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LIVING WELL FOUNDATION

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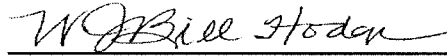
Type of Document : Reinstate Charter

Book : 164 Page : 198

Recording Pages : 24

Recorded Information

I hereby certify that the attached document was filed for registry and recorded in the Clerk of Court's office for Ouachita Parish, Louisiana


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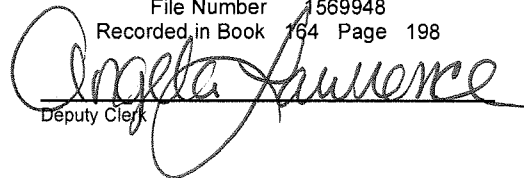
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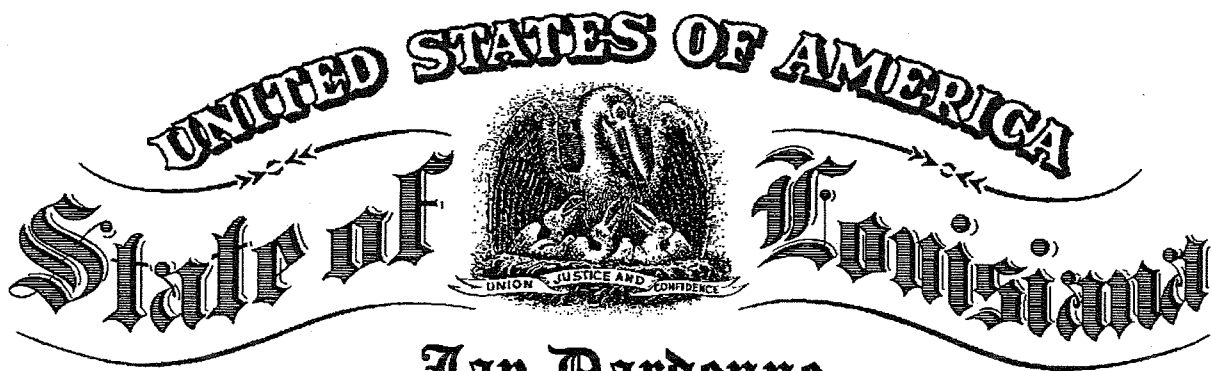
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CLERK OF COURT
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Parish of Ouachita
I certify that this is a true copy of the attached
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File Number 1569948
Recorded in Book 164 Page 198




Deputy Clerk

Return To :
DOUG CALDWELL



Jay Dardenne
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

a copy of Restated Articles of Incorporation of

WARD FIVE HEALTHCARE FOUNDATION

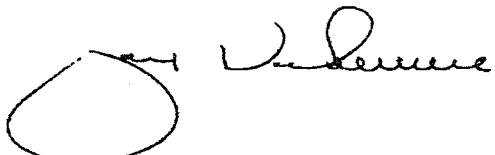
Domiciled at WEST MONROE, LOUISIANA, changing the corporate name to

LIVING WELL FOUNDATION

Was filed and recorded in this Office on October 07, 2010.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

October 11, 2010

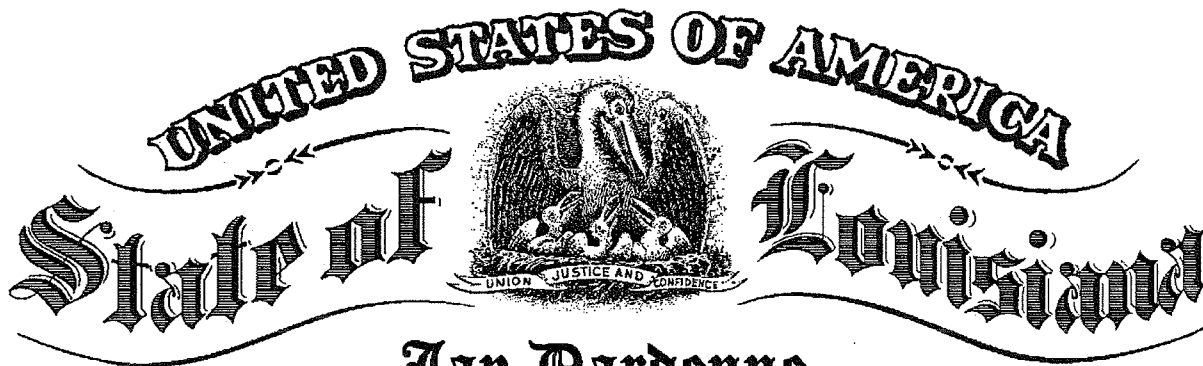

Secretary of State



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BB 36251118N



Jay Dardenne
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

the attached document(s) of

LIVING WELL FOUNDATION

are true and correct and are filed in the Louisiana Secretary of State's Office.
40316580 Restated Amendment 10/07/2010 21 pages

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

October 11, 2010

Secretary of State

BB 36251118N



Certificate ID: 10107791#DSL73

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SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WARD FIVE HEALTHCARE FOUNDATION
(hereafter to be known as LIVING WELL FOUNDATION)

These Second Amended and Restated Articles of Incorporation of Living Well Foundation (formerly Ward Five Healthcare Foundation), a Louisiana nonprofit corporation (the "Foundation"), are made by authority of the Foundation's sole member and its Board of Directors as hereafter provided and are executed in the Foundation's name by its Board Chair who certifies as follows:

1. In accordance with Section 237.A of the Louisiana Nonprofit Corporation Law and Article XI of the first Amended and Restated Articles of Incorporation of the Foundation, (a) the Board of Directors of the Foundation, by the vote of three-fourths of the directors then in office, at a special meeting duly held on September 16, 2010, the notice of which set forth the amendments made herein and was transmitted to the directors by first-class mail deposited not less than 30 days prior to the meeting (or notice was waived in a writing that set forth the amendments made herein), approved the amendments made herein, and (b) the Board of Commissioners of Hospital Service District No. 1 of the Parish of Ouachita (the "District"), which is the sole member of the Foundation, at a regular meeting duly held on September 27, 2010, the notice of which set forth the amendments made herein, and which meeting was held as provided by law for meetings of the Board of Commissioners, cast the sole vote for and approved the amendments made herein.

2. These Second Amended and Restated Articles of Incorporation of the Foundation accurately copy the original Articles of Incorporation of the Foundation and all amendments

thereto in effect at the date of this restatement, without substantive change except as made by the new amendments contained in this restatement, which new amendments are as follows:

(a) The name of the Foundation has been changed to Living Well Foundation from Ward Five Healthcare Foundation in Article I and other applicable locations.

(b) Various provisions have been deleted that were no longer applicable more than 30 days after the sale of the hospital owned by Hospital Service District No. 1 of the Parish of Ouachita and operated by Glenwood Regional Medical Corporation (GRMC) to IASIS Glenwood Regional Medical Center, LP, which sale occurred on January 29, 2007. These provisions consisted of the first paragraph of Article VI; a reference to the "Transition Date" in Article VI(1); references to the initial nine directors in Article VI(2)(a), (3), and (4); references to GRMC and its wholly owned subsidiary Glenwood Health Services, Inc. in Article VI(2)(d) and Article VII(3); the entirety of Article VI(4)(c); and the entirety of the old, original Article VI (which had appeared immediately following Article VI).

(c) Article VI(2)(e) has been amended to provide that the initial terms of the initial District directors and initial Police Jury directors that expired on or before December 31, 2008 do not count as a term for purposes of the limitation to two consecutive terms of service.

(d) Article VI(4)(a) has been clarified to provide that the nominee recommendation committee shall recommend one candidate for each District directorship that is or becomes vacant during that year or that expires at the end of that year or has expired. Likewise, Article VI(4)(a) has been clarified to provide that the Police Jury has the right to elect one Police Jury director for each Police Jury directorship that is or has become vacant or that expires at the end of the year or has expired.

(e) Article VI(5) has been clarified to provide that each new director term shall begin on the January 1 immediately following the expiration on December 31 of the preceding term (or if no director is elected or qualified for the new term before January 1, shall begin on such later date that the director is elected and has qualified), and shall expire on the 3rd anniversary (on December 31) of the expiration of the preceding term. It has also been clarified that directors hold office until their term expires and until their successors are elected and have qualified.

(f) Article VII(2) has been amended to provide that no Board Officer shall serve more than three (3) consecutive terms in the same Board Officer position, and any person who ceases to serve in the same Board Officer position after completing three (3) consecutive terms may not serve again in such Board Officer position until at least one (1) full year after such cessation. It has also been amended to provide that service for the balance of the unexpired term of another Board Officer does not count as a term for purposes of the foregoing sentence nor does service as a Board Officer for a term that expired on or prior to December 31, 2008.

(g) Article VII(5) has been clarified to provide that each new officer term shall begin on January 1 (or, if no officer is elected and qualified for the new term before January 1, shall begin on such later date that the officer is elected and has qualified) and shall expire on December 31 of the same year. It was also clarified that officers hold office until their term expires and until their successors are elected and have qualified.

(h) Article IX has been updated to reflect the current registered office of the Foundation, and that the information provided is as of the date of these Articles. It has also been

modified to include only the names of the incorporators, and their mailing addresses have been deleted.

(i) Article XII has been modified to provide that Bylaws of the Foundation may be adopted, amended or repealed only upon the approval of the Board of Directors by the affirmative vote of at least three-fourths of the directors then in office, and the approval of the Board of Commissioners of the District.

3. Each amendment has been effected in conformity with law.

4. The date of incorporation of the Foundation is August 17, 2006, the effective date of the first Amended and Restated Articles of Incorporation was January 29, 2007, and the date of this restatement is October 1, 2010.

5. The Second Amended and Restated Articles of Incorporation of the Foundation (hereafter generally simply referred to as the Articles of Incorporation or the Articles) are as follows:

ARTICLE I
NAME

The name of the Foundation is **Living Well Foundation**. Before the filing of these Second Amended and Restated Articles, the name of the Foundation was Ward Five Healthcare Foundation.

ARTICLE II
DURATION

The Foundation shall have perpetual existence.

ARTICLE III
PURPOSES AND POWERS

(1) **Purposes.** The Foundation is incorporated and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").

Moreover, the Foundation is organized, and at all times will be operated exclusively for the benefit of, to perform the functions of, and/or to carry out the purposes of the Hospital Service District No. 1 of the Parish of Ouachita, State of Louisiana (the "District"), all within the meaning of Section 509(a)(3) of the Code.

Furthermore, the Foundation shall have the same purposes as the District, to wit:

- (a) to own and operate hospitals for the care of persons suffering from illnesses or disabilities which require that patients receive hospital care;
- (b) to administer other activities related to rendering care to the sick and injured or in the promotion of health which may be justified by the facilities, personnel, funds and other requirements available;
- (c) to promote and conduct scientific research and training related to the care of the sick and injured insofar as such research and training can be conducted in connection with the hospital;
- (d) to participate so far as circumstances may warrant in any activity designed

and conducted to promote the general health of the community; and

(e) to cooperate with other public and private institutions and agencies engaged in providing hospital and other health services to residents of the District.

The Foundation's purposes include lawful health care purposes that could be undertaken on behalf of the District to accomplish lawful District purposes. In addition, the Foundation is and will endeavor at all times to operate substantially as a program of social welfare for the aid and support of the needy within the meaning of Article 7, Section 14(B)(1) of the Louisiana Constitution.

The Foundation's foregoing purposes include, but are not limited to:

(a) identifying, selecting, and conducting, as appropriate, programs that will improve health or wellness of residents of the District and the community;

(b) identifying, selecting, and providing grants to nonprofit charitable organizations that provide health or wellness related services in the District and the community;

(c) actively promoting, supporting, and conducting educational programs that enable residents of the District and the community to improve their health and wellness; and

(d) engaging in fund-raising activities for the support of the Foundation and that assist in achieving its purpose of improving the health and wellness of the residents of the District and the community.

(2) **Powers.** In furtherance of its purposes set forth in Article III, Section 1 (Purposes), the Foundation shall have all of the powers of a nonprofit corporation organized under the laws of the State of Louisiana, so long as they are consistent with these Articles of Incorporation, the Foundation's Bylaws, and the requirements of Section 501(c)(3) of the Code,

including but not limited to (a) the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations, and individuals, to the same extent that a Louisiana hospital service district has such power, and (b) the power to enter into and join as a Seller in the Asset Purchase Agreement dated as of July 20, 2006 among the District, Glenwood Regional Medical Center, a Louisiana nonprofit corporation ("GRMC"), and IASIS Glenwood Regional Medical Center, L.P., a Delaware limited partnership ("IASIS") in connection with the receipt by the Foundation of a transfer of substantial public funds resulting from the sale of the hospital owned by the District and operated by GRMC pursuant to the Asset Purchase Agreement.

(3) **Prohibited Activities.** The Foundation shall not engage in any of the following activities:

(a) issuance of any bonds or other evidences of indebtedness within the meaning of La. R.S. 12:202.1.A.; or

(b) any transaction that the District is prohibited from engaging in under Louisiana law, including but not limited to any transaction prohibited of a political subdivision by Article 7, Section 14 of the Louisiana Constitution and any investment prohibited of a political subdivision by La. R.S. 33:2955.

(4) **Enforcement.** The District and the Attorney General of the State of Louisiana shall each have the right to enforce each provision of these Articles of Incorporation.

ARTICLE IV
TAX EXEMPTION

(1) **No Profit Intent.** The Foundation is a nonprofit corporation and does not contemplate pecuniary gain or profit, incidental or otherwise.

(2) **No Private Inurement.** No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

(3) **Limited Political Activities.** No substantial part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Foundation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(4) **General.** Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) of the Code because it has been determined to qualify as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(a) of the Code as having been made to an organization referred to in Section 170(c)(2) of the Code.

(5) **Private Foundation Restrictions.** Notwithstanding any other provisions in these Articles of Incorporation, at all times, if any, when the Foundation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional

restrictions:

(a) The Foundation shall distribute its income for each tax year at such times and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V
MEMBERS

(1) **No Stock.** The Foundation is organized on a non-stock basis.

(2) **One Member.** There is one class of membership. The Foundation shall have one member, which shall be the District. The District is hereby admitted as the sole member.

(3) **Qualifications of Membership.** The only qualification for membership is to be the District.

(4) **Voting.** The member shall have one vote on all matters that come for a vote before the membership.

ARTICLE VI
DIRECTORS

(1) **General.** Subject to any limitations, restrictions, or reservations in these Articles of Incorporation, the Bylaws of the Foundation (the "Bylaws"), or the Louisiana Nonprofit Corporation Law, the affairs of the Foundation shall be managed by a Board of Directors consisting of not less than nine (9) and not more than seventeen (17) natural persons, the specific number of which shall be as set forth in the Bylaws as amended from time to time. Notwithstanding any other provisions of these Articles of Incorporation, the Board of Commissioners of the District shall be entitled to elect two-thirds of the directors of the Foundation in the manner set forth in Article VI(4)(a) below (the "District directors"), and the Police Jury of Ouachita Parish (the "Police Jury") shall be entitled to elect one-third of the directors of the Foundation in the manner set forth in Article VI(4)(b) below (the "Police Jury directors").

(2) **Qualifications of Directors.**

(a) **Recommendation and Nomination Qualifications.** Each of the District directors must be recommended and nominated in the manner set forth in Article VI(4)(a) below. Three of the Police Jury directors must be nominated by particular Police Jurors in the manner set forth in Article VI(4)(b) below (the "special Police Jury directors"). Any other Police Jury directors (equal in number to one-third of the entire Board of Directors less the three special Police Jury directors) need not be nominated by any particular Police Juror ("at-large Police Jury directors").

(b) Residency Qualifications. Each District director must be a resident of the portion of Ouachita Parish that is west of the Ouachita River, and at least a majority of the District directors must be residents of the District. At least two of the three special Police Jury directors must reside in the portion of Ouachita Parish that is west of the Ouachita River. The third special Police Jury director and any at-large Police Jury directors need not reside in the portion of Ouachita Parish that is west of the Ouachita River, but must reside in Ouachita Parish.

(c) Ethnicity Qualifications. At least one of the District directors and at least one of the special Police Jury directors must be of ethnic minority.

(d) Relationship Qualifications. No director may be an employee of the Foundation. No director may be a Commissioner, officer, or employee of the District. No director may be a director, officer, or employee of any entity that owns or operates a hospital in Ouachita Parish or that controls, is controlled by, or under common control with such an entity, except that a director may be a director or officer of the Foundation. No director may be a Police Juror or an officer or employee of the Parish of Ouachita. No director may be a spouse, parent, child, or sibling of any Commissioner of the District or of any Police Juror.

(e) Term Limit Qualifications. No director shall serve more than two consecutive terms on the Board of Directors of the Foundation, and any person who ceases to serve as a director after completing two consecutive terms may not serve again as a director until at least one full year after such cessation. The initial terms of the initial District directors and initial Police Jury directors that expired on or before December 31, 2008 do not count as terms for purposes of the foregoing sentence, nor does service for the balance of the unexpired term of another director.

(3) [Reserved]

(4) Method of Electing Directors. All directors shall be elected in the following manner:

(a) District Directors. Each year, the Board of Directors shall designate a nominee recommendation committee consisting of at least three directors. The committee shall recommend one candidate for each District directorship that is or becomes vacant during that year or that expires at the end of that year or has expired. In selecting candidates, the committee shall use best efforts to recommend candidates who will help the Board of Directors to be broadly based in the community and representative of the affected community. Any candidate who is recommended by the committee, nominated by a majority of the directors then in office at a duly held meeting of the Board of Directors, and then elected by the Board of Commissioners of the District at a duly held meeting of the Board of Commissioners shall be elected a District director of the Foundation (so long as the District directors collectively constitute no more than two-thirds of the entire Board of Directors). If a recommended candidate is not nominated by the Board of Directors or not elected by the Board of Commissioners, or if the candidate fails to qualify within thirty days of being elected, the committee shall recommend another candidate for that District directorship and the process shall be repeated with respect to that District directorship until a candidate is elected and has qualified.

(b) Police Jury Directors. The Police Jury shall have the right to elect one Police Jury director for each Police Jury directorship that is or becomes vacant or that expires at the end of the year or has expired. One of the special Police Jury directors must first be nominated by the Police Juror who represents District A, one of the special Police Jury directors

must first be nominated by the Police Juror who represents District B, and one of the special Police Jury directors must first be nominated by the Police Juror who represents District C. (If the Police Jury Districts are changed in any way, all references to Districts A, B, and C shall be deemed instead to refer to the three Police Jury Districts that then have the largest number of residents that live west of the Ouachita River.) Any at-large Police Jury directors need not be nominated by any particular Police Juror. Any candidate who is elected by the Police Jury at a duly held meeting of the Police Jury, after nomination by the appropriate Police Juror in the case of a special Police Jury director, shall be elected a Police Jury director of the Foundation (so long as the Police Jury directors collectively constitute no more than one-third of the entire Board of Directors). If a nominated candidate is not elected by the Police Jury, or if a candidate fails to qualify within thirty days of being elected, the appropriate Police Juror, if any, shall nominate another candidate for that Police Jury directorship and the process shall be repeated with respect to that Police Jury directorship until a candidate is elected and has qualified.

(5) **Terms of Office.** Each new term shall begin on the January 1 immediately following the expiration on December 31 of the preceding term (or, if no director is elected and qualified for the new term before January 1, shall begin on such later date that the director is elected and has qualified) and shall expire on the third anniversary (on December 31) of the expiration of the preceding term. Directors shall hold office until their term expires and until their successors are elected and have qualified. The terms of the directors shall be staggered, such that the terms of approximately one-third of the directors shall expire at the end of each year. However, in the case of a vacancy arising other than as a result of the expiration of a term or an increase in the number of directors, the director elected to fill the vacancy shall be elected

for the balance of the unexpired term and until his or her successor is elected and has qualified.

(6) **Method of Removing Directors.** Any director may be removed at any time either (a) by a majority of the directors then in office, at a duly held meeting of the Board of Directors, or (b) by the Board of Commissioners of the District, at a duly held meeting of the Board of Commissioners, but in each case only for cause and only after following the procedures specified in this Section. For purposes of this Section, "cause" shall exist if (i) the director has ceased to meet the qualifications of a director; (ii) the director has failed to properly comply with the Foundation's conflict of interest policy, (iii) the director has failed to attend more than one-third of the meetings of the Board of Directors, or more than one-third of the meetings of any Board committee to which the member was assigned, in a single calendar year, (iv) the director has engaged in fraudulent or dishonest acts, or gross abuse of authority, with respect to the Foundation, or (v) the director has been convicted of or pled guilty or nolo contendere to a felony. The director must be given notice at least twenty (20) days in advance of the meeting that his or her removal will be considered at the meeting and the reasons why it is believed there may be cause for removal; any written statement the director provides to the Foundation or the District, as the case may be, at least ten (10) days in advance of the meeting must be distributed to the directors or Commissioners, as the case may be, at least three (3) days in advance of the meeting; and the director must be allowed to attend the meeting with his or her legal counsel.

ARTICLE VII
OFFICERS

(1) **General.** The officers of the Foundation shall consist of a Board Chair, the Vice Chair for Finance/Investment, the Vice Chair for Programs/Grant Review, the Vice Chair for Planning/Operations, the President/Chief Executive Officer, the Treasurer/Chief Financial Officer, the Secretary, and any other officers that the Board of Directors may appoint from time to time.

(2) **Qualifications of Board Officers.** The Board Chair and the Vice Chairs (collectively, the "Board Officers") each must be a director, must meet all of the qualifications of a director, and must reside in the District. Each Board Officer must be recommended and nominated in the manner set forth in Article VII(4) below. No Board Officer shall serve more than three (3) consecutive terms in the same Board Officer position, and any person who ceases to serve in the same Board Officer position after completing three (3) consecutive terms may not serve again in such Board Officer position until at least one (1) full year after such cessation. Service for the balance of the unexpired term of another Board Officer does not count as a term for purposes of the foregoing sentence nor does service as a Board Officer for a term that expired on or prior to December 31, 2008.

(3) **Qualifications of Corporate Officers.** The President/Chief Executive Officer, the Treasurer/Chief Financial Officer, the Secretary, and any other officers that the Board of Directors may appoint from time to time (collectively, the "Corporate Officers") each must be an employee and must not be a director. Each Corporate Officer must be recommended and nominated in the manner set forth in Article VII(4) below. No Corporate Officer may be a

Commissioner, officer, or employee of the District. No Corporate Officer may be a director, officer, or employee of any entity that owns or operates a hospital in Ouachita Parish or that controls, is controlled by, or under common control with such an entity, except that a Corporate Officer may be an officer or employee of the Foundation. No Corporate Officer may be a Police Juror or an officer or employee of the Parish of Ouachita.

(4) Method of Electing Officers. All officers shall be elected in the following manner. Each year, the Board of Directors shall designate a nominee recommendation committee consisting of at least three directors. The committee shall recommend one candidate for each office that is vacant during that year or that expires at the end of that year. Any candidate who is recommended by the committee, approved by a majority of the directors of the Foundation then in office at a duly held meeting of the Board of Directors, and then is elected by the Board of Commissioners of the District at a duly held meeting of the Board of Commissioners shall be elected such officer of the Foundation. If a recommended candidate is not nominated by the Board of Directors or not elected by the Board of Commissioners, or if the candidate fails to qualify within thirty days of being elected, the committee shall recommend another candidate for that office and the process shall be repeated with respect to that office until a candidate is elected and has qualified.

(5) Term of Office. Each new term shall begin on January 1 (or, if no officer is elected and qualified for the new term before January 1, shall begin on such later date that the officer is elected and has qualified) and shall expire on December 31 of the same year. All officers shall hold office until their term expires and until their successors are elected and have qualified.

(6) **Method of Removing Officers.** Any officer may be removed by the Board of Directors with or without cause at any time.

ARTICLE VIII
LIMITED LIABILITY

No member, director, or officer of the Foundation shall be held financially liable or responsible for any obligation of the Foundation, nor shall any mere informality in organization render these Articles of Incorporation null or expose the member, directors, or officers to any liability. The Foundation may not levy dues or assessments upon the member, which shall be exempt from and have no liability for any dues or assessments. No director or officer shall be personally liable to the Foundation or its member for monetary damages for breach of fiduciary duty as a director or officer, provided that this Section does not eliminate or limit the liability of a director or officer (1) for any breach of the director's or officer's duty of loyalty to the Foundation or its member, (2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (3) for liability under Sections 92(D) or 226(D) of Title 12 of the Louisiana Revised Statutes, or (4) for any transaction from which the director or officer derived an improper personal benefit.

ARTICLE IX
REGISTERED OFFICE, REGISTERED AGENT, AND INCORPORATORS

The location and address of the Foundation's registered office (as of the date of these Articles) is:

315 Stella Street
West Monroe, LA 71291

The full name and address of the Foundation's registered agent (as of the date of these Articles) are:

Douglas C. Caldwell
2001 North Seventh Street
West Monroe, LA 71291

The full names of the incorporators of the Foundation are:

Violet L. Liner
William B. Nelson, Jr.
Steven R. Hall
Timothy Michael Mulhearn, Sr.
Patrick L. Spencer

ARTICLE X
DISSOLUTION

The Foundation shall not be dissolved except upon (a) the affirmative vote of all of the directors then in office, at any duly held annual or special meeting of the Board of Directors, the notice of which set forth consideration of the proposed dissolution as a purpose of the meeting (and for which purpose the directors shall also constitute a class of members), and (b) the approval of the Board of Commissioners of the District, at any duly held meeting thereof, the notice of which set forth consideration of the proposed dissolution as a purpose of the meeting. Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities and obligations of the Foundation, pay over and transfer all of the assets of the Foundation to the District, as a unit of local government, exclusively for public purposes, and, more specifically, exclusively for the statutory purposes of the District. No portion of the assets shall inure to the benefit of any director or officer of the Foundation, any other private person, or any enterprise organized for profit.

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended only by (a) the approval of three-fourths of the directors then in office (or, in the case of an amendment to Article X, all of the directors then in office), at any duly held annual or special meeting of the Board of Directors, the notice of which set forth the proposed amendment, and (b) the approval of the Board of Commissioners of the District, at any duly held meeting thereof, the notice of which set forth the proposed amendment. For purposes of this Article XI, three-fourths of the directors then in office (or, in the case of an amendment to Article X, all of the directors then in office) shall constitute a quorum of the Board of Directors, a quorum must be present at the meeting at which the amendment to the articles is to be considered, and the notice of such meeting must have been transmitted to the directors by first-class mail deposited not less than thirty days prior to the meeting (provided, however, that notice of such meeting may be waived in writing by any director at any time, and the written waiver need not specify the purpose of or the business to be transacted at the meeting, but must set forth the amendment). For purposes of this Article XI, except for the extra notice requirement set forth above, the quorum and notice requirements for the meeting of the Board of Commissioners shall be as provided by law for meetings of the Board of Commissioners of the District.

ARTICLE XII
BYLAWS

Bylaws of the Foundation may be adopted, amended or repealed only upon the approval of the Board of Directors by the affirmative vote of at least three-fourths of the directors then in office, and the approval of the Board of Commissioners of the District.

ARTICLE XIII
SEVERABILITY

Each provision of these Articles of Incorporation shall be severable from all other provisions. If a provision of this instrument shall be determined to be invalid or ineffective for any reason, that determination shall not invalidate the remaining provisions, each of which shall continue in full force and effect.

IN WITNESS WHEREOF, pursuant to the direction of the Board of Directors of the Foundation, and with the approval of the Board of Commissioners of the District, which is the sole member of the Foundation, the Board Chair, who is an officer of the Foundation, has signed these Second Amended and Restated Articles of Incorporation in the name of the Foundation on this 28th day of September, 2010.

LIVING WELL FOUNDATION (formerly WARD FIVE HEALTH CARE FOUNDATION)

By: 
Dave Norris, Board Chair

ACKNOWLEDGMENT

STATE OF LOUISIANA

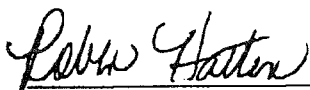
PARISH OF OUACHITA

On this 28th day of September, 2010, before me, the undersigned authority, a notary public duly commissioned and qualified within and for the Parish and State aforesaid, and in the presence of the undersigned competent witnesses, personally came and appeared:

Dave Norris

known to me to be the Board Chair of the Foundation and who executed the foregoing instrument, and who, being by me first duly sworn, stated that he has read the above and foregoing Second Amended and Restated Articles of Incorporation and acknowledged that he executed same as his free act and deed.

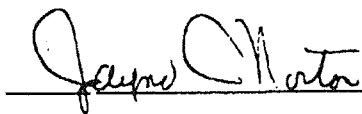
WITNESSES:



Print Name: ROBIN HATTEN



Dave Norris



Print Name: JANICE C. NORTON



DOUGLAS C. CALDWELL, Notary Public
LOUISIANA BAR ROLL NO. 03783