

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF LINCOLN HEALTH FOUNDATION, INC.
A Louisiana Nonprofit Corporation**

STATE OF LOUISIANA §

PARISH OF LINCOLN §

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified within and for the State and Parish aforesaid, personally came and appeared Shirley Reagan, Chairperson of the Board of Lincoln Health Foundation, Inc., a person of legal age and majority, and a resident of Ruston, Lincoln Parish, Louisiana, who declared to me, in the presence of the undersigned competent witnesses, that, the Board of Directors and Members of Lincoln Health Foundation, Inc., availing themselves of the provisions of the Louisiana Nonprofit Corporation Law, LSA-R.S. 12:201 et seq., do hereby Amend and Restate the Articles of Incorporation of Lincoln Health Foundation, Inc. as follows:

ARTICLE I

Name

The name of the corporation is Lincoln Health Foundation, Inc. (hereinafter designated as the "Foundation").

ARTICLE II

Duration

The period of duration of the Foundation is perpetual.

ARTICLE III

Non-Profit Status

The Foundation is a non-profit corporation and shall not be authorized to nor issue capital

stock.

ARTICLE IV

Members

The Foundation shall have members who must be directors of the Foundation. The membership of the Foundation at any particular time shall consist of all persons serving as directors of the Foundation at such time. Any person elected or appointed as a director of the Foundation shall automatically become a member of the Foundation when he or she takes office as a director of the Foundation. Any member of the Foundation shall automatically cease to be a member of the Foundation when he or she ceases to be a director of the Foundation. When acting as members rather than directors, the act of the members of the Foundation shall require the affirmative vote of a majority of all members of the Foundation.

ARTICLE V

Registered Office and Agent

The post office address of the Foundation's registered office is P.O. Box 2635, Ruston, Louisiana 71273. The location of such registered office is 500 East Reynolds Drive, Ruston, Louisiana 71270. The name of the Foundation's registered agent at such address is Norman Hanes. The registered agent and/or registered office may be changed from time to time by the Board.

ARTICLE VI

Purposes

The Foundation was originally organized and operated exclusively to benefit and support Lincoln Health System, Inc. and the Lincoln Parish Police Jury by furthering the charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code") or the corresponding section of any subsequent federal tax

code, of Lincoln Health System, Inc. and the Lincoln Parish Police Jury. Effective April 1, 2007, Lincoln Health System, Inc. sold substantially all its assets and began the process of liquidation and distribution of all assets to its stockholders. Lincoln Health Foundation, Inc., as a stockholder, then became a health care conversion foundation pursuant to LA RS 40:2115.11 et seq. As a health care conversion foundation, and pursuant to the approval granted Lincoln Health Foundation, Inc. by the Louisiana Attorney General, the purpose of the Foundation shall include managing and using the sale proceeds or liquidating distributions to improve health care and outcomes for residents of the area historically served by Lincoln Health System, Inc. d/b/a Lincoln General Hospital in accordance with Louisiana law applicable to the use of proceeds from the sale of non-profit hospitals. In furtherance of the above, the Foundation will continue to be organized and operated exclusively for purposes described in 501(c)(3) of the Code.

ARTICLE VII

Powers

The Foundation shall exercise all powers conferred upon corporations formed under the Louisiana Nonprofit Corporation Law; provided, however, that:

1. The Foundation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code, nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

2. No part of the net earnings of the Foundation shall inure to the benefit of any director of the Foundation, officer of the Foundation, member of the Foundation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for

the Foundation effecting one or more of its purposes), and no director, officer or member of the Foundation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Foundation shall not participate in, or intervene in (including the publication 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 Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

3. Upon the dissolution of the Foundation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the Foundation, distribute the remaining assets of the Foundation to the Lincoln Parish Police Jury, a political subdivision of the State of Louisiana which is described in Sections 170(c)(1) and 509(a)(1) of the Code, to be used for the same purposes as Lincoln Health Foundation, Inc., for its purpose of improving health care and outcomes for residents of the area historically served by Lincoln Health System, Inc. d/b/a Lincoln General Hospital.

4. The Foundation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The Foundation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

6. The Foundation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

7. The Foundation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

8. The Foundation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII

Governing Body

The activities of the Foundation shall be governed by its Board of Directors. There shall be no more than nine, nor less than six, Directors. Directors shall serve a term of three years, with the maximum length of service to be established by the By-laws of the Foundation. All other provisions regarding the directors of the Foundation, except as provided herein, shall be determined and fixed by the Bylaws of the Foundation.

ARTICLE IX

Amendments

These Articles of Incorporation and the Bylaws may be amended and restated or new Articles and Bylaws adopted by the affirmative vote of a majority of the directors of the Foundation.

Certificate

I, Shirley Reagan, Chairperson of the Board of Lincoln Health Foundation, Inc., certify that the foregoing Amended and Restated Articles of Incorporation of Lincoln Health Foundation, Inc. are true and correct, authorized by the Board of Directors of Lincoln Health Foundation, Inc. by unanimous vote of the directors and members at a meeting held on September 9, 2010, and,

further:

1. The Restated Articles contain the entire text of the Original Articles and all subsequent Amendments in effect as of the date of this Restatement, without substantive change except as have been made by new Amendments contained in this or preceding Restatements;

2. The new Amendments contained in this Restatement occur in Article V, "Registered Office and Agent," Article VI, "Purposes"

3. Each amendment, including those made in this Restatement, have been effected in conformance with law; and,

4. The date of Original Incorporation is July 30, 1996 and the date of this Restatement is September 9, 2010.

THUS DONE AND PASSED in Ruston, Louisiana on the date first set forth above in the presence of the undersigned competent witnesses who sign with me, Notary, and the said Appearers, after due reading of the whole.

WITNESSES:

Lacey Luker
Print Name: Lacey Luker

Zana Durrett
Print Name: Zana Durrett

APPEARER:

Shirley Reagan
Shirley Reagan, Chairperson

William A. Jones, Jr.
Notary Public
Print Name: William A. Jones, Jr.
Notary ID/Bar Roll No. 07514

**LINCOLN HEALTH FOUNDATION, INC.
RESOLUTION OF THE BOARD OF DIRECTORS**

Acting under the provisions of LSA-R.S. 12:201 et. seq. and other applicable laws of the State of Louisiana, I, the undersigned, am the Chairperson of Lincoln Health Foundation, Inc., and that as such have the custody of the corporate records and seal of the Foundation, and further certify that the following resolution was duly and properly adopted by a quorum of the Board of Directors in good standing at a meeting held, pursuant to notice, on September 9, 2010 as the same appears in the minute book of the Foundation and further certify that there are no provisions in the Articles of Incorporation or Bylaws which impair or modify the effectiveness of such resolution:

WHEREAS, the members ("Members") of Lincoln Health Foundation, Inc. ("Foundation") have reviewed the articles of incorporation ("Articles") and bylaws ("Bylaws") of the Foundation and believe that the current needs and objectives of the Foundation require that the Articles and Bylaws be updated; and

WHEREAS, the Members of the Foundation have approved the amendment and restatement of the Articles and Bylaws by a majority vote of the Directors and Members on September 9, 2010.

THEREFORE, BE IT RESOLVED, that the officers of the Foundation are authorized, in the name of and on behalf of the Foundation, to take any and all such actions and to do, or authorize to be done, all such actions as the officers may deem necessary or appropriate to effectuate the foregoing amended and restated Articles and Bylaws, including the filing of articles of amendment and restated articles with the Secretary of State of the State of Louisiana.

IN WITNESS WHEREOF, I have hereunto set my name at Ruston, Lincoln Parish, Louisiana on the 9th day of September, 2010.

Shirley Reagan
[Name and Title] President
Shirley Reagan
Chairperson

STATE OF LOUISIANA)
 :SS
PARISH OF LINCOLN)

Before me, the undersigned authority, on this day personally appeared Shirley Reagan known to me to be the person and officer of the Foundation as indicated above and being by me duly sworn on oath acknowledged and stated that the facts contained in the foregoing certificate are true and correct, and that said person and officer executed the same in the capacity stated as an act of the Foundation.

SWORN TO AND SUBSCRIBED before me the 9th day of September,
2010.

William A. Jones, Jr.

Notary Public

Print Name: William A. Jones, Jr.

Notary ID/Bar Roll No. 07514