

**AMENDED AND RESTATED
BYLAWS OF
UNIVERSITY MEDICAL CENTER, INC.**

Approved by the Board of Directors 1/29/08

ARTICLE I

NAME

The name of the corporation is University Medical Center, Inc.

ARTICLE II

OFFICES

Section 2.01 Principal Office. The principal office of the Corporation shall be located at any place within or outside the Commonwealth of Kentucky as designated in the Corporation's most current Annual Report filed with the Secretary of State of Kentucky. The Corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the Board of Directors of the Corporation (the "Board") may deem advisable from time to time.

Section 2.02 Registered Office. The Corporation shall maintain a registered office in the Commonwealth of Kentucky as required by Kentucky law. The address of the registered office may be changed from time to time by the Board.

ARTICLE III

NO CAPITAL SHARES

The Corporation shall have no capital shares or shareholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of the Corporation's gain, profit or property inure to the incorporators thereof, nor officer or director thereof, except as otherwise approved by the Board with respect to compensation for services rendered, but the Corporation's entire gain, profit, net earnings and property shall be devoted exclusively to the charitable and other uses and purposes set out in the Articles of Incorporation (the "Articles").

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01 Powers and Number of Directors. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, subject to any limitations set forth in the Corporation's Articles of Incorporation. Upon the adoption of these Amended and Restated Bylaws, the Board shall consist of seventeen (17) voting directors.

Section 4.02 Composition and Qualifications.

(a) The Chairman of the Board (the "Chairman") shall be the person elected and serving as President of the University of Louisville (the "University") or his designee. The Chairman shall be an ex officio, voting member of the Board of Directors and shall appoint a minimum of four (4) and a maximum of seven (7) additional directors, one of whom shall be the Dean of the University's Medical School, another of whom shall be the University's Executive Vice President - Health Affairs, another of whom shall be the chair of one of the clinical departments of the University's Medical School, and another of whom shall be a member of the University of Louisville Board of Trustees (the "University Directors"). The remaining directors (the "Community Directors") shall consist of not less than nine (9) and not more than twelve (12) community leaders who have demonstrated an interest in health care issues, provided that none of such Community Directors (i) shall be officers, directors or employees of an entity which competes with the Corporation within the Louisville Metropolitan Statistical Area ("MSA"), or (ii) shall be a trustee, officer or employee of the University of Louisville. The determination of whether a nominee for Community Director "competes" with the Corporation within the Louisville MSA shall be made by the Directors, whose decision shall be final and not subject to appeal. Directors need not be residents of the Commonwealth of Kentucky. The Nominating Committee shall endeavor to recommend to the Directors candidates for Community Directors who represent the broad ranges of diversity within the community. (The University Directors and the Community Directors are sometimes each referred to as a "class" of directors.)

(b) The term of office of the Chairman (if he is the President of the University) shall be coextensive with his term as President of the University. If the Chairman is someone

other than the President of the University, he or she shall serve at the pleasure of the President of the University. The remaining 16 members of the Board of Directors shall be divided into three groups, designated as Group I, Group II and Group III. Each Group shall comprise a combination of Community Directors and University Directors, it being provided that Community Directors shall constitute a majority of each Group. Directors shall be identified to a Group by the Chairman. Group I directors shall be appointed for an initial term of two years and, at the expiration of the initial term, Group I directors shall be elected or appointed for successive three year terms. Group II directors shall be appointed for an initial term of three years and, at the expiration of the initial term, Group II directors shall be elected or appointed for successive three year terms. Group III directors shall be appointed for an initial term of four years and, at the expiration of the initial term, Group III directors shall be elected or appointed for successive three year terms.

Section 4.03 Powers and Duties of Directors. All Directors, other than Advisory Directors, as defined below, shall have the same rights, powers and duties with regard to Board membership, including, but not limited to, the right to vote on a matter before the Board as to which the director has no conflict of interest. The Board shall have charge of the policies, property, affairs, and funds of the Corporation, and shall have the power and authority to do and perform all actions or functions not inconsistent with these Bylaws, the Corporation's Articles, the Affiliation Agreement, or applicable law, including, without limitation, the power to implement the Corporation's strategic plans and its capital and operating budgets, if any. The Board may delegate any of the powers and duties herein granted, but such delegations shall not abrogate the responsibility of the Board. The Board shall implement all decisions made with respect to these matters either directly or through committees of the Board, in a manner consistent with the Corporation's budgets and strategic plan.

Section 4.04 Removal of Directors. Any Director, other than the Chairman and an ex-officio member, may at any time be removed from office, with or without cause, by a majority vote of the University Directors and the Community Directors, voting by class, upon written notice delivered to the director and to the Corporation. Removal of a director as a director shall also constitute removal as an officer of the Corporation and as a member of all committees of the Board. Removal of a director as a director shall be without prejudice to the contract rights, if

any, of the director so removed. Appointment of a director as a director, however, shall not in and of itself create contract rights.

Section 4.05 Resignation. Any Director may resign at any time by tendering a resignation in writing to the Chairman. The resignation shall become effective immediately upon receipt, or, if the resignation specifies a future date as its effective date, upon the date specified therein.

Section 4.06 Vacancies. In the event a vacancy occurs in the office of a director due to death, resignation, removal or otherwise, the vacancy shall be filled, in the case of a University Director, by the President of the University, in the case of a Community Director, by the Board of Directors from one or more candidates nominated by the Nominating Committee, and in the case of an Advisory Director, by the Board of Directors from one or more candidates nominated by the group who nominated the Advisory Director whose position is to be filled. The person appointed to fill a Board vacancy shall hold the office for the unexpired term of his/her predecessor, or, if there is no predecessor, until the next annual meeting of the Corporation.

Section 4.07 Annual Meeting of the Board. The annual meeting of the Board shall be held each year at the principal office of the Corporation, or at such place and at such hour as may be designated by the Chairman in the notice. The purposes of the annual meeting shall be to (i) appoint officers for those whose terms are expiring; (ii) receive annual reports; and (iii) transact such other business as may be desirable.

Section 4.08 Regular Meetings of the Board. In addition to the annual meeting described above, the Board shall hold regular meetings at a date and time to be fixed by resolution of the Board, or at such place and at such time as may be designated by the Chairman in the notice thereof.

Section 4.09 Special Meetings of the Board. Special meetings of the Board may be called by, or at the request of, the Chairman, or upon the written request of any three of directors, or in the case of the Chairman's absence or inability to act, by the Vice Chairman.

Section 4.10 Quorum. A majority of the Board (excluding Advisory Directors), more than half of whom are Community Directors, shall constitute a quorum of the Board. If a quorum is present at a meeting of the Board, any action taken at such meeting shall be the act of the Board. In the absence of a

quorum, the Board members present, by a majority vote, may adjourn the meeting to another date, time and place. Notice of an adjourned special meeting shall be given to the Board members who are not present at the time of adjournment. Directors may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 4.11 Manner of Acting. Unless otherwise required by law, the Articles or these Bylaws, the act of at least a majority of a quorum (excluding Advisory Directors) shall be the act of the Board.

Section 4.12 Notice and Waiver. Board members shall be given notice of each special meeting of the Board. Such notice shall set forth the date, time, place and purpose of the meeting and shall be signed by the Secretary of the Corporation (the "Secretary") or a duly-appointed assistant. Notice shall be delivered to each Board member either personally or by mail, telephone or telegram to the member's residence or place of business not less than three (3) business days prior to the meeting. A Board member may waive notice by the execution of a written waiver, either before or after the holding of the meeting. Such waiver shall be filed with or entered upon the records of the Corporation. The attendance of a Board member at a meeting without protest at the commencement of the meeting shall be deemed to be a waiver of notice.

Section 4.13 Informal Action by Board Members. Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board members entitled to vote with respect to the subject matter thereof.

Section 4.14 Executive Session. The Board may adjourn to executive session at any time at the direction of the Chairman of the meeting or on motion of a Board member duly adopted by a majority of those Board members who are present.

Section 4.15 Attendance. Board members shall be expected to attend and participate in all Board meetings. Board members who are unable to attend for valid reasons shall contact the Chairman prior to the meeting and request an excused absence.

Section 4.16 Increase or Decrease in Number of Directors. The members of the Board may increase or decrease the number of directors on the Board by duly adopted resolution. If the Board changes the number of directors from that set forth in Section 4.01 hereof, the Secretary shall attach a copy of the Board resolution to these Bylaws.

Section 4.17 Chairman of the Board of Directors. The Chairman shall be entitled to attend and participate in all meetings of the Board and committees of the Board and shall serve ex officio on such committees.

Section 4.18 Chief Executive Officer of University of Louisville Hospital. The Chief Executive Officer of University of Louisville Hospital shall be the President of the Corporation and an ex-officio, non-voting member of the Board. The Chief Executive Officer of University of Louisville Hospital shall be entitled to attend and participate in all meetings of the Board and committees of the Board and to serve on such committees as the Board requests but shall not be counted for determining the existence or absence of a quorum.

ARTICLE V

ADVISORY DIRECTORS

Section 5.01 Advisory Directors. The Advisory Directors shall be appointed by the Board at its annual meeting to serve a term of one (1) year. The Advisory Directors shall be invited to attend and participate in meetings of the Board and to serve on such committees as the Board requests. Advisory Board members shall not vote on matters requiring a vote of the Board and shall not participate in any meeting, or part thereof, held in executive session, unless specifically requested to do so. Advisory Directors shall not be counted in determining the presence or absence of a quorum.

Section 5.02 Selection of Advisory Directors. Advisory Directors shall be elected by the Board from the following slates:

[1] The Executive Vice President-Health Affairs of the University of Louisville may nominate one person who is a practicing physician and who is not on the full-time faculty of the University School of Medicine. If the Executive Vice President-Health Affairs does not nominate such a person, then the number of Advisory Directors shall be reduced by one until

such time as the Executive Vice President-Health Affairs nominates such a person;

[2] The Clinical Department Chairs of the School of Medicine shall nominate one person who practices medicine, who is a full-time faculty member of the University School of Medicine and who is a University Department Chair;

[3] The Regional Cancer Center Corporation Board shall nominate one person;

[4] The University shall nominate one person who is a Dean in the Health Sciences Center other than the University School of Medicine;

[5] The Medical Staff of the University of Louisville Hospital shall nominate one person who is a practicing physician, who is a full-time faculty member of the University School of Medicine and who is not a Department Chair;

[6] The Chief of Staff, if such person is not otherwise a member of the Board or Advisory Board; and

[7] The Director of the James Graham Brown Cancer Center, if such person is not otherwise a member of the Board or Advisory Board

In the Board's discretion, it may increase the membership of the Advisory Board to include such additional persons as it deems advisable. The nominations shall be submitted to the Chairman sixty (60) days prior to the annual meeting of the Corporation.

The Board shall not be required to elect a person so nominated, and, if it does not, the group whose nominee was not elected may submit another nominee for selection, and may continue to do so until a person is elected to fill the vacancy.

ARTICLE VI

COMMITTEES

Section 6.01 Committees Generally.

A. The Board may create committees, each consisting of three (3) or more voting directors and such other persons as the Board may determine, to serve at the pleasure of the Board; provided that more than half of the committee membership

composed of voting Board members shall be Community Directors. Except as otherwise provided in these Bylaws, appointments to such committees shall be by the Chairman. Except as otherwise provided in these Bylaws or by law, any such committee shall, to the extent provided by resolution of the Board or in these Bylaws, have the authority of the Board; provided, however, that a committee shall only act as an advisory committee to the Board if it has voting committee members who are not voting directors of the Board.

B. Except as otherwise provided, the Chairman shall appoint all committee members at the annual meeting of the Board, or as soon as practicable or necessary thereafter, to hold office for a term of one (1) year, commencing immediately following the meeting at which they are appointed and ending after the close of the next annual meeting of the Board, until their successors are appointed and qualified, or until their death, resignation or removal.

C. Each committee may adopt rules for its own governance not inconsistent with the law, the Articles, or these Bylaws.

D. A majority of the members of a committee who are Community Directors shall constitute a quorum for the transaction of business at any meeting of such committee. The act of a majority of the members of a committee as a whole shall be the act of the committee.

E. Each committee may invite additional individuals with expertise in a pertinent area to meet with and assist it. Such individuals shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the committee.

F. Each committee shall record minutes of its deliberations, recommendations, and conclusions and shall promptly deliver a copy of such minutes to the Secretary.

G. Three (3) business days' notice of the meetings of any committee shall be given to the members thereof and to the Chairman and the President, each of whom shall have the right to attend and participate in the deliberations of the committees.

H. Each committee may operate through the establishment of one or more subcommittees to be composed of such members of the committee, and to have such duties and responsibilities, as shall be delegated to the subcommittees by the committee.

I. Director or non-director committee members may participate in and at any meeting of a committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 6.02 Executive Committee. The Executive Committee shall, consist of the Chairman, one University Director and three Community Directors. The Executive Committee shall have and may exercise all of the authority of the Board, but shall not have the authority of the Board in reference to amending, altering, or repealing the By-Laws; electing, altering or removing any member of that Committee or any director or officer of the Corporation; amending or restating the Articles of Incorporation; adopting a plan of merger, or adopting a plan of consolidation, with another Corporation; authorizing the sale, lease, exchange or mortgage of substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation, or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation or amending, altering, or repealing any Resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such Committee; or doing any other act forbidden by law or by the Articles of Incorporation.

Section 6.03 Nominating Committee. The Nominating Committee shall consist of the Chairman, who shall serve as Chairman of the Committee, one University Director and two Community Directors. The Nominating Committee shall select and recommend to the Directors candidates for election as Community Directors and for filling vacancies in any Directorships and for officers of the Board (other than the Chairman) and the Corporation.

ARTICLE VII

OFFICERS OF THE BOARD OF DIRECTORS

Section 7.01 Officers. There shall be the following officers of the Board: the Chairman of the Board of Directors, and the Vice Chairman and such other officers as the Board of Directors may appoint. Such officers shall be seated or appointed at the annual meeting of the Board.

Section 7.02 Terms. All officers of the Board, other than the Chairman, shall serve for a term of one (1) year and until their successors are appointed or elected and qualified. Vacancies in the office of Chairman shall be filled in accordance with Section 7.03 hereof. Vacancies in all other Board officer positions may be filled at any meeting of the Board.

Section 7.03 Chairman of the Board of Directors. The Chairman shall:

- A. Be, at all times, the sitting President of the University or his designee;
- B. Serve as an ex-officio, voting director of the Board;
- C. Preside at all meetings of the Board;
- D. Provide leadership to the Board and its committees in formulating, developing, and evaluating corporate policies and goals and ensure such policies and goals are consistent with the Articles of Incorporation;
- E. Ensure that there is appropriate communication between the Board and corporate staff, the Board of Directors and executive staff, physicians and administrative and other personnel;
- F. Call special meetings of the Board;
- G. Establish the agenda for all Board meetings; and
- H. Perform such other duties as are customary to a Board Chairman or assigned by the Board and not inconsistent with the Articles, these Bylaws, or the Affiliation Agreement.

Section 7.04 Vice Chairman. The Vice Chairman shall perform the duties of Chairman of the Board of Directors in the absence of the Chairman and such other duties as the Chairman may direct.

ARTICLE VIII

OFFICERS OF THE CORPORATION

Section 8.01 Officers. The Corporation shall have the officers described in these Bylaws or appointed by the Board in accordance with these Bylaws. The officers of the Corporation shall be a President, such number of Vice Presidents as the

Board determines are necessary, a Secretary, and such other officers as the Board may appoint.

Section 8.02 Appointment and Term of Office. The officers of the Corporation shall be appointed by the Board at its annual meeting. Vacancies may be filled or new offices created and filled by the Board at any meeting of the Board. Each officer shall take office when appointed and shall hold office until the next annual meeting of the Board and until such officer's successor shall be duly appointed or until such officer's death or until such officer shall resign or shall have been removed in the manner hereinafter provided.

Section 8.03 Removal and Resignations. Any officer elected or appointed by the Board may be removed by the Board with or without cause whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If an officer is an employee of the Corporation and the employment is terminated, the position as an officer of the Corporation shall terminate with the termination of employment. An officer of the Corporation may resign at any time by delivering written notice to the Board. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

Section 8.04 Contract Rights of Officers. Appointment of an officer or agents shall not of itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

Section 8.05 President of the Corporation. Subject to the authority of the Board, the President shall:

- A. Serve as the chief executive officer of the Corporation and shall in general supervise and control the day-to-day business and affairs of the Corporation, including general supervision over its officers, employees and agents;
- B. Exercise control over the business, affairs and property of the Corporation and provide general supervision over its officers, employees and agents;
- C. Monitor the effectiveness of policies, programs and activities of the Corporation and make reports to the Board with

respect thereto, including recommendations as to changes which might improve performance of same;

D. Develop a long-range strategic plan focusing and directing the Corporation's future activities for approval by the Board;

E. Develop and maintain relationships with local, state and federal government agencies, with professional groups and planning organizations;

F. Furnish staff support to the Board and maintain a close relationship with the Chairman and Vice Chairman;

G. Be responsible for the employment, supervision and determination of compensation benefits and working conditions (within guidelines approved by the Board) for all other employees of the Corporation;

H. Have the option to delegate the day-to-day responsibilities to one or more operating officers; and

I. Perform in general all duties incident to the office of President of the Corporation and such other duties as may be prescribed by the Board from time to time.

Section 8.06 Vice President. Each Vice President shall perform such duties as from time to time may be assigned by the President or by the Board.

Section 8.07 Secretary. The Secretary shall:

A. Be the custodian of the corporate records and of the seal, if any, of the Corporation;

B. Be responsible for authenticating records of the Corporation;

C. Keep the minutes of the Board's meetings in one or more books provided for that purpose;

D. Issue notice of all regular and special meetings of the Board in accordance with the provisions of these Bylaws, the Articles or as required by law;

E. Keep a register of the post office address designated by each Board member for receipt of notices; and

F. Perform in general all duties incident to the office of Secretary of the Corporation and such other duties as from time to time may be assigned by the President or by the Board.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE X

CONTRACTS, LOANS, CHECKS AND DEPOSITS

The Board shall, from time to time, adopt such policies and procedures as it deems appropriate, including delegation of authority to particular corporate officers or agents, regarding the execution and delivery of contracts, loans, or other evidences of indebtedness, on behalf of the Corporation and regarding the deposit of corporate funds and regarding the signing of checks, drafts or other orders for payment of money on behalf of the Corporation. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws, or under the provisions of the Articles, or under the provisions of the Corporation laws of the Commonwealth of Kentucky, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to all directors, committee members, trustees, officers or employees (including his or her heirs, executor, administrator or other personal representative) of the Corporation, whether

elected, appointed or serving at the request of the Corporation, who are, were, or are threatened to be made a defendant or respondent to any threatened, pending, completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director, committee member, trustee, officer or employee of the Corporation (hereinafter a "proceeding"), to the fullest extent that is expressly permitted or required by the statutes of the Commonwealth of Kentucky and all other applicable law, (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement); provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any proceeding in which such person shall have been adjudged to have engaged in knowingly wrongful conduct or was held liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law.

In addition to the foregoing, the Corporation shall, by action of the Board, have the power to indemnify and to advance expenses to all directors, committee members, trustees, officers or employees (including his or her heirs, executor, administrator or other personal representative) of the Corporation who are, were, or are threatened to be made a defendant or respondent to any proceeding, in such amounts, on such terms and conditions, and based upon such standards of conduct as the Board may deem to be lawful and in the best interest of the Corporation; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification.

The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Corporation Act or under these Bylaws, but it shall not be obligated to do so. The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of the Board, or otherwise. If these Bylaws or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify

each such person to the full extent permitted by any applicable portion of these Bylaws that shall not have been invalidated or by any other applicable law. Any repeal or modification of these Bylaws shall not adversely affect any rights or obligations existing at the time of such repeal or modification.

ARTICLE XIII

CONFLICTS OF INTEREST

Section 13.01 Disclosure of All Conflicts. All members of the Board and all officers of the Corporation shall disclose all real or apparent conflicts or dualities of interest which they discover or which have been brought to their attention in connection with the Corporation's activities. Serving on the Board of, or being employed by, the University, or an affiliate of the University, while serving on the Board of the Corporation is not a conflict of interest. "Disclosure" as used herein shall mean providing promptly to the appropriate persons a written description of the material facts comprising the real or apparent conflict or duality of interest. An annual disclosure statement shall be circulated to directors and officers to assist them in considering such disclosures, but disclosure is appropriate whenever conflicts or dualities of interest may occur. The written notices of disclosure of conflicts or dualities of interest shall be filed with the President or any other person designated from time to time to receive such notifications.

Section 13.02 Proscribed Activity by Persons Having Conflicts. Where an individual director or officer believes that he/she or a member of his/her immediate family might have or does have a real or apparent conflict of interest, he/she should, in addition to filing the notice of disclosure required hereunder, abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of the Corporation where the conflict of interest might pertain by law, agreement or otherwise.

ARTICLE XIV

MEDICAL STAFF

Section 14.01 Organization and Governance. In connection with the Corporation's operation of University of Louisville Hospital (the "Hospital"), the Corporation shall maintain an organized, self-governing Medical Staff that provides oversight of care, treatment and services provided by practitioners with

privileges, provides for uniform quality of patient care, treatment and services, and reports to and is accountable to the Board. In this regard, the Medical Staff shall be organized, and it shall be required to function, in a manner that complies with the applicable standards of the accrediting agencies to which the Corporation may submit and with the applicable Medicare/Medicaid conditions of participation.

Section 14.02 Medical Staff Bylaws. The Medical Staff shall maintain separate Medical Staff Bylaws that define the Medical Staff's role within the context of the Hospital and its responsibilities in the oversight of care, treatment and services. The Medical Staff shall periodically review its bylaws and amend them as appropriate to assure ongoing compliance with applicable accreditation standards, licensing requirements and Medicare/Medicaid conditions of participation. The Board must approve the Medical Staff Bylaws, rules and regulations, all amendments thereto. The Medical Staff Bylaws, rules and regulations, and Medical Staff policies shall not conflict with the Corporation's Bylaws. Neither the Medical Staff nor the Board may unilaterally amend the Medical Staff Bylaws or rules and regulations.

Section 14.03 Executive Committee. The Medical Staff shall appoint an Executive Committee to carry out Medical Staff responsibilities. The Medical Staff Executive Committee shall have primary authority for activities related to self-governance of the Medical Staff and for performance improvement of the professional services provided by licensed independent practitioners and other practitioners privileged through the Medical Staff process.

Section 14.04 Guiding Principles. This Article XIV shall be interpreted and administered in accordance with applicable accreditation standards to which the Hospital may be submit from time to time.

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ARTICLE XV

AMENDMENTS

These Bylaws and the Articles may be amended by a vote of a majority of the University Directors and the Community Directors, voting by class, at the annual meeting or any regular or special meeting of the Board, provided that a description of the proposed amendment(s) shall have been published in or with the notice of the meeting.

Adopted

January 29, 2008

Norma Haine
Secretary

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EXHIBIT A TO UNANIMOUS WRITTEN CONSENT

AMENDED AND RESTATED

BYLAWS OF

UNIVERSITY MEDICAL CENTER, INC.

ARTICLE I

NAME

The name of the corporation is University Medical Center, Inc.

ARTICLE II

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Section 2.02 Registered Office. The Corporation shall maintain a registered office in the Commonwealth of Kentucky as required by Kentucky law. The address of the registered office may be changed from time to time by the Board.

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NO CAPITAL SHARES

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ARTICLE IV

BOARD OF DIRECTORS

Section 4.01 Powers and Number of Directors. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, subject to any limitations set forth in the Corporation's Articles of Incorporation. Upon the adoption of these Amended and Restated Bylaws, the Board shall consist of fifteen (15) voting directors.

Section 4.02 Composition and Qualifications.

(a) The Chairman of the Board (the "Chairman") shall be the person elected and serving as President of the University of Louisville (the "University") or his designee. The Chairman shall be an ex officio, voting member of the Board of Directors and shall appoint six (6) directors, one of whom shall be the Dean of the University's Medical School, another of whom shall be the University's Executive Vice President - Health Affairs and another of whom shall be the chair of one of the clinical departments of the University's Medical School (the "University Directors"). The remaining eight (8) directors (the "Community Directors") shall be community leaders demonstrating an interest in health care issues, provided that none of such Community Directors (i) shall be officers, directors or employees of an entity which competes with the Corporation within the Louisville Metropolitan Statistical Area ("MSA"), or (ii) shall be a trustee, officer or employee of the University of Louisville. The determination of whether a nominee for Community Director "competes" with the Corporation within the Louisville MSA shall be made by the Directors, whose decision shall be final and not subject to appeal. Directors need not be residents of the Commonwealth of Kentucky. The Nominating Committee shall endeavor to recommend to the Directors candidates for Community Directors who represent the broad ranges of diversity within the community. (The University Directors and the Community Directors are sometimes each referred to as a "class" of directors.)

(b) The term of office of the Chairman (if he is the President of the University) shall be coextensive with his term as President of the University. If the Chairman is someone other than the President of the University, he or she shall serve at the pleasure of the President of the University. The remaining 14 members of the Board of Directors shall be divided

into three groups, designated as Group I, Group II and Group III. Group I shall consist of two University Directors and three Community Directors. Group II shall consist of two University Directors and three Community Directors. Group III shall consist of two University Directors and two Community Directors. Directors shall be identified to a Group by the Chairman. Group I directors shall be appointed for an initial term of two years and, at the expiration of the initial term, Group I directors shall be elected or appointed for successive three year terms. Group II directors shall be appointed for an initial term of three years and, at the expiration of the initial term, Group II directors shall be elected or appointed for successive three year terms. Group III directors shall be appointed for an initial term of four years and, at the expiration of the initial term, Group III directors shall be elected or appointed for successive three year terms.

Section 4.03 Powers and Duties of Directors. All Directors, other than Advisory Directors, as defined below, shall have the same rights, powers and duties with regard to Board membership, including, but not limited to, the right to vote on a matter before the Board as to which the director has no conflict of interest. The Board shall have charge of the policies, property, affairs, and funds of the Corporation, and shall have the power and authority to do and perform all actions or functions not inconsistent with these Bylaws, the Corporation's Articles, the Affiliation Agreement, or applicable law, including, without limitation, the power to implement the Corporation's strategic plans and its capital and operating budgets, if any. The Board may delegate any of the powers and duties herein granted, but such delegations shall not abrogate the responsibility of the Board. The Board shall implement all decisions made with respect to these matters either directly or through committees of the Board, in a manner consistent with the Corporation's budgets and strategic plan.

Section 4.04 Removal of Directors. Any Director, other than the Chairman and an ex-officio member, may at any time be removed from office, with or without cause, by a majority vote of the University Directors and the Community Directors, voting by class, upon written notice delivered to the director and to the Corporation. Removal of a director as a director shall also constitute removal as an officer of the Corporation and as a member of all committees of the Board. Removal of a director as a director shall be without prejudice to the contract rights, if any, of the director so removed. Appointment of a director as a

director, however, shall not in and of itself create contract rights.

Section 4.05 Resignation. Any Director may resign at any time by tendering a resignation in writing to the Chairman. The resignation shall become effective immediately upon receipt, or, if the resignation specifies a future date as its effective date, upon the date specified therein.

Section 4.06 Vacancies. In the event a vacancy occurs in the office of a director due to death, resignation, removal or otherwise, the vacancy shall be filled, in the case of a University Director, by the President of the University, in the case of a Community Director, by the Board of Directors from one or more candidates nominated by the Nominating Committee, and in the case of an Advisory Director, by the Board of Directors from one or more candidates nominated by the group who nominated the Advisory Director whose position is to be filled. The person appointed to fill a Board vacancy shall hold the office for the unexpired term of his/her predecessor, or, if there is no predecessor, until the next annual meeting of the Corporation.

Section 4.07 Annual Meeting of the Board. The annual meeting of the Board shall be held each year at the principal office of the Corporation, or at such place and at such hour as may be designated by the Chairman in the notice. The purposes of the annual meeting shall be to (i) appoint officers for those whose terms are expiring; (ii) receive annual reports; and (iii) transact such other business as may be desirable.

Section 4.08 Regular Meetings of the Board. In addition to the annual meeting described above, the Board shall hold regular meetings at a date and time to be fixed by resolution of the Board, or at such place and at such time as may be designated by the Chairman in the notice thereof.

Section 4.09 Special Meetings of the Board. Special meetings of the Board may be called by, or at the request of, the Chairman, or upon the written request of any three of directors, or in the case of the Chairman's absence or inability to act, by the Vice Chairman.

Section 4.10 Quorum. A majority of the Board (excluding Advisory Directors), more than half of whom are Community Directors, shall constitute a quorum of the Board. If a quorum is present at a meeting of the Board, any action taken at such meeting shall be the act of the Board. In the absence of a quorum, the Board members present, by a majority vote, may

adjourn the meeting to another date, time and place. Notice of an adjourned special meeting shall be given to the Board members who are not present at the time of adjournment. Directors may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 4.11 Manner of Acting. Unless otherwise required by law, the Articles or these Bylaws, the act of at least a majority of a quorum (excluding Advisory Directors) shall be the act of the Board.

Section 4.12 Notice and Waiver. Board members shall be given notice of each special meeting of the Board. Such notice shall set forth the date, time, place and purpose of the meeting and shall be signed by the Secretary of the Corporation (the "Secretary") or a duly-appointed assistant. Notice shall be delivered to each Board member either personally or by mail, telephone or telegram to the member's residence or place of business not less than three (3) business days prior to the meeting. A Board member may waive notice by the execution of a written waiver, either before or after the holding of the meeting. Such waiver shall be filed with or entered upon the records of the Corporation. The attendance of a Board member at a meeting without protest at the commencement of the meeting shall be deemed to be a waiver of notice.

Section 4.13 Informal Action by Board Members. Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board members entitled to vote with respect to the subject matter thereof.

Section 4.14 Executive Session. The Board may adjourn to executive session at any time at the direction of the Chairman of the meeting or on motion of a Board member duly adopted by a majority of those Board members who are present.

Section 4.15 Attendance. Board members shall be expected to attend and participate in all Board meetings. Board members who are unable to attend for valid reasons shall contact the Chairman prior to the meeting and request an excused absence.

Section 4.16 Increase or Decrease in Number of Directors. The members of the Board may increase or decrease the number of directors on the Board by duly adopted resolution. If the Board changes the number of directors from that set forth in Section 4.01 hereof, the Secretary shall attach a copy of the Board resolution to these Bylaws.

Section 4.17 Chairman of the Board of Directors. The Chairman shall be entitled to attend and participate in all meetings of the Board and committees of the Board and shall serve ex officio on such committees.

Section 4.18 Chief Executive Officer of University of Louisville Hospital. The Chief Executive Officer of University of Louisville Hospital shall be the President of the Corporation and an ex-officio, non-voting member of the Board. The Chief Executive Officer of University of Louisville Hospital shall be entitled to attend and participate in all meetings of the Board and committees of the Board and to serve on such committees as the Board requests but shall not be counted for determining the existence or absence of a quorum.

ARTICLE V

ADVISORY DIRECTORS

Section 5.01 Advisory Directors. Advisory Directors shall be appointed by the Board at its annual meeting to serve a term of one (1) year. The Advisory Directors shall be invited to attend and participate in meetings of the Board and to serve on such committees as the Board requests. Advisory Board members shall not vote on matters requiring a vote of the Board and shall not participate in any meeting, or part thereof, held in executive session, unless specifically requested to do so. Advisory Directors shall not be counted in determining the presence or absence of a quorum.

Section 5.02 Selection of Advisory Directors. Advisory Directors shall be elected by the Board from the following slates:

[1] The Executive Vice President-Health Affairs of the University of Louisville may nominate one person who is a practicing physician and who is not on the full-time faculty of the University School of Medicine. If the Executive Vice President-Health Affairs does not nominate such a person, then the number of Advisory Directors shall be reduced by one until

such time as the Executive Vice President-Health Affairs nominates such a person;

[2] The Clinical Department Chairs of the School of Medicine shall nominate one person who practices medicine, who is a full-time faculty member of the University School of Medicine and who is a University Department Chair;

[3] The Regional Cancer Center Corporation Board shall nominate one person;

[4] The University shall nominate one person who is a Dean in the Health Sciences Center other than the University School of Medicine;

[5] The Medical Staff of the University of Louisville Hospital shall nominate one person who is a practicing physician, who is a full-time faculty member of the University School of Medicine and who is not a Department Chair; and

[6] The Chief of Staff, if such person is not otherwise a member of the Board or Advisory Board.

In the Board's discretion, it may increase the membership of the Advisory Board to include such additional persons as it deems advisable. The nominations shall be submitted to the Chairman sixty (60) days prior to the annual meeting of the Corporation.

The Board shall not be required to elect a person so nominated, and, if it does not, the group whose nominee was not elected may submit another nominee for selection, and may continue to do so until a person is elected to fill the vacancy.

ARTICLE VI

COMMITTEES

Section 6.01 Committees Generally.

A. The Board may create committees, each consisting of three (3) or more voting directors and such other persons as the Board may determine, to serve at the pleasure of the Board; provided that more than half of the membership of each such committee shall be a Community Director. Except as otherwise provided in these Bylaws, appointments to such committees shall be by the Chairman. Except as otherwise provided in these Bylaws or by law, any such committee shall, to the extent provided by

resolution of the Board or in these Bylaws, have the authority of the Board; provided, however, that a committee shall only act as an advisory committee to the Board if it has voting committee members who are not voting directors of the Board.

B. Except as otherwise provided, the Chairman shall appoint all committee members at the annual meeting of the Board, or as soon as practicable or necessary thereafter, to hold office for a term of one (1) year, commencing immediately following the meeting at which they are appointed and ending after the close of the next annual meeting of the Board, until their successors are appointed and qualified, or until their death, resignation or removal.

C. Each committee may adopt rules for its own governance not inconsistent with the law, the Articles, or these Bylaws.

D. A majority of the members of a committee who are Community Directors shall constitute a quorum for the transaction of business at any meeting of such committee. The act of a majority of the members of a committee as a whole shall be the act of the committee.

E. Each committee may invite additional individuals with expertise in a pertinent area to meet with and assist it. Such individuals shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the committee.

F. Each committee shall record minutes of its deliberations, recommendations, and conclusions and shall promptly deliver a copy of such minutes to the Secretary.

G. Three (3) business days' notice of the meetings of any committee shall be given to the members thereof and to the Chairman and the President, each of whom shall have the right to attend and participate in the deliberations of the committees.

H. Each committee may operate through the establishment of one or more subcommittees to be composed of such members of the committee, and to have such duties and responsibilities, as shall be delegated to the subcommittees by the committee.

I. Director or non-director committee members may participate in and at any meeting of a committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meetings

shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 6.02 Executive Committee. The Executive Committee shall, consist of the Chairman, one University Director and three Community Directors. The Executive Committee shall have and may exercise all of the authority of the Board, but shall not have the authority of the Board in reference to amending, altering, or repealing the By-Laws; electing, altering or removing any member of that Committee or any director or officer of the Corporation; amending or restating the Articles of Incorporation; adopting a plan of merger, or adopting a plan of consolidation, with another Corporation; authorizing the sale, lease, exchange or mortgage of substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation, or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation or amending, altering, or repealing any Resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such Committee; or doing any other act forbidden by law or by the Articles of Incorporation.

Section 6.03 Nominating Committee. The Nominating Committee shall consist of the Chairman, who shall serve as Chairman of the Committee, one University Director and two Community Directors. The Nominating Committee shall select and recommend to the Directors candidates for election as Community Directors and for filling vacancies in any Directorships and for officers of the Board (other than the Chairman) and the Corporation.

ARTICLE VII

OFFICERS OF THE BOARD OF DIRECTORS

Section 7.01 Officers. There shall be the following officers of the Board: the Chairman of the Board of Directors, and the Vice Chairman and such other officers as the Board of Directors may appoint. Such officers shall be seated or appointed at the annual meeting of the Board.

Section 7.02 Terms. All officers of the Board, other than the Chairman, shall serve for a term of one (1) year and until their successors are appointed or elected and qualified. Vacancies in the office of Chairman shall be filled in accordance with Section 7.03 hereof. Vacancies in all other

Board officer positions may be filled at any meeting of the Board.

Section 7.03 Chairman of the Board of Directors. The Chairman shall:

- A. Be, at all times, the sitting President of the University or his designee;
- B. Serve as an ex-officio, voting director of the Board;
- C. Preside at all meetings of the Board;
- D. Provide leadership to the Board and its committees in formulating, developing, and evaluating corporate policies and goals and ensure such policies and goals are consistent with the Articles of Incorporation;
- E. Ensure that there is appropriate communication between the Board and corporate staff, the Board of Directors and executive staff, physicians and administrative and other personnel;
- F. Call special meetings of the Board;
- G. Establish the agenda for all Board meetings; and
- H. Perform such other duties as are customary to a Board Chairman or assigned by the Board and not inconsistent with the Articles, these Bylaws, or the Affiliation Agreement.

Section 7.04 Vice Chairman. The Vice Chairman shall perform the duties of Chairman of the Board of Directors in the absence of the Chairman and such other duties as the Chairman may direct.

ARTICLE VIII

OFFICERS OF THE CORPORATION

Section 8.01 Officers. The Corporation shall have the officers described in these Bylaws or appointed by the Board in accordance with these Bylaws. The officers of the Corporation shall be a President, such number of Vice Presidents as the Board determines are necessary, a Secretary, and such other officers as the Board may appoint.

Section 8.02 Appointment and Term of Office. The officers of the Corporation shall be appointed by the Board at

its annual meeting. Vacancies may be filled or new offices created and filled by the Board at any meeting of the Board. Each officer shall take office when appointed and shall hold office until the next annual meeting of the Board and until such officer's successor shall be duly appointed or until such officer's death or until such officer shall resign or shall have been removed in the manner hereinafter provided.

Section 8.03 Removal and Resignations. Any officer elected or appointed by the Board may be removed by the Board with or without cause whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If an officer is an employee of the Corporation and the employment is terminated, the position as an officer of the Corporation shall terminate with the termination of employment. An officer of the Corporation may resign at any time by delivering written notice to the Board. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

Section 8.04 Contract Rights of Officers. Appointment of an officer or agents shall not of itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

Section 8.05 President of the Corporation. Subject to the authority of the Board, the President shall:

- A. Serve as the chief executive officer of the Corporation and shall in general supervise and control the day-to-day business and affairs of the Corporation, including general supervision over its officers, employees and agents;
- B. Exercise control over the business, affairs and property of the Corporation and provide general supervision over its officers, employees and agents;
- C. Monitor the effectiveness of policies, programs and activities of the Corporation and make reports to the Board with respect thereto, including recommendations as to changes which might improve performance of same;
- D. Develop a long-range strategic plan focusing and directing the Corporation's future activities for approval by the Board;

E. Develop and maintain relationships with local, state and federal government agencies, with professional groups and planning organizations;

F. Furnish staff support to the Board and maintain a close relationship with the Chairman and Vice Chairman;

G. Be responsible for the employment, supervision and determination of compensation benefits and working conditions (within guidelines approved by the Board) for all other employees of the Corporation;

H. Have the option to delegate the day-to-day responsibilities to one or more operating officers; and

I. Perform in general all duties incident to the office of President of the Corporation and such other duties as may be prescribed by the Board from time to time.

Section 8.06 Vice President. Each Vice President shall perform such duties as from time to time may be assigned by the President or by the Board.

Section 8.07 Secretary. The Secretary shall:

A. Be the custodian of the corporate records and of the seal, if any, of the Corporation;

B. Be responsible for authenticating records of the Corporation;

C. Keep the minutes of the Board's meetings in one or more books provided for that purpose;

D. Issue notice of all regular and special meetings of the Board in accordance with the provisions of these Bylaws, the Articles or as required by law;

E. Keep a register of the post office address designated by each Board member for receipt of notices; and

F. Perform in general all duties incident to the office of Secretary of the Corporation and such other duties as from time to time may be assigned by the President or by the Board.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE X

CONTRACTS, LOANS, CHECKS AND DEPOSITS

The Board shall, from time to time, adopt such policies and procedures as it deems appropriate, including delegation of authority to particular corporate officers or agents, regarding the execution and delivery of contracts, loans, or other evidences of indebtedness, on behalf of the Corporation and regarding the deposit of corporate funds and regarding the signing of checks, drafts or other orders for payment of money on behalf of the Corporation. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws, or under the provisions of the Articles, or under the provisions of the Corporation laws of the Commonwealth of Kentucky, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to all directors, committee members, trustees, officers or employees (including his or her heirs, executor, administrator or other personal representative) of the Corporation, whether elected, appointed or serving at the request of the Corporation, who are, were, or are threatened to be made a defendant or

respondent to any threatened, pending, completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director, committee member, trustee, officer or employee of the Corporation (hereinafter a "proceeding"), to the fullest extent that is expressly permitted or required by the statutes of the Commonwealth of Kentucky and all other applicable law, (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement); provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any proceeding in which such person shall have been adjudged to have engaged in knowingly wrongful conduct or was held liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law.

In addition to the foregoing, the Corporation shall, by action of the Board, have the power to indemnify and to advance expenses to all directors, committee members, trustees, officers or employees (including his or her heirs, executor, administrator or other personal representative) of the Corporation who are, were, or are threatened to be made a defendant or respondent to any proceeding, in such amounts, on such terms and conditions, and based upon such standards of conduct as the Board may deem to be lawful and in the best interest of the Corporation; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification.

The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Corporation Act or under these Bylaws, but it shall not be obligated to do so. The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of the Board, or otherwise. If these Bylaws or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of these Bylaws that shall not have been invalidated or

by any other applicable law. Any repeal or modification of these Bylaws shall not adversely affect any rights or obligations existing at the time of such repeal or modification.

ARTICLE XIII

CONFLICTS OF INTEREST

Section 13.01 Disclosure of All Conflicts. All members of the Board and all officers of the Corporation shall disclose all real or apparent conflicts or dualities of interest which they discover or which have been brought to their attention in connection with the Corporation's activities. Serving on the Board of, or being employed by, the University, or an affiliate of the University, while serving on the Board of the Corporation is not a conflict of interest. "Disclosure" as used herein shall mean providing promptly to the appropriate persons a written description of the material facts comprising the real or apparent conflict or duality of interest. An annual disclosure statement shall be circulated to directors and officers to assist them in considering such disclosures, but disclosure is appropriate whenever conflicts or dualities of interest may occur. The written notices of disclosure of conflicts or dualities of interest shall be filed with the President or any other person designated from time to time to receive such notifications.

Section 13.02 Proscribed Activity by Persons Having Conflicts. Where an individual director or officer believes that he/she or a member of his/her immediate family might have or does have a real or apparent conflict of interest, he/she should, in addition to filing the notice of disclosure required hereunder, abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of the Corporation where the conflict of interest might pertain by law, agreement or otherwise.

ARTICLE XIV

AMENDMENTS

These Bylaws and the Articles may be amended by a vote of a majority of the University Directors and the Community Directors, voting by class, at the annual meeting or any regular or special meeting of the Board, provided that a description of the proposed amendment(s) shall have been published in or with the notice of the meeting.

Adopted _____

Secretary

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