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Sec. 22-21-333

**FIRST AMENDMENT TO CERTIFICATE OF INCORPORATION
OF
THE HEALTH CARE AUTHORITY OF
NORTH ALABAMA D/B/A HEALTHGROUP OF ALABAMA**

TO: THE HONORABLE JUDGE OF PROBATE OF COLBERT COUNTY, ALABAMA

The undersigned authorized to further the public interests of five North Alabama health care authority hospitals, *i.e.*, **The Health Care Authority of the City of Huntsville d/b/a Huntsville Hospital; The Health Care Authority of Morgan County - City of Decatur d/b/a Decatur General Hospital; The Healthcare Authority of Athens - Limestone County d/b/a Athens-Limestone Hospital; and The Marshall County Health Care Authority d/b/a Marshall Medical Center North and Marshall Medical Center South; (herein collectively referred to as the "Authority Hospitals")**, and the adoption of appropriate resolutions by The Health Care Authority of North Alabama and the City Council of Muscle Shoals, Alabama, hereby amend the Certificate of Incorporation of The Health Care Authority of North Alabama (the "Corporation") pursuant to the provisions of Section 22-21-315, et seq. of the Code of Alabama, 1975, as amended (the "Code"). The chairman and secretary do make, sign and file this First Amendment to Certificate of Incorporation under the provisions of said Code as follows:

1. The name of the corporation shall be THE HEALTH CARE AUTHORITY OF NORTH ALABAMA d/b/a HEALTHGROUP OF ALABAMA.
2. The Health Care Authority of Lauderdale County and the City of Florence shall be removed as member of The Health Care Authority of North Alabama as of June 30, 2010.

3. Colbert County – Northwest Alabama Health Care Authority d/b/a Helen Keller Hospital and Red Bay Hospital shall be added as a new member of The Health Care Authority of North Alabama effective July 1, 2010.

4. The Health Care Authority of North Alabama hereby amends the number of Board of Directors and the manner of appointment as follows:

The number of directors of the Corporation shall be eleven (11) directors. The Board of Directors shall consist of one (1) director from each Authority Hospital, one (1) At-Large Director, and five (5) directors who are the Chief Executive Officers from each Authority Hospital who shall serve in an ex officio capacity on the Board. The directors shall be appointed as follows:

- a. Each Authority Hospital shall nominate three (3) persons for each director (“Authority Director”) to the Board of Directors of the Corporation.
- b. One (1) director designated as the At-Large director (the “At-Large Director”) shall be appointed by the Muscle Shoals City Council from three (3) names presented to the Muscle Shoals City Council from the Board of Directors of the Corporation.
- c. The remaining five (5) directors shall be the Chief Executive Officers of the Authority Hospitals (the “CEO Directors”) who shall serve in an ex officio capacity for a term concurrent with employment as the CEO of the Authority Hospital but shall be reappointed every six (6) years. The Corporation shall provide the names of the CEO Directors to the Muscle Shoals City Council.
- d. The term of office of each Authority Director and At-Large Director shall be two (2) years.

- e. The Board of Directors of the Corporation shall, not more than ninety (90) days nor less than ten (10) days prior to the expiration of the term of office of the Authority Director or At-Large Director, submit to the City, in writing, a list of the names of the person(s) proposed by resolution duly adopted by the Board of Directors of the Corporation as nominees for such Authority Director or At Large Director ; provided, that the Board of Directors shall in such resolution propose the names of not less than three (3) persons for each director position; and provided further, that no name shall be so proposed by the Board of Directors if: (i) the election of such person by the City would contravene any provision of this Certificate of Incorporation or of law applicable to the Corporation, or (ii) such person is otherwise not qualified hereunder or under applicable provisions of law to occupy the place or seat in question. The City shall appoint a person to occupy the place or seat in question only from the list of persons whose names were so submitted to it by the Board of Directors of the Corporation.
- f. In accordance with applicable provisions of the aforesaid Code, (a) any director whose term of office shall have expired prior to the election of a successor thereto shall continue to hold office until his successor shall be so elected, and (b) any director elected to fill a vacancy on the Board of Directors of the Corporation (resulting from the death or resignation of director or cause other than the expiration of the stated term of a director) shall be elected to serve for the unexpired term applicable to such vacancy.

5. All other sections of the Certificate of Incorporation shall remain valid and in force as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their signatures, in their respective official capacities hereunder noted, this 16th day of November, 2010



Chairman



Secretary

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Huntsville, AL 35804

STATE OF ALABAMA

COLBERT COUNTY

RESOLUTION NUMBER 2472 - 10

**A RESOLUTION APPROVING AN APPLICATION SEEKING
PERMISSION TO AMEND THE CERTIFICATE OF INCORPORATION OF
THE HEALTH CARE AUTHORITY OF NORTH ALABAMA d/b/a
HEALTHGROUP OF ALABAMA**

**WHEREAS, THE CITY COUNCIL OF THE CITY OF MUSCLE SHOALS,
ALABAMA (herein call the "City Council") FINDS AS FOLLOWS:**

Section 1. Findings. The Chairman and Secretary of THE HEALTH CARE AUTHORITY OF NORTH ALABAMA , d/b/a HEALTHGROUP OF ALABAMA (herein called "the Authority") have filed with the Council an Application to Amend the Certificate of Incorporation of Authority under Section 22-21-315 of the *Code of Alabama*, 1975, as amended, a copy of which has been made a part of the minutes of this meeting of the City Council.

Section 2. Form of First Amendment to Certificate of Incorporation. The proposed First Amendment to Certificate of Incorporation is attached hereto as Exhibit "A."

Section 3. The Chairman and Secretary of the Authority have requested that a proper resolution be adopted by the City Council to approve and adopt the First Amendment to Certificate of Incorporation and authorize the Chairman and Secretary to proceed to sign and file the First Amendment to Certificate of Incorporation for the Authority.

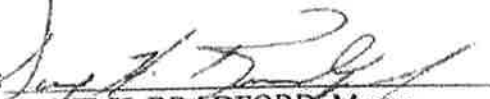
NOW THEREFORE, BE IT RESOLVED by the City Council that said Application, which the City Council has reviewed, is regular in all respects and complies with all requirements of the laws of Alabama.

BE IT FURTHER RESOLVED, that permission is hereby granted to the Chairman and Secretary and they shall be and hereby are authorized to proceed to sign and acknowledge and cause to be filed for record the First Amendment to Certificate of Incorporation attached hereto as Exhibit "A."

The form of First Amendment to Certificate of Incorporation attached to the aforesaid Application and set forth above is hereby approved by the City Council.

ADOPTED this 20th day of December, 2010.

THE CITY COUNCIL OF
MUSCLE SHOALS, ALABAMA

By: 
DAVID H. BRADFORD, Mayor

Authenticated:


RICHARD L. WILLIAMS, City Clerk

APPROVED this 20th day of December, 2010.


Mayor

I, Richard L. Williams, as City Clerk of the City of Muscle Shoals, Alabama, hereby certify that this and the one (1) preceding pages constitute a true, correct and complete copy of Resolution No. 2472-10 duly adopted by the City Council of said City at a meeting thereof held on December 20th, 2010, as the same appears in the records of said City, and that said resolution has not been amended, altered or repealed and is still in full force and effect.

WITNESS my signature, as said City Clerk, under the seal of said City, this 21st day of December, 2010.

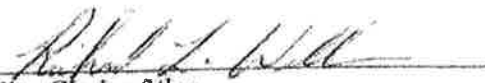

City Clerk of the
City of Muscle Shoals, Alabama

EXHIBIT "A"
FIRST AMENDMENT TO CERTIFICATE OF INCORPORATION OF
THE HEALTH CARE AUTHORITY OF NORTH ALABAMA