

copy of app

VOID SHEET

TO: License Fee Management Branch
FROM: RV
SUBJECT: VOIDED APPLICATION

Control Number: 5 71115
Applicant: Kaprolani
Date Voided: 2/27/90
Reason for Void: _____

sent amend for wrong license
should be 53-19890-01
control # 571129

fl 2/28/90
Signature Date

Attachment:
Official Record Copy of
Voided Action

FOR LFMB USE ONLY

Final Review of VOID Completed:

- ☒ Refund Authorized and processed
☐ No Refund Due
☐ Fee Exempt or Fee Not Required

Comments: bofe applied to 571129

Log completed ☒
Processed by: W. M. M. 3/14/90

ML5a

BETWEEN:

License Fee Management Branch, ARM
and
Regional Licensing Sections

(FOR LFMS USE)
INFORMATION FROM LTS

Program Code: 02121
Status Code: 0
Fee Category:
Exp. Date: 19930831
Fee Comments:
.....

LICENSE FEE TRANSMITTAL

A. REGION ☒

1. APPLICATION ATTACHED

Applicant/Licensee: KAPIOLANI WOMEN'S & CHILDREN'S
Received Date: 900212
Docket No: 3030765
Control No.: 571115
License No.: 53-19890-02
Action Type: Amendment

2. FEE ATTACHED

Amount: \$120
Check No.: 105378

3. COMMENTS

Signed
Date

[Signature]
2/16/90

B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered / ☒)

1. Fee Category and Amount: 7c (\$120)

2. Correct Fee Paid. Application may be processed for:

Amendment ☒
Renewal
License

3. OTHER

Signed
Date

[Signature]
2/20/90

Kapiolani Health Care System

Richard Davi
President and Chief Executive Officer

1500 S. Beretania St.
Honolulu, Hawaii
96826
(808) 973-3400

January 30, 1990

Ms. Beth A. Riedlinger
Health Physicist (Licensing)
Nuclear Materials Safety Section
NUCLEAR REGULATORY COMMISSION
Region V
1450 Maria Lane, Suite 210
Walnut Creek, CA 94596

CO FEB 12 1990



Dear Ms. Riedlinger:

RE: Kapiolani Medical Center for Women and Children
Docket No: 030-30765
License No: 53-19890-02
Control No: 70822

A non-profit organization
supporting Kapiolani
Medical Center for Women
and Children and its
affiliated non-profit
healthcare companies

Enclosed are the Articles of Incorporation for Kapiolani Medical Center for Women and Children. This document, filed in 1987, reflects the name change from Kapiolani Women's and Children's Medical Center to Kapiolani Medical Center for Women and Children. No changes in the operations involving nuclear activities were made in conjunction with the name change.

As the result of an oversight at the time of the name change, we failed to notify you so that the NRC license could be modified. I am asking that, by notifying you at this time and supplying the official documentation of the name change along with the required processing fee, the modification to the license can now be made.

Should you have any questions about this change, please contact me at 973-3413.

Sincerely,

Susan Forbes
Susan Forbes
Director of System Planning

SF/hc/1214M

Attachment

cc: Joan McGarry-Nakayama
Robert DiMauro, MD
Jack Randall

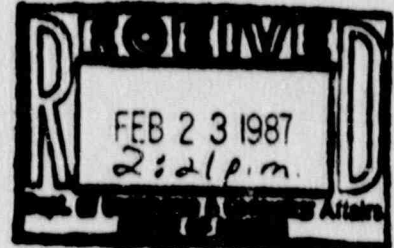
Feb-2-90
102989
9120
70
And
2/20/90
2/20/90
Kapiolani

\$60 refunded
\$460 applied to
571129

71115

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street
Mailing Address: P.O. Box 40, Honolulu, HI 96810

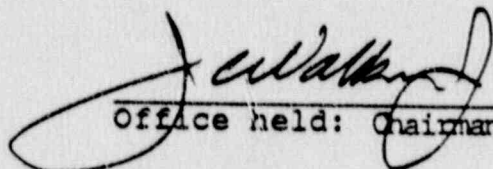
In the Matter of the Amendment of)
the Charter of Incorporation of)
KAPIOLANI WOMEN'S AND CHILDREN'S)
MEDICAL CENTER)

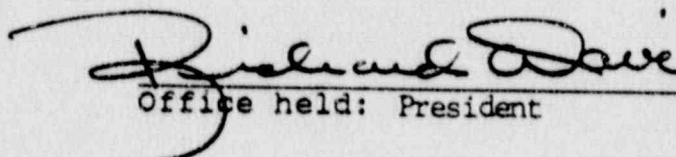


CERTIFICATE OF AMENDMENT

The undersigned duly authorized officers of
KAPIOLANI WOMEN'S AND CHILDREN'S MEDICAL CENTER, a Hawaii
non-profit corporation, do hereby certify that all of the
members of said corporation have consented in writing, in
lieu of a meeting, to amend the Charter of Incorporation
of said corporation, as set forth in the exhibit attached
hereto and made a part of this Certificate.

IN WITNESS WHEREOF, the undersigned have hereunto
set their hands this 18th day of February, 1987.



Office held: Chairman

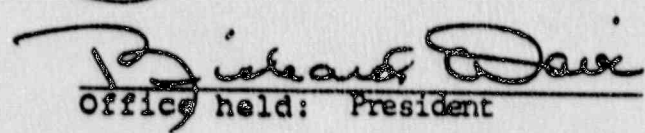

Office held: President

STATE OF HAWAII)
CITY AND COUNTY OF HONOLULU) ss.

Richard Davi and John Walker, Jr.

being first duly sworn on oath depose and say that they
are the President and Chairman, respectively, of ^{Kan}
KAPIOLANI WOMEN'S AND CHILDREN'S MEDICAL CENTER; that as _{N.P.}
such officers they are duly authorized to sign the forego-
ing Certificate of Amendment; that they have read the said
Certificate, know the contents thereof, and that the same
is true.


Office held: Chairman


Office held: President

Subscribed and sworn to before me
this 18th day of February, 1987.


Notary Public, State of Hawaii

My commission expires: September 29, 1989

I hereby approve the foregoing amendment this
23rd day of February, 1987.



Director of Commerce and Consumer
Affairs



Corporation and Securities
Administrator

EXHIBIT TO CERTIFICATE OF AMENDMENT
OF
KAPIOLANI WOMEN'S AND CHILDREN'S
MEDICAL CENTER

AMENDMENTS TO THE CHARTER OF INCORPORATION
OF
KAPIOLANI WOMEN'S AND CHILDREN'S
MEDICAL CENTER

1. Article VIII of the Charter of Incorporation of Kapiolani Women's and Children's Medical Center (the "Corporation") is amended in its entirety, to read as follows:

ARTICLE VIII

Membership

The sole voting member of the Corporation shall be Kapiolani Health Care System, a Hawaii nonprofit corporation. The sole voting member of the Corporation shall have such rights and powers as are provided in the Charter of Incorporation, the Bylaws and the laws of the State of Hawaii including, without limitation of the generality of the foregoing, the exclusive power:

- (a) to elect the trustees of the Corporation and to remove any of the trustees of the Corporation from office; and
- (b) to vote on all matters where the vote of members with voting rights is required under the Charter of Incorporation, the Bylaws, or the laws of the State of Hawaii.

The Corporation may provide in the Bylaws for one or more classes of supporting, life, honorary, or other non-voting members, who shall have the rights set forth in the Bylaws but who shall not be entitled to vote or to have any voice in the management of corporate affairs.

2. Article XII of the Charter of Incorporation is amended in its entirety, to read as follows:

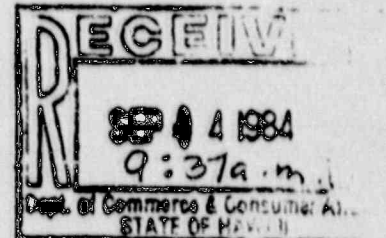
ARTICLE XII

Corporate Dissolution

If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts, shall be distributed to Kapiolani Health Care System, Kapiolani Medical Center Foundation for Women and Children, or either of them, or to any other health care organization which is then affiliated with either of them, provided the recipient is then a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), but if Kapiolani Health Care System or Kapiolani Medical Center Foundation for Women and Children at that time is no longer such a tax-exempt organization, then the remaining assets shall be distributed, for the specific purposes of prenatal and postnatal health care for women and children, only to one or more public agencies, organizations, corporations, trusts or foundations organized and operated exclusively for charitable, scientific, educational or literary purposes, no part of whose assets, income or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private shareholder or individual and the activities of which do not include participation or intervention (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. In no event shall any distribution be made to any organization unless it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) with purposes similar or related to those of the Corporation. To the extent economically and socially feasible, any such distributions shall be allocated equally between medical care for women and medical care for children; and to the extent that any restricted funds are distributed for one of such purposes, an equivalent amount of unrestricted funds shall be distributed for the other purposes, so that the total distribution shall be approximately equivalent.

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810

In the Matter of the Amendment of)
the Charter of Incorporation of)
KAPIOLANI WOMEN AND CHILDREN'S)
MEDICAL CENTER)



CERTIFICATE OF AMENDMENT

The President and Secretary, respectively, of KAPIOLANI WOMEN AND CHILDREN'S MEDICAL CENTER, a Hawaii non-profit corporation, do hereby certify that at a special meeting of the members of said corporation duly called and held at 1319 Punahou Street, Honolulu, Hawaii, on the 6th day of September, 1984, for the purpose of changing the name of the said corporation, it was voted by not less than two-thirds of the members present at the meeting to amend the Charter of Incorporation of said corporation by deleting the name KAPIOLANI WOMEN AND CHILDREN'S MEDICAL CENTER wherever it appears in the Charter of Incorporation, and inserting in lieu thereof the name KAPIOLANI WOMEN'S AND CHILDREN'S MEDICAL CENTER.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 12th day of September, 1984.

Richard Dave
President
Deane Wit
Secretary

STATE OF HAWAII

CITY AND COUNTY OF
HONOLULU

SS.

Richard Davis and Dean E. Witt
being first duly sworn on oath depose and say that they are
the President and Secretary, respectively, of KAPIOLANI
WOMEN AND CHILDREN'S MEDICAL CENTER; that as such officers
they are duly authorized to sign the foregoing Certificate
of Amendment; and that they have read the said Certificate,
know the contents thereof, and that the same is true.

Richard Davis
President
Dean E. Witt
Secretary

Subscribed and sworn to before me
this 12th day of September, 1984.

James M. Skratz
Notary Public, _____ Judicial Circuit,
State of Hawaii

My Commission expires: March 24, 1986

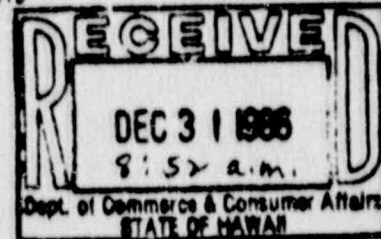
I hereby approve the foregoing amendment this 14th day of
September, 1984.

Kenneth H. Yamamoto
Corporation Securities
Administrator

Russell S. Nagata
Director of Department of
Commerce & Consumer Affairs

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street
Mailing Address: P.O. Box 40, Honolulu, HI 96810

In the Matter of the Amendment of
the Charter of Incorporation of
KAPIOLANI WOMEN'S AND
CHILDREN'S MEDICAL CENTER



CERTIFICATE OF AMENDMENT
Kapiolani Women's and Children's Medical
Center

The undersigned duly authorized officers of _____

a Hawaii non-profit corporation, do hereby certify that at a special meeting of the members of said corporation duly called and
held at 1319 Punahou Street, Honolulu, Hawaii 96826

on the 2nd day of July, 1985, for the purpose of amending the Charter of Incorporation,
it was voted by not less than two-thirds of the members present at the meeting to amend the Charter of Incorporation of said
corporation, as set forth in the exhibit attached hereto and made a part of this Certificate.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 26th day of September, 1986

Richard Davi
Office held: President & Chief Executive Officer
Eve G. Anderson
Office held: Chairman of the Board

STATE OF HAWAII)
CITY & COUNTY OF) ss.
HONOLULU)

Richard Davi and Eve G. Anderson being

first duly sworn on oath depose and say that they are the President & Chief Executive Officer and Chairman of the Board
respectively, of Kapiolani Women's and Children's Medical Center; that as such officers
they are duly authorized to sign the foregoing Certificate of Amendment; and that they have read the said Certificate and attached
Exhibit, know the contents thereof, and that the same are true.

Richard Davi
Office held: _____
Eve G. Anderson
Office held: _____

Subscribed and sworn to before me this

26th day of September, 1986

Kathleen H. Harvey
Notary Public, State of Hawaii
My commission expires: September 28, 1989

The foregoing amendment is hereby allowed this 31st day of December, 1986

Wanda A. M. J.

EXHIBIT TO CERTIFICATE OF AMENDMENT OF THE
CHARTER OF INCORPORATION OF
KAPIOLANI WOMEN'S AND CHILDREN'S MEDICAL CENTER

AMENDED CHARTER OF INCORPORATION
OF
KAPIOLANI WOMEN'S AND CHILDREN'S MEDICAL CENTER

ARTICLE I

Corporate Name

The name of the Corporation is KAPIOLANI WOMEN'S
AND CHILDREN'S MEDICAL CENTER.

ARTICLE II

Location of the Corporation

The location of the Corporation and the address
of its initial office is 1319 Punahou Street, Honolulu,
Hawaii 96826.

ARTICLE III

Corporate Purposes

Section 3.1 Purposes. The Corporation is or-
ganized exclusively to operate and maintain a hospital and
medical center primarily to provide comprehensive health
care services and resources to women and children and to
operate exclusively for charitable, educational and scien-
tific purposes, within the meaning of Section 501(c)(3) of
the Internal Revenue Code, including for such purposes,
the making of distributions to organizations that qualify
as tax-exempt organizations under Section 501(c)(3) of the
Internal Revenue Code of 1954 (or any future corresponding
provisions).

Section 3.2 Restrictions. No part of the assets
or earnings of the Corporation shall inure to the benefit
of any individual. The Corporation shall not participate
in or intervene (including the publication or distribution
of statements) in any political campaign on behalf of any
candidate for public office. Notwithstanding any other
provision of this Charter, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or

(ii) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

Corporate Powers

The Corporation shall have and possess all the powers permitted to nonprofit corporations under the laws of the State of Hawaii.

ARTICLE V

Corporate Life

The duration of the Corporation shall be perpetual.

ARTICLE VI

Trustees and Officers

Section 6.1 Board of Trustees. There shall be a Board of Trustees elected as provided in the Bylaws who shall number 20 at the formation of the Corporation and within three years thereafter shall be reduced to a number not less than eleven nor more than seventeen persons. The Board of Trustees shall have and may exercise all the powers of the Corporation except as otherwise provided by law, this Charter or the Bylaws.

Section 6.2 Officers. The officers of the Corporation shall be a chairman of the board, a president, a secretary and a treasurer. The Corporation may have such additional officers as determined in accordance with the Bylaws. The officers shall have the powers, perform the duties and be appointed in the manner set forth in the Bylaws. Any person may hold two or more offices of the

Corporation unless such practice is prohibited by the Bylaws.

ARTICLE VII

LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 7.1 No Liability to Corporation. No trustee, officer, employee or other agent of the Corporation and no person serving at the request of the Corporation as a trustee, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise and no heir, or personal representative of any such person shall be liable to the Corporation for any loss or damage suffered by it on account of an action or omission by such person as a trustee, officer, employee or other agent if he/she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of this Corporation, unless with respect to an action or suit by or in the right of the Corporation to procure a judgment in its favor such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to this Corporation.

Section 7.2 Indemnity. (1) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a trustee, officer, employee or other agent of the Corporation or is or was serving at the request of the Corporation as a trustee, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to

be in or not opposed to the best interests of this Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

(2) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a trustee, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of this Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to this Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a trustee, officer, employee or other agent of the Corporation or of any division of the Corporation, or a person serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (1) and (2) of this section, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

(4) Any indemnification under paragraphs (1) and (2) of this section (unless ordered by a court) shall be made by the Corporation only if authorized in the specific case upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he/she has met the applicable

standard of conduct set forth in paragraphs (1) and (2). Such determination may be made:

(i) by the Board of Trustees by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings;

(ii) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Corporation;

(iii) if a quorum of disinterested trustees so directs, by a majority vote of the members; or

(iv) by the court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in a particular case upon receipt of an undertaking by or on behalf of the trustee, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this article.

(6) The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of any such person.

(7) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or other agent of the Corporation or is or was serving at the request of

the Corporation as a trustee, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

ARTICLE VIII

Membership

The sole voting member of the Corporation shall be KWCMC Health Care System, a Hawaii nonprofit corporation. The sole voting member of the Corporation shall have such rights and powers as are provided in the Charter of Incorporation, the Bylaws and the laws of the State of Hawaii including, without limitation of the generality of the foregoing, the exclusive power:

(a) to elect the trustees of the Corporation and to remove any of the trustees of the Corporation from office; and

(b) to vote on all matters where the vote of members with voting rights is required under the Charter of Incorporation, the Bylaws, or the laws of the State of Hawaii.

The Corporation may provide in the Bylaws for one or more classes of supporting, life, honorary, or other nonvoting members, who shall have the rights set forth in the Bylaws but who shall not be entitled to vote or to have any voice in the management of corporate affairs.

ARTICLE IX

Divisions

The Corporation may provide in the Bylaws for special articles of governance for one or more divisions, such as the Auxiliary and the Medical Staff; and the Bylaws may authorize such divisions to adopt their own bylaws, rules and regulations, subject to approval of the Board of Trustees.

ARTICLE X

Non-Profit

The Corporation is not organized for profit and it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its trustees or officers, except for services actually rendered to the Corporation, except that the Corporation shall be empowered to make payments and distributions in furtherance of the exempt purposes for which it was formed.

ARTICLE XI

Corporate Liability

The property of the Corporation shall alone be liable in law for the payment of the debts and liabilities of the Corporation.

ARTICLE XII

Corporate Dissolution

If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts, shall be distributed to KWCMC Health Care System, The Kapiolani Women's and Children's Medical Center Foundation, or either of them, or to any other health care organization which is then affiliated with either of them, provided the recipient is then a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), but if KWCMC Health Care System or The Kapiolani Women's and Children's Medical Center Foundation at that time is no longer such a tax-exempt organization, then the remaining assets shall be distributed, for the specific purposes of prenatal and postnatal health care for women and children, only to one or more public agencies, organizations, corporations, trusts or foundations organized and operated exclusively for charitable, scientific, educational or literary purposes, no part of whose assets, income or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private shareholder or individual and the activities of which do not include participation or intervention (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

In no event shall any distribution be made to any organization unless it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) with purposes similar or related to those of the Corporation. To the extent economically and socially feasible, any such distributions shall be allocated equally between medical care for women and medical care for children; and to the extent that any restricted funds are distributed for one of such purposes, an equivalent amount of unrestricted funds shall be distributed for the other purposes, so that the total distribution shall be approximately equivalent.

ARTICLE XIII

Bylaws

The power to adopt, alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Trustees subject to repeal or change by the action of the members.

ARTICLE XIV

Charter of Incorporation

This Charter shall be subject to amendment from time to time in the manner set forth by law, and the Corporation shall be subject to all general laws now in force or hereafter enacted with regard to corporations of this nature.



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D. C. 20555

Kapiolani Medical Center for Women
and Children
ATTN: Susan Forbes
1319 Punahou Street
Honolulu, HI 96826

REFUND OF APPLICATION FEE

1. BACKGROUND:

Check Received February 20, 1990
Application Dated January 30, 1990
Check Number 102985
Check Amount \$120

2. REFUND:

Amount \$60

This refund is now being processed by the Financial Operations Branch and will be sent as soon as possible.

3. REASON FOR REFUND:

Overpayment of amendment fee for application dated January 30, 1990 for License 53-19890-01 as specified in fee Category 3P (\$60) of Section 170.31, 10 CFR 170.

NOTE: THE ENCLOSED 10 CFR 170 CONTAINS THE COMMISSION'S CURRENT SCHEDULE OF MATERIALS LICENSE FEES. IF YOU HAVE ANY QUESTIONS CONCERNING THE FEES TO BE SUBMITTED WITH FUTURE APPLICATIONS, PLEASE CONTACT US AT 301-492-4650.

mm 2/15/90 *bg 2/14*
Maurice Messier
License Fee and Debt Collection Branch
Division of Accounting and Finance
Office of the Controller

Enclosure: 10 CFR 170

MAR - 4 1990

Docket No. : 030-19476
License No.: 53-19890-01
Control No.: 71129

Kapiolani Medical Center
for Women and Children
Clinical Laboratory
1319 Punahou Street
Honolulu, Hawaii 96826

Attention: Susan Forbes,
Director of System Planning

Enclosed is the NRC license amendment which you requested.

Please review the enclosed document carefully and be sure that you understand all conditions. If there are any errors or questions, please notify us so that we can provide appropriate corrections and answers.

As discussed during the February 27, 1990 telephone call we are applying the name change to license number 53-19890-01 and not 53-19890-02 as originally requested. The latter license already has the correct name.

Any future correspondence relating to your license should specifically reference your license and docket numbers to expedite your inquiry.

Sincerely,

James L. Montgomery
Senior Materials Specialist
Nuclear Materials Safety Section

Enclosure: Attachment A
Amendment No. 4 to License No. 53-19890-01

U.S. N.P.C.
FEE MEMO. BRANCH

90 MAR 12 P4:59

RECEIVED

ML50

Distribution

MAR - 6 1990

bcc w/original concurrence, copy of license, and original correspondence:

License docket folder (Peggy)

bcc w/copy of license and correspondence:

Inspection folder (Peggy)

bcc w/copy of license:

Reading file (Frances)

bcc w/correspondence and 2 copies of license:

Maurice Messier, LFMB, MNBB 4503

license only:

State of Hawaii

F. Browne

/ /

J. Montgomery

3 / 6 / 90

D. Skov

/

B. Riedlinger

3 / 6 / 90

REQUEST COPY	REQUEST COPY	REQUEST COPY	REQUEST COPY	REQUEST COPY
YES / NO	YES / NO	YES / NO	YES / NO	YES / NO

Kapiolani Health Care System

Richard Davi
President and Chief Executive Officer

January 30, 1990

Ms. Beth A. Riedlinger
Health Physicist (Licensing)
Nuclear Materials Safety Section
NUCLEAR REGULATORY COMMISSION
Region V
1450 Maria Lane, Suite 210
Walnut Creek, CA 94596

Dear Ms. Riedlinger:

RE: Kapiolani Medical Center for Women and Children
Docket No: 030-30765
License No: 53-19890-02
Control No: 70822

Enclosed are the Articles of Incorporation for Kapiolani Medical Center for Women and Children. This document, filed in 1987, reflects the name change from Kapiolani Women's and Children's Medical Center to Kapiolani Medical Center for Women and Children. No changes in the operations involving nuclear activities were made in conjunction with the name change.

As the result of an oversight at the time of the name change, we failed to notify you so that the NRC license could be modified. I am asking that, by notifying you at this time and supplying the official documentation of the name change along with the required processing fee, the modification to the license can now be made.

Should you have any questions about this change, please contact me at 973-3413.

Sincerely,

Susan Forbes
Susan Forbes
Director of System Planning

SF/hc/1214M

Attachment

cc: Joan McGarry-Nakayama
Robert DiMauro, MD
Jack Randall

1500 S. Beretania St.
Honolulu, Hawaii
96826
(808) 973-3400



A non-profit organization
supporting Kapiolani
Medical Center for Women
and Children and its
affiliated non-profit
healthcare companies

Feb-2-8
102585
8120
70
And
1/20/90
2/14/90
[Signature]

4600 refunded
4600 applied to
571129

71115

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street
Mailing Address: P.O. Box 40, Honolulu, HI 96810

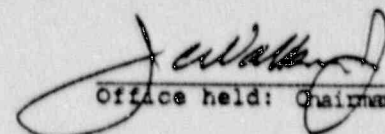
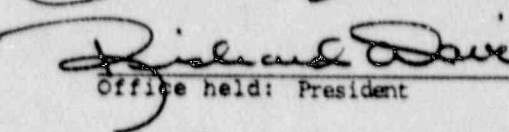
In the Matter of the Amendment of)
the Charter of Incorporation of)
KAPIOLANI WOMEN'S AND CHILDREN'S)
MEDICAL CENTER)



CERTIFICATE OF AMENDMENT

The undersigned duly authorized officers of
KAPIOLANI WOMEN'S AND CHILDREN'S MEDICAL CENTER, a Hawaii
non-profit corporation, do hereby certify that all of the
members of said corporation have consented in writing, in
lieu of a meeting, to amend the Charter of Incorporation
of said corporation, as set forth in the exhibit attached
hereto and made a part of this Certificate.

IN WITNESS WHEREOF, the undersigned have hereunto
set their hands this 18th day of February, 1987.


Office held: Chairman

Office held: President

STATE OF HAWAII)
CITY AND COUNTY OF HONOLULU) ss.

Richard Davi and John Walker, Jr.

being first duly sworn on oath depose and say that they are the President and Chairman, respectively, of ^{Law} KAPIOLANI WOMEN'S AND CHILDREN'S MEDICAL CENTER; that as such officers they are duly authorized to sign the foregoing Certificate of Amendment; that they have read the said Certificate, know the contents thereof, and that the same is true. _{N.P.}

John Walker, Jr.
Office held: Chairman

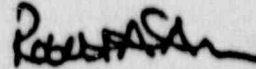
Richard Davi
Office held: President

Subscribed and sworn to before me
this 18th day of February, 1987.

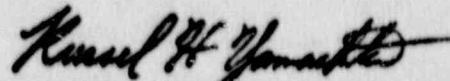
Kathleen H. Harvey
Notary Public, State of Hawaii

My commission expires: *September 29, 1989*

I hereby approve the foregoing amendment this
23rd day of February, 1987.



Director of Commerce and Consumer
Affairs



Corporation and Securities
Administrator

EXHIBIT TO CERTIFICATE OF AMENDMENT
OF
KAPIOLANI WOMEN'S AND CHILDREN'S
MEDICAL CENTER

AMENDMENTS TO THE CHARTER OF INCORPORATION
OF
KAPIOLANI WOMEN'S AND CHILDREN'S
MEDICAL CENTER

1. Article VIII of the Charter of Incorporation of Kapiolani Women's and Children's Medical Center (the "Corporation") is amended in its entirety, to read as follows:

ARTICLE VIII

Membership

The sole voting member of the Corporation shall be Kapiolani Health Care System, a Hawaii nonprofit corporation. The sole voting member of the Corporation shall have such rights and powers as are provided in the Charter of Incorporation, the Bylaws and the laws of the State of Hawaii including, without limitation of the generality of the foregoing, the exclusive power:

- (a) to elect the trustees of the Corporation and to remove any of the trustees of the Corporation from office; and
- (b) to vote on all matters where the vote of members with voting rights is required under the Charter of Incorporation, the Bylaws, or the laws of the State of Hawaii.

The Corporation may provide in the Bylaws for one or more classes of supporting, life, honorary, or other non-voting members, who shall have the rights set forth in the Bylaws but who shall not be entitled to vote or to have any voice in the management of corporate affairs.

2. Article XII of the Charter of Incorporation is amended in its entirety, to read as follows:

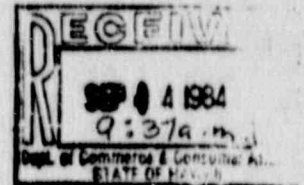
ARTICLE XII

Corporate Dissolution

If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts, shall be distributed to Kapiolani Health Care System, Kapiolani Medical Center Foundation for Women and Children, or either of them, or to any other health care organization which is then affiliated with either of them, provided the recipient is then a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), but if Kapiolani Health Care System or Kapiolani Medical Center Foundation for Women and Children at that time is no longer such a tax-exempt organization, then the remaining assets shall be distributed, for the specific purposes of prenatal and postnatal health care for women and children, only to one or more public agencies, organizations, corporations, trusts or foundations organized and operated exclusively for charitable, scientific, educational or literary purposes, no part of whose assets, income or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private shareholder or individual and the activities of which do not include participation or intervention (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. In no event shall any distribution be made to any organization unless it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) with purposes similar or related to those of the Corporation. To the extent economically and socially feasible, any such distributions shall be allocated equally between medical care for women and medical care for children; and to the extent that any restricted funds are distributed for one of such purposes, an equivalent amount of unrestricted funds shall be distributed for the other purposes, so that the total distribution shall be approximately equivalent.

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810

In the Matter of the Amendment of)
the Charter of Incorporation of)
KAPIOLANI WOMEN AND CHILDREN'S)
MEDICAL CENTER)



CERTIFICATE OF AMENDMENT

The President and Secretary, respectively, of KAPIOLANI WOMEN AND CHILDREN'S MEDICAL CENTER, a Hawaii non-profit corporation, do hereby certify that at a special meeting of the members of said corporation duly called and held at 1319 Punahou Street, Honolulu, Hawaii, on the 6th day of September, 1984, for the purpose of changing the name of the said corporation, it was voted by not less than two-thirds of the members present at the meeting to amend the Charter of Incorporation of said corporation by deleting the name KAPIOLANI WOMEN AND CHILDREN'S MEDICAL CENTER wherever it appears in the Charter of Incorporation, and inserting in lieu thereof the name KAPIOLANI WOMEN'S AND CHILDREN'S MEDICAL CENTER.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 12th day of September, 1984.

Richard Davis
President
Deane Wit
Secretary

STATE OF HAWAII)

CITY AND COUNTY OF)
HONOLULU)

SS.

Richard Davis and Dean E. Witt
being first duly sworn on oath depose and say that they are
the President and Secretary, respectively, of KAPIOLANI
WOMEN AND CHILDREN'S MEDICAL CENTER; that as such officers
they are duly authorized to sign the foregoing Certificate
of Amendment; and that they have read the said Certificate,
know the contents thereof, and that the same is true.

Richard Davis
President

Dean E. Witt
Secretary

Subscribed and sworn to before me
this 12th day of September, 1984.

Laurie M. Schatz
Notary Public, _____ Judicial Circuit,

State of Hawaii

My Commission expires: March 24, 1986

I hereby approve the foregoing amendment this 14th day of
September, 1984.

Kenneth H. Yamamoto
Corporation Securities
Administrator

Paul S. Nagata
Director of Department of
Commerce & Consumer Affairs

U.S. DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION

to the Mayor of the Subcommunities of
the County of Denver in the City of
DENVER, COLORADO WOMEN'S AND
CHILDREN'S MEDICAL CENTER



CERTIFICATE OF AMENDMENT

IFRAYS OF ASSEMBLY
Kapiolani Women's and Children's Medical
Center

The following are the names of the persons who have been named in the above report:

1315 Punchou Street, Honolulu, Hawaii 96826

On the 2nd day of July, 1995, for the purpose of amending the Charter of Incorporation, it was moved by Roy Lee Dean, President of the Association present at the meeting to amend the Charter of Incorporation of said corporation, as set forth in the exhibits attached hereto and made a part of the proceedings.

On 13/09/86 W-4840P, the undersigned has forewarned on their behalf the 26th day of September 1986

Office Note President & Chief Executive Officer

E. J. Anderson
Deputy Chief of the Board

STATE OF HAWAII
CITY & COUNTY OF
HONOLULU

Richard Dovi

Eve C. Anderson

Does each person on both sides and say that they are the President & Chief Executive Officer and Chairman of the Board respectively, of Napoli Women's and Children's Medical Center that is such officer.

They are duly authorized to sign the foregoing Certificate of Amendment, and that they have read the said Certificate and attached Exhibits, know the contents thereof, and that the same are true.

OPTIONAL FORM NO. 10

Eug. M. Anderson
DTH 100 Printed

Subscriptions paid in advance are for one year.

26th Jan 1986

Robert Johnson

Attest: Public Seal of House
of Commons October 27, 1989

The foregoing amendment is hereby approved this 31st day of December 1986

W... 0 1 1 1

Director of Commerce and Consumer Affairs

by Hand 436-50

EXHIBIT TO CERTIFICATE OF AMENDMENT OF THE
CHARTER OF INCORPORATION OF
KAPIOLANI WOMEN'S AND CHILDREN'S MEDICAL CENTER

AMENDED CHARTER OF INCORPORATION
OF
KAPIOLANI WOMEN'S AND CHILDREN'S MEDICAL CENTER

ARTICLE I

Corporate Name

The name of the Corporation is KAPIOLANI WOMEN'S
AND CHILDREN'S MEDICAL CENTER.

ARTICLE II

Location of the Corporation

The location of the Corporation and the address
of its initial office is 1319 Punahou Street, Honolulu,
Hawaii 96826.

ARTICLE III

Corporate Purposes

Section 3.1 Purposes. The Corporation is or-
ganized exclusively to operate and maintain a hospital and
medical center primarily to provide comprehensive health
care services and resources to women and children and to
operate exclusively for charitable, educational and scien-
tific purposes, within the meaning of Section 501(c)(3) of
the Internal Revenue Code, including for such purposes,
the making of distributions to organizations that qualify
as tax-exempt organizations under Section 501(c)(3) of the
Internal Revenue Code of 1954 (or any future corresponding
provisions).

Section 3.2 Restrictions. No part of the assets
or earnings of the Corporation shall inure to the benefit
of any individual. The Corporation shall not participate
in or intervene (including the publication or distribution
of statements) in any political campaign on behalf of any
candidate for public office. Notwithstanding any other
provision of this Charter, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or

(ii) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

Corporate Powers

The Corporation shall have and possess all the powers permitted to nonprofit corporations under the laws of the State of Hawaii.

ARTICLE V

Corporate Life

The duration of the Corporation shall be perpetual.

ARTICLE VI

Trustees and Officers

Section 6.1 Board of Trustees. There shall be a Board of Trustees elected as provided in the Bylaws who shall number 20 at the formation of the Corporation and within three years thereafter shall be reduced to a number not less than eleven nor more than seventeen persons. The Board of Trustees shall have and may exercise all the powers of the Corporation except as otherwise provided by law, this Charter or the Bylaws.

Section 6.2 Officers. The officers of the Corporation shall be a chairman of the board, a president, a secretary and a treasurer. The Corporation may have such additional officers as determined in accordance with the Bylaws. The officers shall have the powers, perform the duties and be appointed in the manner set forth in the Bylaws. Any person may hold two or more offices of the

Corporation unless such practice is prohibited by the Bylaws.

ARTICLE VII

LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 7.1 No Liability to Corporation. No trustee, officer, employee or other agent of the Corporation and no person serving at the request of the Corporation as a trustee, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise and no heir, or personal representative of any such person shall be liable to the Corporation for any loss or damage suffered by it on account of an action or omission by such person as a trustee, officer, employee or other agent if he/she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of this Corporation, unless with respect to an action or suit by or in the right of the Corporation to procure a judgment in its favor such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to this Corporation.

Section 7.2 Indemnity. (1) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a trustee, officer, employee or other agent of the Corporation or is or was serving at the request of the Corporation as a trustee, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to

be in or not opposed to the best interests of this Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

(2) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a trustee, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of this Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to this Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a trustee, officer, employee or other agent of the Corporation or of any division of the Corporation, or a person serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (1) and (2) of this section, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

(4) Any indemnification under paragraphs (1) and (2) of this section (unless ordered by a court) shall be made by the Corporation only if authorized in the specific case upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he/she has met the applicable

standard of conduct set forth in paragraphs (1) and (2). Such determination may be made:

(i) by the Board of Trustees by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings;

(ii) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Corporation;

(iii) if a quorum of disinterested trustees so directs, by a majority vote of the members; or

(iv) by the court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in a particular case upon receipt of an undertaking by or on behalf of the trustee, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this article.

(6) The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of any such person.

(7) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or other agent of the Corporation or is or was serving at the request of

the Corporation as a trustee, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

ARTICLE VIII

Membership

The sole voting member of the Corporation shall be KWCMC Health Care System, a Hawaii nonprofit corporation. The sole voting member of the Corporation shall have such rights and powers as are provided in the Charter of Incorporation, the Bylaws and the laws of the State of Hawaii including, without limitation of the generality of the foregoing, the exclusive power:

(a) to elect the trustees of the Corporation and to remove any of the trustees of the Corporation from office; and

(b) to vote on all matters where the vote of members with voting rights is required under the Charter of Incorporation, the Bylaws, or the laws of the State of Hawaii.

The Corporation may provide in the Bylaws for one or more classes of supporting, life, honorary, or other nonvoting members, who shall have the rights set forth in the Bylaws but who shall not be entitled to vote or to have any voice in the management of corporate affairs.

ARTICLE IX

Divisions

The Corporation may provide in the Bylaws for special articles of governance for one or more divisions, such as the Auxiliary and the Medical Staff; and the Bylaws may authorize such divisions to adopt their own bylaws, rules and regulations, subject to approval of the Board of Trustees.

ARTICLE X

Non-Profit

The Corporation is not organized for profit and it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its trustees or officers, except for services actually rendered to the Corporation, except that the Corporation shall be empowered to make payments and distributions in furtherance of the exempt purposes for which it was formed.

ARTICLE XI

Corporate Liability

The property of the Corporation shall alone be liable in law for the payment of the debts and liabilities of the Corporation.

ARTICLE XII

Corporate Dissolution

If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts, shall be distributed to KWCMC Health Care System, The Kapiolani Women's and Children's Medical Center Foundation, or either of them, or to any other health care organization which is then affiliated with either of them, provided the recipient is then a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), but if KWCMC Health Care System or The Kapiolani Women's and Children's Medical Center Foundation at that time is no longer such a tax-exempt organization, then the remaining assets shall be distributed, for the specific purposes of prenatal and postnatal health care for women and children, only to one or more public agencies, organizations, corporations, trusts or foundations organized and operated exclusively for charitable, scientific, educational or literary purposes, no part of whose assets, income or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private shareholder or individual and the activities of which do not include participation or intervention (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

In no event shall any distribution be made to any organization unless it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) with purposes similar or related to those of the Corporation. To the extent economically and socially feasible, any such distributions shall be allocated equally between medical care for women and medical care for children; and to the extent that any restricted funds are distributed for one of such purposes, an equivalent amount of unrestricted funds shall be distributed for the other purposes, so that the total distribution shall be approximately equivalent.

ARTICLE XIII

Bylaws

The power to adopt, alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Trustees subject to repeal or change by the action of the members.

ARTICLE XIV

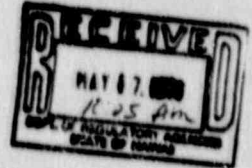
Charter of Incorporation

This Charter shall be subject to amendment from time to time in the manner set forth by law, and the Corporation shall be subject to all general laws now in force or hereafter enacted with regard to corporations of this nature.

IN THE DEPARTMENT OF REGULATORY AGENCIES

STATE OF HAWAII

In the Matter of the Petition)
of)
Kapiolani - Children's Medical)
Center)
For a Charter of Incorporation)



PETITION FOR CHARTER OF INCORPORATION

The undersigned, a majority of whom are residents of the State of Hawaii, hereby petition for a charter of incorporation pursuant to Section 416-19, Hawaii Revised Statutes, as amended, and Section 416-20, Hawaii Revised Statutes, as amended, for themselves and their associates as a non-profit corporation under the name of Kapiolani - Children's Medical Center, and in connection herewith do hereby incorporate by reference herein the accompanying proposed charter of incorporation wherein are set forth various matters required under Section 416-20, Hawaii Revised Statutes, as amended.

Dated at Honolulu, Hawaii, April 28, 1976.

[Signature]
JOHN H. GOON, JR.
[Signature]
SHELDON C. F. ING

[Signature]

STATE OF HAWAII

CITY AND COUNTY OF HONOLULU

JOHN MCGOON, JR., being first duly sworn according to law, on oath deposes and says:

That he is one of the petitioners named in and who signed the foregoing Petition for Charter; that he has read said Petition, knows the contents thereof, and that the same is true to the best of his knowledge and belief.

Subscribed and sworn to before
me this 21st day of April, 1976.

Richard Z. Meyer
Notary Public, First Judicial
Circuit, State of Hawaii
My commission expires: 9/29/00

STATE OF HAWAII)
CITY AND COUNTY OF HONOLULU) SS:

SHERIDAN C. F. ING, being first duly sworn according to law, on oath deposes and says:

That he is one of the petitioners named in and who signed the foregoing Petition for Charter; that he has read said Petition, knows the contents thereof, and that the same is true to the best of his knowledge and belief.

Subscribed and sworn to before
me this 2nd day of April, 1976.

Layson Thruatt
Notary Public, First Judicial
Circuit, State of Hawaii
My commission expires:

8-17-79

RICHARD D. DRAVI, being first duly sworn according to law, on oath deposes and says:

Richard D. Davis

Love & Gratitude

Notary Public, First Judicial
Circuit, State of Hawaii
My commission expires: 2/11/76

IN THE DEPARTMENT OF REGULATORY AGENCIES

STATE OF HAWAII

In the Matter of the Application
of
Kapiolani - Children's Medical
Center
For a Charter of Incorporation

CHARTER OF INCORPORATION

WHEREAS, JOHN MAGOON, JR., SHERIDAN C. F. ING
and RICHARD D. DAVIS, have made
application to the Director of Regulatory Agencies of the
State of Hawaii to grant to them and their associates a
charter of incorporation as a nonprofit corporation under
the name Kapiolani - Children's Medical Center, for the
purposes and with the powers hereinafter stated,

I, WAYNE K. MINAMI, Director of Regulatory Agencies,
State of Hawaii, in the exercise and execution of all power
and authority conferred on me, hereby constitute JOHN MAGGON, JR.,
SHERIDAN C. F. ING and RICHARD D. DAVIS
and their associates a nonprofit corporation under the laws
of the State of Hawaii.

ARTICLE I

The name of the corporation shall be Kapiolani - Children's Medical Center.

ARTI. II

The location of the corporation and the address of its initial office shall be 1319 Punchou Street, Honolulu, Hawaii.

ARTICLE III

The corporation is organized for the following purposes:

(a) To operate exclusively for charitable, literary, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or any future corresponding provision). No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or individual and no substantial part of its activities shall be carrying on propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office;

(b) To operate and manage the Kapiolani - Children's Medical Center as the agent for and on behalf of Kapiolani Hospital and Kapiolani Children's Hospital and their respective successors and assigns.

(c) Notwithstanding any other provision of this Charter, the corporation shall not carry on any activities not permitted to be carried on by:

(i) A corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any future corresponding provision); or by

(ii) A corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or any future corresponding provision).

ARTICLE IV

The corporation shall have and possess all the powers permitted to nonprofit corporations under the laws of the State of Hawaii.

ARTICLE V

The duration of this corporation shall be perpetual.

ARTICLE VI

There shall be a Board of Directors consisting of not less than three (3) persons. The Board of Directors shall have and may exercise all the powers of the corporation except as otherwise provided by law, this Charter or the bylaws.

The officers of the corporation shall be a Chairman of the Board, a President, such Vice Chairmen and Vice Presidents as the Board of Directors shall approve, a Secretary and a Treasurer. The corporation may have such additional officers as shall be determined in accordance with the bylaws. The officers shall have the powers, perform the duties and be appointed in the manner set forth in the bylaws.

The following persons shall be the initial officers and directors of the corporation and shall hold office for the first year or until their successors are duly elected pursuant to the bylaws:

OFFICERS

<u>NAME</u>	<u>STREET OF MAILING ADDRESS</u>
Chairman of the Board John H. Magoon, Jr.	3637 Diamond Head Road Honolulu, Hawaii 96816
Vice Chairman of the Board Sheridan C. F. Ing	1965 Judd Hillside Road Honolulu, Hawaii 96822
PRESIDENT Richard D. Davi	255 Honolulu Place Honolulu, Hawaii 96825

Secretary
Paul E. Cook

Treasurer
Man Kwong Au

46-344 Holokuku Place
Kaneohe, Hawaii 96744

933 Hookipa Way
Honolulu, Hawaii 96816

DIRECTORS

<u>NAME</u>	<u>STREET OR MAILING ADDRESS</u>
Sheridan C. F. Ing	1465 Judd Hillside Road Honolulu, Hawaii 96822
C. Frank Damon, Jr.	835 Kealaolu Avenue Honolulu, Hawaii 96816
Gilbert E. Cox	4945 Kalanianaʻole Highway Honolulu, Hawaii 96821
George Sumner, Jr.	3805 Old Pali Road Honolulu, Hawaii 96817
Dean E. Witt	57 Milipu Place Kailua, Hawaii 96734
John Magoon, Jr.	1637 Diamond Head Road Honolulu, Hawaii 96816
Richard D. Davi	553 Kumukahi Place Honolulu, Hawaii 96825
Man Kwong Au	933 Hookipa Way Honolulu, Hawaii 96816
Elton H. Sakamoto	1133 Nehoa Street Honolulu, Hawaii 96822
Eve G. Anderson	41-505 Kalanianaʻole Highway Waimanalo, Hawaii 96795
Lawrence Fritcher	3065 La Pietra Circle Honolulu, Hawaii 96815

ARTICLE VII

The corporation shall indemnify each present, former and future officer and director of the corporation and each person who serves at the request of the corporation as an officer or director of any other corporation, whether or not such person is also an officer or director of the corporation, against all costs, expenses and liabilities, including the amounts of judgments, amounts paid in compromise settlements and paid for services of legal counsel and other related expenses, which may be incurred by or imposed on him in connection with any claim, demand, action, suit, proceeding, investigation or inquiry, civil or criminal, hereafter made, instituted or threatened in which he may be involved as a party or otherwise by reason of his being or having been such officer or director, whether or not he continues to be such officer or director at the time of the incurring or imposition of such costs, expenses, or liabilities, except in relation to matters as to which he shall in such action, suit or proceeding be finally adjudged to be, or shall be, liable by reason of his negligence or willful misconduct toward the corporation in the performance of his duties as such officer or director. As to whether or not a director or officer was liable by reason of negligence or willful misconduct toward the corporation in the performance of his duties as such officer or director, in the absence of such final adjudication of the existence of such liability, the Board of Directors and each officer and director may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Directors. The

foregoing right of indemnification shall not be exclusive of other rights to which any such officer or director may be entitled as a matter of law or otherwise, and shall inure to the benefits of the heirs, executors, administrators and assigns of each such officer or director.

ARTICLE VIII

Membership in this corporation shall be held by Kapiolani Hospital and Kauaikeolani Children's Hospital and their respective successors and assigns.

ARTICLE IX

The corporation is not organized for profit and it will not issue any stock. No part of its assets, income or earnings shall be distributed to its members, directors or officers, except for services actually rendered to the corporation.

ARTICLE X

The property of the corporation shall alone be liable in law for the payment of the debts and liabilities of the corporation.

ARTICLE XI

If the corporation shall cease to exist or shall be dissolved, all property and assets of the corporation of every kind, after payment of its just debts, shall be distributed only to one or more public agencies, organizations, corporations, trusts or foundations having like purposes and organized and operated exclusively for charitable, scientific, educational or literary purposes, no part of whose assets, income or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any

private shareholder or individual and no substantial part of the activities of which is to carry on propaganda or otherwise attempt to influence legislation. In no event shall any distribution be made to any organization unless it qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any future corresponding provision) with purposes similar or related to those of the corporation.

ARTICLE XII

The bylaws shall be adopted by the signers of the petition for this Charter of Incorporation and such bylaws shall be amended only in the manner set forth in the bylaws.

ARTICLE XIII

This Charter shall be subject to amendment from time to time in the manner set forth by law, and the corporation shall be subject to all general laws now in force or hereafter enacted with regard to corporations of this nature.

GIVEN under my hand and seal of the Department of Regulatory Agencies, this 18th day of May, 1976.

Wayne K. Minami

Wayne K. Minami
Director of Regulatory Agencies
State of Hawaii

James R. Williams
James R. Williams
Corporation and Securities
Administrator

Amended and Effective July 20, 1984
pursuant to Agreement and Plan of
Merger dated June 29, 1984

CHARTER OF INCORPORATION
OF
KAPIOLANI WOMEN'S AND CHILDREN'S MEDICAL CENTER *Name change
allowed 9/14/84.

ARTICLE I

Corporate Name

The name of the Corporation is KAPIOLANI WOMEN'S AND
CHILDREN'S MEDICAL CENTER.

ARTICLE II

Location of the Corporation

The location of the Corporation and the address of
its initial office is 1319 Punahou Street, Honolulu, Hawaii.

ARTICLE III

Corporate Purposes

Section 3.1 Purposes. The Corporation is orga-
nized exclusively to operate and maintain a hospital and
medical center primarily to provide comprehensive health
care services and resources to women and children and to
operate exclusively for charitable, educational and
scientific purposes, within the meaning of Section 501(c)(3)
of the Internal Revenue Code, including for such purposes,
the making of distributions to organizations that qualify as
tax-exempt organizations under Section 501(c)(3) of the
Internal Revenue Code of 1954 (or any future corresponding
provisions).

Section 3.2 Restrictions. No part of the assets
or earnings of the Corporation shall inure to the benefit of
any member of the Corporation or individual. The Corpora-
tion shall not participate in or intervene (including the
publication or distribution of statements) in any political
campaign on behalf of any candidate for public office. Not-
withstanding any other provision of this Charter, the Cor-
poration 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 of
1954 (or the corresponding provision of
any future United States Internal Revenue
Law); or

(ii) By a corporation, contribu-
tions to which are deductible under Sec-
tion 170(c) (2) of the Internal Revenue
Code of 1954 (or the corresponding pro-
vision of any future United States Inter-

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and possess all the powers permitted to nonprofit corporations under the laws of the State of Hawaii.

ARTICLE V

Corporate Life

The duration of the Corporation shall be perpetual.

ARTICLE VI

Trustees and Officers

Section 6.1 Board of Trustees. There shall be a Board of Trustees elected as provided in the Bylaws who shall number 20 at the formation of the Corporation and within three years thereafter shall be reduced to a number not less than eleven nor more than seventeen persons. The Board of Trustees shall have and may exercise all the powers of the Corporation except as otherwise provided by law, this Charter or the Bylaws.

Section 6.2 Officers. The officers of the Corporation shall be a chairman of the board, a president, a secretary and a treasurer. The Corporation may have such additional officers as determined in accordance with the Bylaws. The officers shall have the powers, perform the duties and be appointed in the manner set forth in the Bylaws. Any person may hold two or more offices of the Corporation unless such practice is prohibited by the Bylaws.

ARTICLE VII

LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 7.1 No Liability to Corporation. No trustee, officer, employee or other agent of the Corporation and no person serving at the request of the Corporation as a trustee, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise and no heir, or personal representative of any such person shall be liable to the Corporation for any loss or damage suffered by it on account of an action or omission by such person as a trustee, officer, employee or other agent if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of this Corporation, unless with respect to an action or suit by or in the right of the Corporation to procure a judgment in its favor such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to this Corporation.

Section 7.2 Indemnity. (1) The Corporation shall indemnify any person who was or is a party or is threatened

to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a trustee, officer, employee or other agent of the Corporation or is or was serving at the request of the Corporation as a trustee, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a trustee, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to this Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a trustee, officer, employee or other agent of the Corporation or of any division of the Corporation, or a person serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (1) and (2) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(4) Any indemnification under paragraphs (1) and (2) of this section (unless ordered by a court) shall be made by the Corporation only if authorized in the specific case upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (1) and (2). Such determination may be made:

(i) by the Board of Trustees by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings;

(ii) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Corporation;

(iii) if a quorum of disinterested trustees so directs, by a majority vote of the members; or

(iv) by the court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in a particular case upon receipt of an undertaking by or on behalf of the trustee, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this article.

(6) The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of any such person.

(7) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or other agent of the Corporation or is or was serving at the request of the Corporation as a trustee, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article

ARTICLE VIII:

Membership

Membership in the Corporation may be held by all who have the qualifications of membership specified in the Bylaws. Members of the Corporation shall be admitted or expelled in the manner provided by the Bylaws.

ARTICLE IX

Divisions

The Corporation may provide in the Bylaws for special articles of governance for one or more divisions, such as the Auxiliary and the Medical Staff; and the Bylaws may authorize such divisions to adopt their own bylaws, rules and regulations, subject to approval of the Board of Trustees.

ARTICLE X

Non-Profit

The Corporation is not organized for profit and it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its members, trustees, or officers, except for services actually rendered to the Corporation, except that the Corporation shall be empowered to make payments and distributions in furtherance of the exempt purposes for which it was formed.

ARTICLE XI

Corporate Liability

The property of the Corporation shall alone be liable in law for the payment of the debts and liabilities of the Corporation.

ARTICLE XII

Restricted Funds

(a) Among the assets of the Corporation is the Dillingham land, which was given to Kaulaolani Children's Hospital (one of the predecessors of the Corporation) by Harold G. Dillingham, being 66,547 square feet located at 733 Bishop Street covered by Transfer Certificate of Title No. 51080 issued to Kaulaolani Children's Hospital by the Land Court of the State of Hawaii. The Dillingham land and its proceeds will be restricted and applied for the costs of medical treatment of children. Nothing in this Article shall either require or prohibit the use of such proceeds for payments of portion of the Corporation's overhead. In the event that the Corporation shall cease to provide medical care for children or in the event of dissolution, then the Dillingham land and its unused proceeds shall be transferred to such trust established for the support of medical care for children or an institution or institutions

providing medical care for children as the Board of Trustees shall determine provided that such trust or institution qualifies as a tax-exempt organization under Internal Revenue Code Section 501(c)(3) (or any future corresponding provision).

(b) Among the assets of the Corporation is the land on which the medical center is located which was acquired by Kapiolani Hospital (one of the predecessors of the Corporation which was founded with the assistance of Queen Kapiolani) being 196,064 square feet, more particularly described in Liber 1102 at Pages 458 and 459, recorded in the Bureau of Conveyances of the State of Hawaii. In the event of dissolution of the Corporation, the value of the Queen Kapiolani land (without improvements) or its proceeds shall be transferred to such trust established for the support of medical care for women or an institution or institutions providing medical care for women as the Board of Trustees shall determine, provided that such trust or institution qualifies as a tax-exempt organization under Internal Revenue Code Section 501(c)(3) (or any future corresponding provision).

(c) These restrictions shall not be changed without the approval of not less than 75% of the full Board of Trustees of the Corporation. This Article shall not be amended except by unanimous approval of the Board of Trustees.

ARTICLE XIII

Corporate Dissolution

If the Corporation ceases to exist or dissolves, all property and assets of the Corporation of every kind, after payment of its just debts, shall be distributed to one or more public agencies, hospitals, medical centers, organizations, corporations, trust or foundations having similar hospital or medical care purposes and organized and operated exclusively for charitable and hospital purposes, for the specific purposes of prenatal and postnatal health care of women and children. No distribution shall be made to any organization unless it qualifies as a tax-exempt organization under Internal Revenue Code, Section 501(c)(3) (or any future corresponding provision) with purposes similar or related to those of the Corporation. To the extent economically and socially feasible, any such distributions shall be allocated equally between medical care for women and medical care for children; and to the extent that any restricted funds are distributed for one of such purposes, an equivalent amount of unrestricted funds shall be distributed for the other purposes, so that the total distribution shall be approximately equivalent.

ARTICLE XIV

Bylaws

The power to adopt, alter, amend or repeal the Bylaws or adopt new bylaws shall be vested in the Board of

Trustees subject to repeal or change by action of the members.

ARTICLE XV

Charter of Incorporation

This Charter shall be subject to amendment from time to time in the manner set forth by law, and the Corporation shall be subject to all general laws now in force or hereafter enacted with regard to corporations of this nature.

BETWEEN:

License Fee Management Branch, ARM
and
Regional Licensing Sections

(FOR LFMS USE)
INFORMATION FROM LTS

Program Code: 02410
Status Code: 0
Fee Category: 3P
Exp. Date: 19911130
Fee Comments:

LICENSE FEE TRANSMITTAL

A. REGION

1. APPLICATION ATTACHED

Applicant/Licensee: KAPIOLANI MEDICAL CENTER
Received Date: 900212
Docket No: 3019476
Control No.: 571129
License No.: 53-19890-01
Action Type: Amendment

2. FEE ATTACHED

Amount:

Check No.: 2000

3. COMMENTS

Signed
Date

10/31

B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered ☒)

1. Fee Category and Amount:

3P (\$600)

2. Correct Fee Paid. Application may be processed for:

Amendment

Renewal

License

3. OTHER

Signed
Date

M. Messier

**MATERIALS LICENSE
SUPPLEMENTARY SHEET**

License number

53-19890-01

Docket or Reference number

030-19475

Amendment No. 4

Kapiolani Medical Center
for Women and Children
1319 Punahou Street
Honolulu, Hawaii 96826

In accordance with letter dated January 30, 1990, License No. 53-19890-01 is amended as follows:

Item 1 is amended to read:

1. Kapiolani Medical Center For Women and Children

Condition 14 is amended to read:

14. Except as specifically provided otherwise in this license, the licensee shall conduct its program in accordance with the statements, representations, and procedures contained in the documents including any enclosures, listed below. The Nuclear Regulatory Commission's regulations shall govern unless the statements, representations and procedures in the licensee's application and correspondence are more restrictive than the regulations.

A. Application and letter dated October 1, 1986.

B. Letter with enclosures dated January 30, 1990.

FOR THE U.S. NUCLEAR REGULATORY COMMISSION

Date MAR - 6 1990

By

James L. Montgomery

James L. Montgomery
Senior Materials Specialist
Nuclear Materials Safety Section
Region V

12/14/90