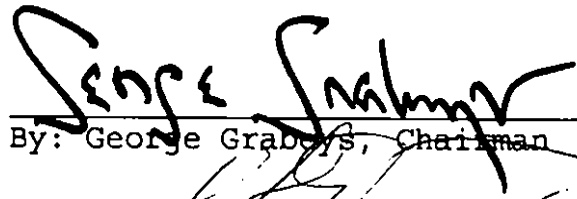
"A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Non-Profit Corporation Act 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 Rhode Island Non-Profit Corporation Act, as so amended. Any repeal or modification of the provisions of this Article by the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification."

THIRD: The amendments were adopted in the following manner:

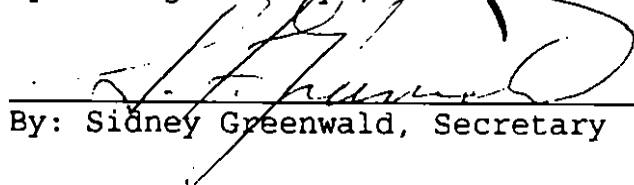
The amendments were adopted by a consent in writing signed under date of August 26, 1994 by all of the members of the Board of Directors entitled to vote in respect thereto, there being no members entitled to vote in respect thereof.

Dated: September 16, 1994

THE MIRIAM HOSPITAL FOUNDATION



By: George Grabeys, Chairman



By: Sidney Greenwald, Secretary

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