

Tom Schedler
SECRETARY OF STATE

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

a copy of an Amendment to the Articles of Incorporation of

LIVING WELL FOUNDATION

Domiciled at WEST MONROE, LOUISIANA,

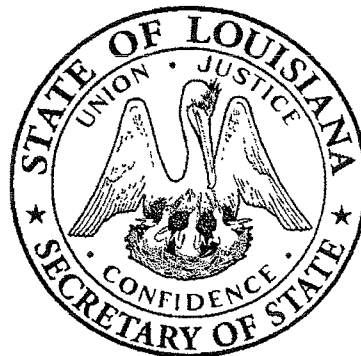
Was filed and recorded in this Office on January 12, 2011.

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,

January 18, 2011

Secretary of State

BB 36251118N



Certificate ID: 10132829#5PK73

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.
www.sos.louisiana.gov

Ouachita Parish Recording Page

W. J. Bill Hodge
Clerk of Court
PO Box 1862
Monroe, LA 71210-1862
(318) 327-1444

Received From :

BLACKWELL CHAMBLISS ET AL
2001 NORTH SEVENTH ST
ATTORNEY AT LAW
WEST MONROE, LA 71291

First VENDOR

LIVING WELL FOUNDATION

First VENDEE

THE PUBLIC

Index Type : Charters

File Number : 1575208

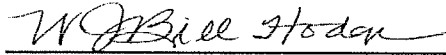
Type of Document : Articles Of Incorporation

Book : 164 **Page :** 466

Recording Pages : 6

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


Clerk of Court

On (Recorded Date) : 01/26/2011

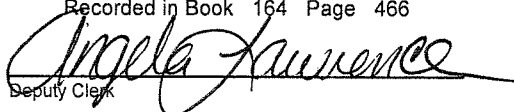
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CLERK OF COURT
W. J. BILL HODGE
Parish of Ouachita

I certify that this is a true copy of the attached document that was filed for registry and
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File Number 1575208
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UNITED STATES OF AMERICA
State of Louisiana

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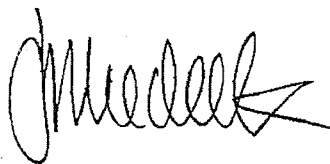
LIVING WELL FOUNDATION

Domiciled at WEST MONROE, LOUISIANA,

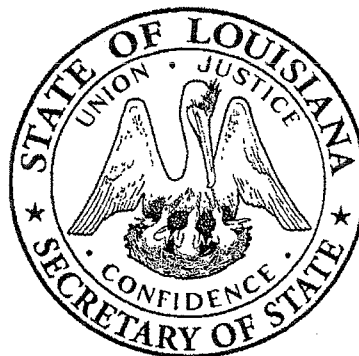
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January 18, 2011



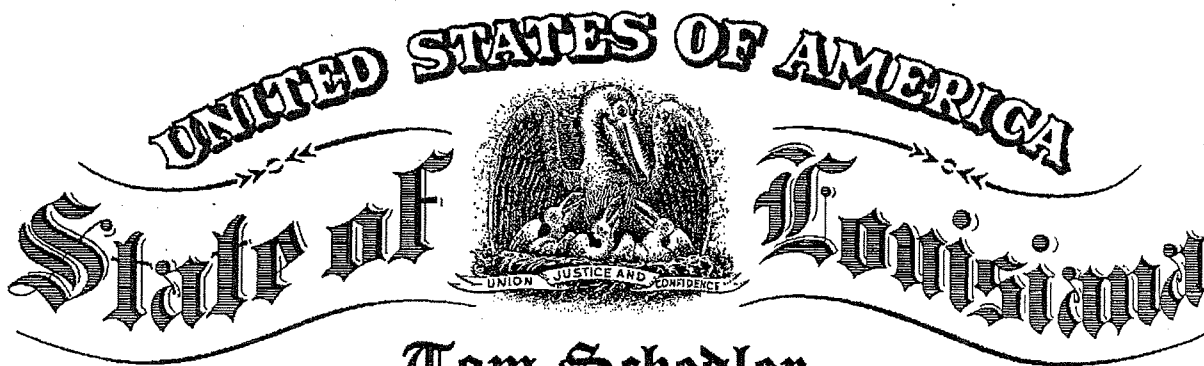
Secretary of State



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BB 36251118N



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the attached document(s) of

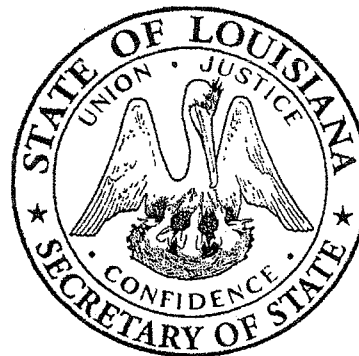
LIVING WELL FOUNDATION

are true and correct and are filed in the Louisiana Secretary of State's Office.
40402716 Amendments 01/12/2011 3 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,
January 18, 2011

Secretary of State

BB 36251118N



Certificate ID: 10132830#4PK73

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AMENDMENT TO SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIVING WELL FOUNDATION

This Amendment to the Second Amended and Restated Articles of Incorporation of Living Well Foundation (formerly Ward Five Healthcare Foundation), a Louisiana nonprofit corporation (the "Foundation"), is made by authority of the Foundation's sole member and its Board of Directors, as hereafter provided, and is 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 Second 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 (10 votes for, 0 votes against, 0 abstaining, 2 absent), at a special meeting duly held on December 7, 2010, the notice of which set forth the amendments made herein and which was transmitted to the directors by first-class mail deposited not less than 30 days prior to the meeting (or such notice being 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 December 16, 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. The following provisions of the Second Amended and Restated Articles of Incorporation of the Foundation are amended as provided, and no other provisions of those Second Amended and Restated Articles of Incorporation are modified or changed in any manner

3. The first sentence of Article VII(2) of the Second Amended and Restated Articles of Incorporation of the Foundation is hereby amended to read as follows:

"The Board Chair and the Vice Chairs (collectively, the "Board Officers") each must be a director, and each must meet all of the qualifications of a director."

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 this Amendment to the Second Amended and Restated Articles of Incorporation in the name of the Foundation on this 18th day of December, 2010.

LIVING WELL FOUNDATION

BY: 
Dave Norris, Board Chair

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF OUACHITA

On this 18th day of December, 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 Living Well Foundation and who executed the foregoing instrument, and who, being by me first duly sworn, stated that he has read the above and foregoing Amendment to the Second Amended and Restated Articles of Incorporation and acknowledged that he executed same as his free act and deed.

WITNESSES:

Brandy N. Cooper

Printed Name: Brandy N. Cooper

Dave Norris
Dave Norris

Rita Albritton

Printed Name: Rita Albritton

Douglas C. Caldwell
DOUGLAS C. CALDWELL, NOTARY PUBLIC
LOUISIANA BAR ROLL NO. 03783
My Commission is for life