

Document Type: **Restated Articles of Incorporation - Nonprofit**

Document Fee: **\$25.00**

Entity Name: **TMC HEALTHCARE**

Additional Fee: **\$0.00**

Entity Information

Entity Name: TMC HEALTHCARE

Entity Type: Domestic Nonprofit Corporation

Entity ID: 11376370

Formation Date: 07/23/2004

Entity Email Address: Damhnait.mclaughlin@tmcaz.com

Status: Active

Effective Date: 09/03/2019

Effective Time: 03:54PM

Update Entity Information

New Entity Name

Entity Name: TMC HealthCare

Adoption and Vote

Date of Adoption

Date Amendment was adopted: 09/03/2019

Approval of Amended Articles

The restated Articles were approved by the **board of directors without member or third person action**, and the approval of members or any other persons was not Required

The restated Articles contain one or more **amendments that required approval by members and/or other persons**

Statutory Agent Information

| Name | Attention | Address | Email |
|------|-----------|---------|-------|
|------|-----------|---------|-------|

TIM A HARTIN

TUCSON MEDICAL CENTER 5301 EAST
GRANT ROAD , TUCSON, AZ, 85712, USA

Known Place of Business

Attention

Address

ATT: TIM A HARTIN ADMINISTRATION 5301 E GRANT ROAD, TUCSON, AZ, 85712, USA

Principal Information

| Title | Name | Attention | Address | Email | Date Taking Office |
|---------------|---------------|-----------|---|-------|--------------------|
| President/CEO | JUDITH F RICH | | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 E GRANT RD, TUCSON, AZ 85712, USA | | 4/23/2009 |

| | | | |
|-----------|-----------------------|---|------------|
| Secretary | TIM HARTIN | CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 E GRANT RD, TUCSON, AZ 85712, USA | 4/30/2013 |
| Treasurer | STEVE BUSH | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 EAST GRANT ROAD, TUCSON, AZ 85712, USA | 9/28/2009 |
| Director | STEVEN SIWICK MD | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 E GRANT RD, TUCSON, AZ 85712, USA | 12/31/9999 |
| Director | ARNIE AROS | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 E GRANT RD, TUCSON, AZ 85712, USA | 12/31/9999 |
| Director | CLIFFORD MARTIN MD | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 E GRANT RD, TUCSON, AZ 85712, USA | 12/31/9999 |
| Director | JUDITH F RICH | % CHIEF LEGAL OFFICER 5301 E GRANT RD, TUCSON, AZ 85712, USA | 12/31/9999 |
| Director | ERIC ANCTIL MD | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 E GRANT RD, TUCSON, AZ 85712, USA | 12/31/9999 |
| Director | DAVID J COHEN | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 EAST GRANT ROAD, TUCSON, AZ 85712, USA | 12/31/9999 |
| Director | LOUISE FRANCESCONI | 5301 E GRANT RD , TUCSON, AZ 85712, USA | 12/31/9999 |
| Director | IRA H ROSENBERG | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 EAST GRANT ROAD, TUCSON, AZ 85712, USA | 12/31/9999 |
| Director | BECKY TORREY | C/O CHIEF MEDICAL CENTER TUCSON MEDICAL CENTER 5301 EAST GRANT ROAD, TUCSON, AZ 85712, USA | 12/31/9999 |
| Director | JON YOUNG | C/O/ CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 EAST GRANT ROAD, TUCSON, AZ 85712, USA | 12/31/9999 |
| Director | STEPHEN G EGGEN | TUCSON MEDICAL CENTER 5301 EAST GRANT ROAD , TUCSON, AZ 85712, USA | 12/31/9999 |
| Director | JAY KATZ | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL OFFICER 5301 EAST GRANT ROAD, TUCSON, AZ 85712, USA | 12/31/9999 |
| Director | ALAN ROGERS MD | C/O CHIEF MEDICAL OFFICER TUCSON MEDICAL CENTER | 12/31/9999 |

| | | | |
|----------------|----------------------|--|------------|
| Director | GAY TOSCH | 5301 EAST GRANT ROAD, TUCSON, AZ 85712, USA C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 EAST GRANT ROAD, TUCSON, AZ 85712, USA | 12/31/9999 |
| Director | GAYLE DEAN MD | C/O CHIEF LEGAL OFFICER, TUCSON MEDICAL CENTER 5301 E GRANT RD, TUCSON, AZ 85712, USA | 1/1/2019 |
| Vice-President | MIMI COOMLER | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 E GRANT RD, TUCSON, AZ 85712, USA | 4/1/2017 |
| Vice-President | JOY UPSHAW | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 EAST GRANT ROAD, TUCSON, AZ 85712, USA | 6/3/2019 |
| Vice-President | RICK ANDERSON | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 EAST GRANT ROAD, TUCSON, AZ 85712, USA | 3/18/2013 |
| Vice-President | JULIA STRANGE | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 EAST GRANT ROAD, TUCSON, AZ 85712, USA | 9/20/2009 |
| Vice-President | RICHARD PREVALLET | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 EAST GRANT ROAD, TUCSON, AZ 85712, USA | 8/9/2009 |
| Vice-President | MICHAEL DURAN | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 EAST GRANT ROAD, TUCSON, AZ 85712, USA | 7/23/2004 |
| Vice-President | FRANK R MARINI | C/O CHIEF LEGAL OFFICER TUCSON MEDICAL CENTER 5301 E GRANT RD, TUCSON, AZ 85712, USA | 7/23/2004 |

Uploaded Attachments

You may upload any attachment as a **.pdf file**.

File Name

Articles of Amendment & Restatement of Articles of Incorporation of TMC HealthCare 9-3-19.pdf

Signature

By typing/entering my name, I intend to affix my electronic signature acknowledging that this electronic document is submitted in compliance with Arizona law. I certify that the information on the electronic document is true, complete, and accurate as of the date the electronic filing is submitted.

I Agree

Signature: Tim A Hartin
Title: Officer

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
TMC HealthCare**

Pursuant to the provisions of Sections 10-11002, 10-11006, and 10-11007 of the Arizona Revised Statutes, the undersigned corporation adopts the following amendments and restatement of its Articles of Incorporation:

FIRST: The name of the corporation is: TMC HealthCare (the "Corporation").

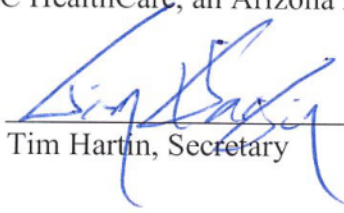
SECOND: The Corporation has no members and no specified person or persons other than the Corporation's Board of Trustees is required to approve in writing any amendment to the Corporation's Articles of Incorporation pursuant to A.R.S. section 10-11030.

THIRD: The document attached hereto as Exhibit A sets forth a restatement of the Articles of Incorporation, which contains amendments to the Corporation's Articles of Incorporation (the "Amended and Restated Articles of Incorporation").

FOURTH: The Amended and Restated Articles of Incorporation attached hereto as Exhibit A were unanimously approved by action of the Corporation's Board of Trustees on August 26, 2019 pursuant to the Corporation's Bylaws and A.R.S. Sections 10-11002(B) and 10-11007(B), effective as of the effective date of filing.

DATED this 3rd day of September, 2019.

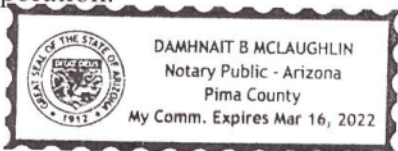
TMC HealthCare, an Arizona nonprofit corporation

By: 

Tim Hartin, Secretary

STATE OF ARIZONA))
County of Pima))

The foregoing instrument was acknowledged before me this 3rd day of September, 2019, by Tim Hartin, Secretary of TMC HealthCare, an Arizona nonprofit corporation, on behalf of the corporation.





NOTARY PUBLIC

My commission expires:

EXHIBIT A

Amended and Restated Articles of Incorporation
of
TMC HealthCare

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TMC HEALTHCARE**

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation of TMC HealthCare and any amendments or restatements thereof, all pursuant to the Arizona Nonprofit Corporation Act, §§ 10-3101 through 10-11702 of the Arizona Revised Statutes (the "ANCA").

ARTICLE I
Name

The name of the corporation is TMC HealthCare (the "Corporation").

ARTICLE II
Purposes and Activities

The Corporation is organized and shall be operated exclusively for charitable, educational or scientific purposes as a private, nonprofit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (the "Code" or "I.R.C."), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under I.R.C. Section 501(c)(3), and including any or all lawful affairs which nonprofit corporations are authorized to conduct under the laws of the State of Arizona.

The specific and primary purposes of the Corporation are:

(1) As a community health resource, to serve in a leadership capacity to facilitate the delivery of health care and medical services, including care for the residents of Pima County, Arizona and surrounding counties and communities. As part of this mission, the Corporation intends to facilitate the delivery of quality health care in a professional and timely manner by maintaining progressive, professional management, dedicated, compassionate, and well trained staff and employees, and modern equipment and facilities consistent with fiscally sound business practices. The Corporation, through its quality assurance program, will strive to improve the quality of care delivered. The Corporation, and all who are associated with it, shall accept responsibility for providing care and comfort for the total person embracing the physical, emotional, and spiritual needs of each patient and will not discriminate on the basis of sex, gender, race, color, age, handicap, national origin or religious background. The Corporation shall establish and maintain an institution or institutions and/or network with permanent facilities that include inpatient beds, nursing beds, and medical services to provide diagnosis and treatment for patients and associated services. The Corporation shall participate, as may be appropriate in the circumstances, in activities designed and carried on to promote the general health of the community.

(2) To support, assist, and benefit the interests and purposes and/or programs of such exempt organizations that are directly or indirectly controlled by, under common control with or affiliated with the Corporation which are described in I.R.C. Section 501(c)(3) or 501(c)(2) that

are public charities described in I.R.C. Section 509(a)(1) or 509(a)(2) (collectively, the "Supporting Organizations"), by engaging in such activities that may benefit or further the interests and purposes and/or programs of said Supporting Organizations from time to time as the Corporation's Board of Trustees deems to be suitable and appropriate. The phrase "to support, assist, and benefit the interests and purposes and/or programs" of said Supporting Organizations is meant to include projects and activities that the Supporting Organizations conduct, sponsor, advise, or in which they participate for the benefit of the Corporation. The term "directly or indirectly controlled by, under common control with" means the Corporation, either (i) is a member of any such Supporting Organization, (ii) has appointment rights over the members of the board of directors of any such Supporting Organization or (iii) pursuant to the requirements of the Supporting Organization's governing documents, there is an overlap of the Supporting Organization's directors and/or officers with one-half or more of the members of the Corporation's Board of Trustees.

(3) To carry out its purposes directly or by making gifts, grants, or other payments to one or more of the Supporting Organizations, and other qualified organizations in furtherance of the Corporation's or such Supporting Organization's programs as allowed by I.R.C. Section 509(a)(3), as well as distributions in accordance with the ANCA.

ARTICLE III Restrictions

(1) No dividends, liquidating dividends or distributions shall be declared or paid by the Corporation to any private individual or officer or Trustee of the Corporation.

(2) No part of the net earnings or net income of the Corporation shall inure to the benefit of, or be distributable to, any private individual or officer or Trustee of the Corporation; provided, however, that the Corporation shall be authorized and empowered to (i) pay reasonable compensation for services rendered, or reimbursement for reasonable expenses incurred, that are necessary to carrying out the exempt purposes of the Corporation, and (ii) make payments and distributions in furtherance of the purposes set forth herein.

(3) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including by publishing or distributing any statements, except as authorized under the Code.

(4) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

(5) Whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), (i) the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942, (ii) the Corporation shall not engage in any act of self-dealing, retain any excess business holdings, or make any taxable expenditures as

defined in I.R.C. Sections 4941(d), 4943(c), and 4945(d), respectively, (iii) make any investments in such manner as to subject it to tax under I.R.C. Section 4944, (iv) make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42 or (v) carry out any activities that are not permitted to a private foundation.

ARTICLE IV Members

The Corporation shall have no members.

ARTICLE V Trustees

(1) The affairs of the Corporation shall be managed by its Board of Trustees, which shall be elected by the Corporation's Board of Trustees as set forth in the Corporation's Bylaws. The Corporation's Board of Trustees shall consist of such number of persons as set forth in the Corporation's Bylaws, but shall not be less than the number of directors required by the ANCA. The terms of office, qualifications, and method of election of the Trustees shall be as set forth in the Bylaws of the Corporation.

(2) At no time shall the Corporation be directly or indirectly controlled by one or more disqualified persons (as that term is defined in I.R.C. Section 4946) within the meaning of I.R.C. Section 509(a)(3)(C). If the appointment or election of an individual shall cause this rule to be violated, then that individual shall not take office but his or her directorship shall be treated as vacant, provided, however, that if such vacancy should cause the Corporation to have less than three (3) Trustees, then the Board of Trustees shall appoint or elect an individual to fill the vacancy who would not cause this rule to be violated.

ARTICLE VI Liability and Indemnification

(1) No Trustee of the Corporation shall be personally liable to the Corporation for monetary damages for any act or omission as a Trustee; provided, however, that this Section shall not eliminate or limit the liability of a Trustee for (i) breach of the Trustee's duty of loyalty to the Corporation, (ii) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) a financial benefit received by a Trustee to which the Trustee is not entitled, (iv) any transaction from which the Trustee derived an improper personal benefit, (v) any violation of A.R.S Section 10-3833, (vi) an intentional infliction of harm on the Corporation or the members, (vii) an intentional violation of criminal law or (viii) any proceeding by or in the right of the Corporation in which the Trustee was adjudged liable to the Corporation.

(2) To the fullest extent permitted by law and as provided in the Bylaws of the Corporation or any written agreement duly entered into by the Corporation, the Corporation shall indemnify any person who (i) is serving or has in the past served as a Trustee, committee member, corporate officer, employee or agent of the Corporation or (ii) at the request of the Corporation, is serving or has in the past served as a director, committee member, corporate officer or employee of another corporation or entity, against all expenses (including reasonable

attorneys' fees) and liabilities (including judgments, fines, and amounts paid or to be paid in settlement) incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which he/she is or was a party or is threatened to be made a party by reason of the fact that he/she is or was a Trustee, committee member, corporate officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, committee member, corporate officer or employee of another corporation or entity. The foregoing rights of indemnification are limited as required by Arizona law, but shall be in addition to and not exclusive of all of the rights to which such persons may be entitled at law or otherwise.

(3) For purposes of this Article VI, the term "Trustee" includes a person who serves on the Board of Trustees or any Advisory Board of the Corporation.

ARTICLE VII
Amendment

These Articles of Incorporation may be amended by the Board of Trustees of the Corporation acting pursuant to the Corporation's Bylaws.

ARTICLE VIII
Dissolution

In the event the Corporation is dissolved, the Board of Trustees, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the remaining assets of the Corporation pursuant to a plan of dissolution adopted by the Board of Trustees pursuant to the Corporation's Bylaws, to such organization or organizations organized and operated exclusively for charitable, educational, and scientific purposes as shall at the time qualify as an exempt organization or organizations under I.R.C. Section 501(c)(3), or as otherwise set forth in the Corporation's Bylaws.

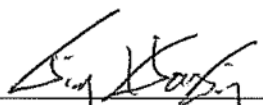
ARTICLE IX
Principal Office

The mailing address of the principal office of the Corporation is 5301 East Grant Road, Tucson, Arizona 85712.

CERTIFICATION

The undersigned officer of the Corporation hereby certifies that no specified person or persons is required to approve in writing any amendment to the Corporation's Articles of Incorporation pursuant to A.R.S. Section 10-11002, and that the Amended and Restated Articles of Incorporation were adopted by the Corporation's Board of Trustees in accordance with A.R.S. Sections 10-11002(B) and 10-11007(B).

Executed this 3rd day of September, 2019.




Tim Hartin, Secretary

Acceptance of Appointment by Statutory Agent

Pursuant to the provisions of the Arizona Revised Statutes, the undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation.

Executed this 3rd day of September, 2019.

By:  _____
Tim Hartin, Statutory Agent