

**Articles of Incorporation
of
Friends of Tri-City Hospital**

I

The name of this corporation shall be FRIENDS OF TRI-CITY HOSPITAL.

II

The purposes for which this corporation is formed are:

- (a) The specific and primary purposes are to engage in developing a long range fund raising program for the growth and maintenance of TRI-CITY HOSPITAL Operated by TRI-CITY HOSPITAL DISTRICT, formed and existing under The Local Hospital District Law of the State of California, and to receive contributions and in turn make donations to TRI-CITY HOSPITAL DISTRICT, a local hospital district.
- (b) The general purposes and powers are:
 - (1) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, devise or otherwise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues and profits derived from any property of this corporation for any of the purposes for which this corporation is formed.
 - (2) To purchase or otherwise acquire, own, hold, sell, assign, transfer, or otherwise dispose of, mortgage, pledge, or otherwise hypothecate or encumber, and to deal in and with shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association powers and priveleges of ownership.

- (3) To purchase or otherwise acquire, own, hold, use, sell, exchange, assign, convey, lease or otherwise dispose of and mortgage or otherwise hypothecate or encumber real and personal property.
- (4) To borrow money, incur indebtedness, and to secure the repayment of the same by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.
- (5) To carry into effect any one or more of the objects and purposes hereinabove set forth and to that end to do any one or more of the acts and things aforesaid, and likewise any and all acts or things necessary or incidental thereto; and, in conducting or carrying on its activities, and for the purpose of promoting or furthering any one or more of its said objects or purposes, to exercise any or all of the powers hereinabove set forth in this Article, and any other or additional power now or hereafter authorized by law, either alone or in conjunction with others, as principal, agent or otherwise; provided, however that this corporation shall not have the power to, and shall not, carry on propaganda, or otherwise attempt, to influence legislation or to participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause, except, where otherwise expressed, shall be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities which in themselves are not in furtherance of the charitable purposes set forth in subparagraph (a) of this Article II.

The properties of this corporation shall be held in trust for the purposes above set forth, but with full power to sell, exchange encumber or otherwise dispose of the same, subject to the rights of the creditors of this corporation.

III

The corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

IV

The county in this State where the principal office for the transaction of the business of this corporation is located in San Diego County.

V

The persons who are to act in the capacity of directors of this corporation shall be designated as “Trustees”. The number of Trustees of this corporation shall be eight (8), and the names and addresses of the persons who are to act in the capacity of Trustees until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT C. COZENS	327 Neptune Encinitas, California
CLAUDE J. FENNEL	2479 Ocean Carlsbad, California
KATHERINE GRATTAN	1179 Loma Vista Way Vista, California
VERNAL G. HUMPHERYS	902 Valley Drive Vista, California
RALPH PALMER	3955 Skyline Drive Carlsbad, California
DAVID RORICK, JR.	110 South Pacific Oceanside, California

W. G. RUTHERFORD

264 Ocean View Drive
Vista, California

VERLE A. SCHLACK

1533 Lucky Street
Oceanside, California

VI

The authorized number and qualifications of members of the corporation, the difference classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws.

VII

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this corporation's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first directors, have executed these Articles of Incorporation this 2nd day of October, 1964.

(NOTARY)

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

KATHERINE GRATTAN and JOHN C. MUNN certify:

1. That they are the President and Secretary, respectively, of FRIENDS OF TRI-CITY HOSPITAL, a California corporation.
2. That, at a meeting of the Board of Directors of said corporation, duly held at Oceanside, California, on January 11, 1973, the following resolution was adopted:

RESOLVED: The Article I of the Articles of Incorporation of this corporation be amended to read as follows:

“The name of this corporation shall be TRI-CITY HOSPITAL FOUNDATION”.

3. That, at a meeting of the members of said corporation, duly held at Oceanside, California, on January 11, 1973, a resolution was adopted, which resolution is identical in form to the directors’ resolution set forth in paragraph 2 above.
4. That the number of members who voted affirmatively for the adoption of said resolution is seventeen, and that the number of members constituting a quorum is seventeen.

KATHERINE GRATTAN
President

JOHN C. MUNN
Secretary