



Ascension

October 17, 2018

Via Certified Mail

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U.S. Nuclear Regulatory Commission, Region III
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Lisle, IL 60532-4352

Subject: License number 21-12275-02

To Whom It May Concern:

We are writing to inform you that, effective September 21, 2018, Borgess Medical Center changed its name to Ascension Borgess Hospital. Attached is a copy of the Certificate of Amendment to the Articles of Incorporation filed with the State of Michigan, that shows the change to the name.

Please make the appropriate changes to your records. Our Materials License will need to be revised as follows:

1. Ascension Borgess Hospital
- 10.B. ... facilities located at Ascension Borgess Heart Institute
- 10.C. ... facilities located at Ascension Borgess Health Park, Battle Creek

If you have any questions, please contact B.J. Predum at 269-226-4833 or via email at Benjamin.Predum@Ascension.org.

Respectfully,

B.J. Predum, MBA, R.T.(R)(MR)
Radiology Director
Ascension Borgess Hospital

Paul Jursinic, Ph.D.
Radiation Safety Officer
Ascension Borgess Hospital

03 E-4
12:00

CSC/L/CO-511 (Rev. 02/13)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU	
Date Received SEP 20 2018	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
Name <u>CSC-Lawyers Incorporating Service (Company)</u>	EFFECTIVE DATE:
Address <u>601 Abbot Road</u>	
City State Zip Code <u>East Lansing Michigan 48823</u>	

FILED
SEP 21 2018
ADMINISTRATOR
CORPORATIONS DIVISION

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Pursuant to the provisions of the Michigan Nonprofit Corporations Act, Act 162, Public Acts of 1982, the undersigned corporation executes the following Amended and Restated Articles of Incorporation:

- A. The present name of the corporation is Borgess Medical Center.
- B. The corporation identification number assigned by the Bureau is 800797885.
- C. All former names of the corporation are: Borgess Hospital.
- D. The date of filing the original Articles of Incorporation was July 5, 1927, and date of filing the most recent Amended and Restated Articles of Incorporation was July 27, 2015.

The following Articles of Incorporation supersede all previously filed Articles of Incorporation, including amendments thereto, and shall be the Articles of Incorporation for the Corporation.

\$110 cc/AMN 1855533

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ARTICLE I

The name of the corporation is Ascension Borgess Hospital ("Corporation").

ARTICLE II

Section 2.1 **Philosophy.** The philosophy of the Corporation is that of Ascension Sponsor as articulated and promoted through statements of mission, vision, and values of the Corporation in accordance with the official teachings of the Roman Catholic Church and the Ethical and Religious Directives for Catholic Health Care Services as approved, from time to time, by the United States Conference of Catholic Bishops and as implemented by the local ordinary.

Section 2.2 **Statement of Role and Purposes.** The Corporation will have a role statement that specifies the purposes it will serve and the manner in which the philosophy, mission and core values of Ascension Health and Ascension will be carried out in the community served by the Corporation. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health and Ascension and the Corporation's purposes shall include the following:

- 2.2.1 Serve as part of a clinically integrated system of care;
- 2.2.2 Serve as an integral part of the Roman Catholic Church and carry out its mission in support of or in furtherance of the charitable purposes of the organizations described in this Article;

- 2.2.3** Further the philosophy and mission of Ascension Health of healing and service the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries which are now, or may hereafter be established by Ascension Health, or sponsored by Ascension Sponsor and which are in furtherance of or in support of the charitable purposes of the organizations described in this Article;
- 2.2.4** Raise funds for any or all of the organizations described in this Article from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in furtherance of the charitable purposes of such organizations;
- 2.2.5** Acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of organizations described in this Article;
- 2.2.6** Contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Article;
- 2.2.7** Engage in any lawful activities within the purposes for which a corporation may be organized under the Michigan Nonprofit Corporation Act (the "Act"), as it may be amended from time to time, which are in furtherance of or in support of the charitable purposes of the organizations described in this Article;
- 2.2.8** Serve as the controlling entity of subsidiary organizations that conduct health related and other activities, and limit the powers, duties and responsibilities of the governing bodies of such subsidiary organizations, all in accordance with System

Policy;

2.2.9 Support institutions sponsored by Ascension Sponsor, both within and without the State, and cooperate with other System institutions;

2.2.10 Promote cooperation and exchange of knowledge and experience among the various apostolates of Ascension Sponsor within the health care mission; and

2.2.11 Otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:

- (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons unless allowed by Section 501(c)(3) of the Code and the Act 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 herein.
- (ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.
- (iii) Notwithstanding any other provisions of the Corporation's Articles of Incorporation or Bylaws, the Corporation shall only operate for charitable purposes and the Corporation 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.

ARTICLE III

Section 3.1 Non-Stock Corporation. The Corporation is organized on a non-stock basis.

Section 3.2 Value of Real Property Assets. As of May 30, 2015, the approximate value of the real property assets of the Corporation is estimated to be \$4,340,188.00.00 and consists of buildings and land.

Section 3.3 Value of Personal Property Assets. As of May 30, 2015, the approximate value of the personal property assets of the Corporation is estimated to be \$160,579,970.00 and consists of equipment, inventory, bank accounts and investments.

Section 3.4 Financing. The Corporation is to be financed by payments for services rendered by the Corporation, income from the Corporation's investments, contributions and grants from individuals and organizations, and from other sources which may be available.

Section 3.5 Membership. The Corporation is organized on a membership basis. The sole member of the Corporation is Ascension Michigan, having its registered office at 601 Abbot Road, East Lansing, MI 48823.

ARTICLE IV

Section 4.1 Registered Office Address. The address of the registered office is 601 Abbot Road, East Lansing, MI 48823.

Section 4.2 Resident Agent Name. The name of the resident agent at the registered office is CSC Lawyers Incorporating Service (Company).

ARTICLE V

Section 5.1 Decision Making Rights of Ministry Market Corporation. The following matters shall be decided by Ascension Michigan:

- 5.1.1 The appointment and removal of members to the Board of the Corporation;
- 5.1.2 The appointment and removal of the Chair of the Board of the Corporation;
- 5.1.3 The annual performance assessment of the Board of the Corporation;
- 5.1.4 Ministry Market strategy involving Corporation;
- 5.1.5 Changes to major clinical programs or services provided by Corporation;
- 5.1.6 Strategies involving Corporation for participating in clinically integrated systems of care;
- 5.1.7 Arrangements with physicians practicing at Corporation's health care facilities;
- 5.1.8 Strategies involving Corporation for establishing arrangements with local payors, self-insured employers, and other health care purchasers;
- 5.1.9 Strategies necessary to meet community needs; and
- 5.1.10 Market-specific clinically reliable process development.

Section 5.2 **Decision Making Rights of Ascension.** The following matters shall be decided by Ascension:

5.2.1 Major Transactions involving Corporation and Corporation Subsidiary that is a Credit Group Member; and

5.2.2 The incurrence of debt by Corporation or any Corporation Subsidiary.

Section 5.3 **Decision Making Rights of Ascension Health.** The following matters shall be decided by Ascension Health:

5.3.1 Changes to Articles of Incorporation or Bylaws of the Corporation where such changes are not consistent with System Policy;

5.3.2 The appointment, removal and performance evaluation of the Corporation President;

5.3.3 The formation of a Corporation Subsidiary; and

5.3.4 Major Transactions involving any Corporation Subsidiary that is not a Credit Group Member.

ARTICLE VI

Section 6.1 **Limitation on Liability.** No member of the Board of Trustees of the Corporation who is a volunteer director ("Trustee") and no volunteer officer, as those terms are defined in the Michigan Nonprofit Corporation Act, as amended (the "Act"), shall be personally liable to the Corporation or its Member for monetary damages for a breach of the Trustee's or Officer's fiduciary duty. However, this provision shall not eliminate or limit the liability of a Trustee or volunteer officer for any of the following:

6.1.1 The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.

6.1.2 Intentional infliction of harm on the corporation, its shareholders, or members.

6.1.3 A violation of section 551.

6.1.4 An intentional criminal act.

6.1.5 A liability imposed under section 497(a).

Section 6.2 Assumption of Liability. The Corporation shall assume all liability to any person other than the Corporation or its Member for all acts or omissions of a Trustee occurring on or after the filing of these Articles of Incorporation and incurred in the good faith performance of the volunteer Trustee's duties. However, the Corporation shall not assume any liability to the extent the assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code.

Section 6.3 Liability of Volunteer Officer. The Corporation shall assume all liability for all acts or omissions of a volunteer officer or other non-director volunteer ("non-Trustee"), as those terms are defined in the Act, occurring on or after the Effective Date of the filing of these Articles of Incorporation if all of the following are met:

6.3.1 the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority,

6.3.2 the volunteer was acting in good faith,

6.3.3 the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct,

6.3.4 the volunteer's conduct was not an intentional tort, and

6.3.5 the volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section

3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.


Section 6.4 **Changes to the Act.** If the Act is amended after the filing of these Articles of Incorporation to authorize the further elimination or limitation of the liability of Trustees, directors, Officers, or non-director volunteers of nonprofit corporations, then the liability of the Corporation's Trustees, directors, Officers, and non-director volunteers, in addition to the limitation, elimination, and assumption of personal liability contained in this Article, will be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination, or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code. No amendment or repeal of this Article will apply to or have any effect on the liability or alleged liability of any such person for any acts or omissions occurring prior to the effective date of any such amendment or repeal.

ARTICLE VII

Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Bylaws of Corporation.

These Amended and Restated Articles of Incorporation were duly adopted on the 10th day of September 2018, in accordance with the provisions of Section 641 of the Act. These Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation and were duly adopted by the vote of the member, Ascension Michigan. The necessary number of votes was cast in favor of these Articles of Incorporation.

Signed this 10th day of September, 2018.

By: 
Printed: Mary C. Gaughan
Title: Associate General Counsel

BORGESS

Borgess
Radiology Dept
1521 Gull
Kalamazoo MI 49048

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A member of Ascension Health

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