

**SECOND 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 Chair and Secretary of The Health Care Authority of North Alabama d/b/a HealthGroup of Alabama and its members, 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; HH Health System – Morgan, LLC, a wholly-owned subsidiary of The Health Care Authority of the City of Huntsville d/b/a Decatur Morgan Hospital; HH Health System – Athens Limestone, LLC, a wholly-owned subsidiary of The Health Care Authority of the City of Huntsville d/b/a Athens-Limestone Hospital; The Marshall County Health Care Authority d/b/a Marshall Medical Center North and Marshall Medical Center South; and Colbert County – Northwest Alabama Health Care Authority d/b/a Helen Keller Hospital and Red Bay Hospital** (herein collectively referred to as the “Authority Hospitals”), 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 Second Amendment to Certificate of Incorporation under the provisions of said Code as follows:

1. The name of the corporation is THE HEALTH CARE AUTHORITY OF NORTH ALABAMA d/b/a HEALTHGROUP OF ALABAMA.
2. The Health Care Authority of Morgan County – City of Decatur d/b/a Decatur General Hospital shall be removed as a Member, and HH Health System – Morgan, LLC, a wholly-

owned subsidiary of The Health Care Authority of the City of Huntsville d/b/a Decatur Morgan Hospital shall be substituted as a Member as of September 1, 2012.

3. The Healthcare Authority of Athens - Limestone County d/b/a Athens-Limestone Hospital shall be removed as a Member, and HH Health System – Athens Limestone, LLC, a wholly-owned subsidiary of The Health Care Authority of the City of Huntsville d/b/a Athens-Limestone Hospital shall be substituted as a Member as of December 1, 2015.

4. The Health Care Authority of North Alabama hereby amends the appointment process for the Board of Directors to change the governing body of the authorizing subdivision from the City Council of Muscle Shoals to the City Council of Madison 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. Upon the expiration of the current terms, 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 City Council of Madison from three (3) names presented to the City Council of Madison 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 City Council of Madison.

- d. The term of office of each Authority Director and At-Large Director shall be two (2) years, ending June 30, 2019.
- 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 Council of Madison, 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 Council of Madison 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 Council of Madison 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. Resolutions approving this Second Amendment from the City Council of Muscle Shoals and the City Council of Madison are attached hereto.

6. 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 ____ day of _____, 2017.



Steve Smith, Chair



Nat Richardson, Secretary

RESOLUTION NUMBER 2880 - 17

**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 called the "City Council") FINDS AS FOLLOWS:**

Section 1. Findings. **THE HEALTH CARE AUTHORITY OF NORTH ALABAMA, d/b/a HEALTHGROUP OF ALABAMA** (herein called "the Authority") has filed with the City 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 Second Amendment to Certificate of Incorporation. The proposed Second Amendment to Certificate of Incorporation is attached hereto as Exhibit "A."

Section 3. Resolution of Madison City Council. The intent of the Second Amendment is to change the authorizing political subdivision from the City Council to the City Council of the City of Madison, Alabama. A resolution from the City Council of Madison, Alabama is attached as Exhibit "B."

Section 4. Authority to File Second Amendment. The Authority has filed an application requesting that a proper resolution be adopted by the City Council to approve and adopt the Second Amendment to Certificate of Incorporation and authorize the Authority to proceed to sign and file the Second Amendment to Certificate of Incorporation for the Authority.

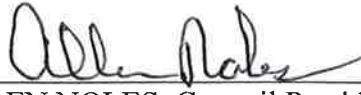
NOW THEREFORE, BE IT RESOLVED by the City Council that said Application, which the City Council has reviewed, is regular in all respects and complies with all requirements of the laws of Alabama.

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

The form of Second 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 March, 2017.

THE CITY COUNCIL OF
MUSCLE SHOALS, ALABAMA

By: 
ALLEN NOLES, Council President

Authenticated:


RICHARD L. WILLIAMS, City Clerk

APPROVED this 20th day of March, 2017.


DAVID H. BRADFORD, 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 Number 2880 - 17 duly adopted by the City Council of said City at a meeting thereof held on March 20, 2017, 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, 21st day of March, 2017.


City Clerk of the
City of Muscle Shoals, Alabama

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

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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 Chair and Secretary of The Health Care Authority of North Alabama d/b/a HealthGroup of Alabama and its members, 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; HH Health System -Morgan, LLC, a wholly-owned subsidiary of The Health Care Authority of the City of Huntsville d/b/a Decatur Morgan Hospital; HH Health System – Athens Limestone, LLC, a wholly-owned subsidiary of The Health Care Authority of the City of Huntsville d/b/a Athens-Limestone Hospital; The Marshall County Health Care Authority d/b/a Marshall Medical Center North and Marshall Medical Center South; and Colbert County-Northwest Alabama Health Care Authority d/b/a Helen Keller Hospital and Red Bay Hospital (herein collectively referred to as the "Authority Hospitals"), 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 Second Amendment to Certificate of Incorporation under the provisions of said Code as follows:

1. The name of the corporation is THE HEALTH CARE AUTHORITY OF NORTH ALABAMA d/b/a HEALTHGROUP OF ALABAMA.

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shall be reappointed every six (6) years. The Corporation shall provide the names of the CEO Directors to the City Council of Madison.

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- 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 Council of Madison, 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 Council of Madison 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 Council of Madison 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. Resolutions approving this Second Amendment from the City Council of Muscle Shoals and the City Council of Madison are attached hereto.

6. 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 ____ day of _____, 2017.


Secretary

EXIDBIT "B"
RESOLUTION OF THE MADISON CITY COUNCIL

CERTIFICATION

I, Melanie A. Williard, City Clerk-Treasurer of the City of Madison, Alabama, do hereby certify, that the attached Resolution No. 2017-53-R, is a true and correct copy of said resolution as was adopted by the Madison City Council at a regular meeting held Monday, March 13, 2017, designated as Minutes No. 2017-05-RG.

IN WITNESS WHEREOF, I have hereon subscribed my name and affixed the Corporate Seal of the City of Madison, Alabama, on this the 15th day of March, 2017.



Melanie A. Williard
City Clerk-Treasurer
THE CITY OF MADISON, ALABAMA

RESOLUTION NO. 2017-53-R

**A RESOLUTION AUTHORIZING THE INTERGOVERNMENTAL TRANSFER OF
THE HEALTH CARE AUTHORITY OF NORTH ALABAMA, D/B/A
HEALTHGROUP OF ALABAMA**

WHEREAS, the Health Care Authority of North Alabama, d/b/a HealthGroup of Alabama (herein called "the Authority"), was incorporated in Colbert County, Alabama on November 14, 2003 pursuant to Article 11, Chapter 21, of Title 22 of The Code of Alabama, 1975, as amended (the "Act"), and authorized the political subdivision as the City Council of Muscle Shoals; and

WHEREAS, the Authority has requested to amend its Certificate of Incorporation to conduct an intergovernmental transfer from the City of Muscle Shoals, Alabama, to the City of Madison, Alabama, ("Madison") in order for Madison to become the new political subdivision for the Authority; and

WHEREAS, the political subdivision of the Authority holds the appointing authority for the Authority's Board of Directors, pursuant to §§22-21-316, 22-21-352 of the Act; and

WHEREAS, the Certificate of Incorporation, the First Amendment, and the Second Amendment to the Certificate of Incorporation are attached hereto; and

WHEREAS, the Authority has requested that a proper resolution be adopted by the City Council of Madison authorizing the Second Amendment to the Certificate of Incorporation to accept, permit, and allow the intergovernmental transfer from the City Council of Muscle Shoals, Alabama, to the City Council of Madison, so that Madison may both become the political subdivision for the Authority and assume the appointing authority for the Board of Directors of the Authority, and to authorize the Authority and the City of Muscle Shoals, Alabama to proceed to file for record the Second Amendment to the Certificate of Incorporation.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Madison, Alabama, that the City of Madison consents to the intergovernmental transfer in order to become the Authority's political subdivision, as well as to assume the appointing authority for the Board of Directors for The Health Care Authority of North Alabama, d/b/a HealthGroup of Alabama; and

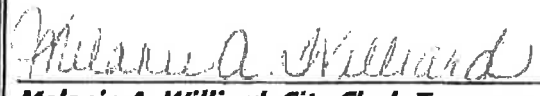
BE IT FURTHER RESOLVED THAT the Second Amendment to the Certificate of Incorporation attached hereto is hereby approved; that permission is hereby granted to the Authority and the City of Muscle Shoals to file for record the Second Amendment to the Certificate of Incorporation in the manner provided by the laws of Alabama; and that this Resolution be directed and filed with the City of Muscle Shoals, Alabama.

READ, PASSED, AND ADOPTED at a regularly scheduled meeting of the City Council of the City of Madison, Alabama, on this 13th day of March, 2017.



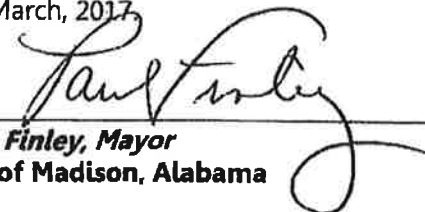
Tommy Overcash, City Council President
City of Madison, Alabama

ATTEST:



Melanie A. Williard, City Clerk-Treasurer
City of Madison, Alabama

APPROVED this 14th day of March, 2017.



Paul Finley, Mayor
City of Madison, Alabama

CERTIFICATION

I, Melanie A. Williard, City Clerk-Treasurer of the City of Madison, Alabama, do hereby certify, that the attached Resolution No. 2017-53-R, is a true and correct copy of said resolution as was adopted by the Madison City Council at a regular meeting held Monday, March 13, 2017, designated as Minutes No. 2017-05-RG.

IN WITNESS WHEREOF, I have hereon subscribed my name and affixed the Corporate Seal of the City of Madison, Alabama, on this the 15th day of March, 2017.



Melanie A. Williard
City Clerk-Treasurer
THE CITY OF MADISON, ALABAMA

RESOLUTION NO. 2017-53-R

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HEALTHGROUP OF ALABAMA**

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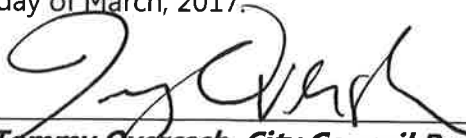
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NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Madison, Alabama, that the City of Madison consents to the intergovernmental transfer in order to become the Authority's political subdivision, as well as to assume the appointing authority for the Board of Directors for The Health Care Authority of North Alabama, d/b/a HealthGroup of Alabama; and

BE IT FURTHER RESOLVED THAT the Second Amendment to the Certificate of Incorporation attached hereto is hereby approved; that permission is hereby granted to the Authority and the City of Muscle Shoals to file for record the Second Amendment to the Certificate of Incorporation in the manner provided by the laws of Alabama; and that this Resolution be directed and filed with the City of Muscle Shoals, Alabama.

READ, PASSED, AND ADOPTED at a regularly scheduled meeting of the City Council of the City of Madison, Alabama, on this 13th day of March, 2017.



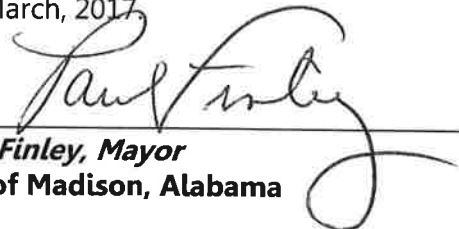
Tommy Overcash, City Council President
City of Madison, Alabama

ATTEST:



Melanie A. Williard, City Clerk-Treasurer
City of Madison, Alabama

APPROVED this 14th day of March, 2017.



Paul Finley, Mayor
City of Madison, Alabama