SOSID: 0132946
Date Filed: 6/28/2019 11:44:00 AM
Elaine F. Marshall
North Carolina Secretary of State
C2019 141 01078

State of North Carolina
Department of the Secretary of State

ARTICLES OF RESTATEMENT
FOR NONPROFIT CORPORATION

Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation.

1. The name of the corporation is: WakeMed.
2. The text of the Restated Articles of Incorporation is attached.
3. (*Check a, b, c, and/or d, as applicable.*)
   a. ☐ These Restated Articles of Incorporation were adopted by the board of directors and do not contain an amendment.
   b. ☐ These Restated Articles of Incorporation were adopted by the board of directors and contain an amendment not requiring member approval. (*Set forth a brief explanation of why member approval was not required for such amendment.*)
   c. ☐ These Restated Articles of Incorporation contain an amendment requiring member approval, and member approval was obtained as required by Chapter 55A of the North Carolina General Statutes.
   d. ☑ These Restated Articles of Incorporation contain an amendment requiring approval by a person whose approval is required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.
4. These articles will be effective upon filing, unless a delayed date and/or time is specified:__________

This the 8th day of May, 2019.

WakeMed
Name of Corporation

Jaime H. Oxholm
Signature

Jaime Oxholm, Assistant General Counsel
Type or Print Name and Title

Notes:
1. Filing fee is $10, unless the Restated Articles of Incorporation include an amendment, in which case the filing fee is $25.
2. This document must be filed with the Secretary of State.

RESTATED ARTICLES OF INCORPORATION

OF

WAKEMED

WHEREAS, the articles of incorporation of WakeMed were originally filed on September 9, 1965 as thereafter amended from time to time, restated on March 6, 1997, and further amended in part on February 23, 1998; and

WHEREAS, the WakeMed Board of Directors and the Board of Commissioners for the County of Wake approved another amendment to the restated articles of incorporation; and

WHEREAS, the WakeMed Board of Directors has determined that it is in its best interest to restate its articles of incorporation;

NOW, THEREFORE, pursuant to Section 55A-10-06 of the General Statutes of North Carolina, the undersigned does hereby submit these Restated Articles of Incorporation and to that end does hereby set forth:

(1) The name of the corporation is WakeMed.

(2) Attached hereto as Exhibit A is the text of the restated Articles of Incorporation of the corporation.

(3) The restated Articles of Incorporation contain amendments to the Articles of Incorporation. The amendments were approved by the Board of Directors in accordance with §55A-10-02(b) on May 7, 2019. The corporation has no members. The Board of Commissioners for the County of Wake approved the amendments on March 18, 2019.

(4) These articles will be effective upon filing.

This the 8th day of May, 2019.

WAKEMED

By: Donald R. Gintzig

Donald R. Gintzig, President & CEO

EXHIBIT A

TEXT OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WAKEMED

ARTICLE I

The name of the corporation is WakeMed

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are:

(a) To lease, establish, maintain, own, and operate hospitals, including community general hospitals, clinics, nursing homes, and other health-related facilities and programs to provide for the care and treatment of persons suffering from illnesses, injuries, or disabilities which require health care.

(b) To supply modern equipment and facilities to aid in the diagnosis and treatment of disease, and to furnish to the staff of physicians and surgeons who practice in its hospitals an opportunity to offer to their patients, quickly and economically, the sum of their combined skill and experience.

(c) To furnish to the said staff of physicians and surgeons the use of such physical equipment for the practice of their profession as will enable them with minimum hardship to give their best efforts without compensation to those unable to pay for their services, as well as to facilitate them in their service to patients who are able to pay.

(d) To furnish the equipment and organization for the instruction and training of doctors, nurses, and technicians for alleviation of disease, and to grant diplomas or certificates in connection with such instruction or training.

(e) To carry on any educational activities related to the care of the sick and disabled and the promotion of health and preventive medicine, which, in the opinion of the Board of Directors, may be justified by the facilities, personnel, funds, or other resources that are, or can be made available.

(f) To aid as far as practicable in the instruction and promotion of research and scientific investigation in all branches of medicine and surgery.

(g) To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community.

(h) To appoint Medical Staff(s) composed of such physicians and surgeons as may be recommended by the Medical Staff(s), who, in the judgment of the Board of Directors, are properly qualified to conduct the professional work of the hospital, and including trained and experienced technicians, and to promulgate suitable rules governing the conduct of all physicians, surgeons, and technicians who are permitted to practice in said hospital.

(i) To use the revenues of the corporation and its net earnings, if any, for the purposes for which this corporation is organized.

(j) To accept, to acquire, and to solicit by gift, devise, bequest, or otherwise, donations, money and property of every kind, nature and description, from any person, firm or corporation, including any municipality, county, state or the United States of America, and to hold, to manage, to administer, to use and to invest such money and property and to apply the principal or interest as may be directed by the donor, or as the Board of Directors of the corporation may determine in the absence of such direction.

(k) To purchase, to lease, to rent and to direct ambulances and ambulance equipment and accessories and to employ and to train personnel in the operation and maintenance of the same.

(l) To operate, to contract for, to supervise, to direct, to negotiate and to control the operation or operations of an ambulance service.

(m) To make contracts and incur liabilities, borrow money, issue its notes, bonds, tax exempt bonds, commercial paper, medium term notes, capital and operating leases, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income as the Board of Directors shall direct.

(n) To buy, to sell, to mortgage, to encumber, to pledge, or otherwise own or dispose of all types of properties, including real and personal and to improve real property.

(o) To engage in any lawful act or activity, for which corporations may be organized under Chapter 55A of the North Carolina General Statutes as it currently exists or as it may hereafter be amended; provided however, that the corporation shall not knowingly engage in any activity which would result in the revocation of its exemption from taxation under §501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE IV

The corporation shall have no members.

ARTICLE V

The corporation shall not have or issue capital stock and shall be operated without profit to any Director, officer or any other individual, and no part of the net earnings shall inure, or may lawfully inure, to the benefit of any Director, officer or any other individual. No Director shall receive compensation for his or her service as a Director, but shall be entitled to reasonable reimbursement for expenses incurred in connection with the performance of his or her duties as a Director.

An affirmative vote of twelve of the fourteen members of the Board of Directors of the corporation in office shall be required in order to dissolve or liquidate the corporation. In the event of the dissolution or liquidation of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the Board of Directors shall donate, transfer, deliver and convey all of its moneys, properties, and other assets: (a) to any successor organization having purposes which are similar to the existing corporation's purposes, provided that the successor organization is exempt from taxation under §501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law and the successor corporation and the donation, transfer, delivery and conveyance to it are approved in writing by the Wake County Board of Commissioners; or (b) if there is no successor corporation, then to the County of Wake, to be used by said county exclusively for the accomplishments of the purposes for which the corporation was formed.

ARTICLE VI

The affairs of the corporation shall be managed by the Board of Directors. All members of the Board of Directors appointed by the Wake County Board of Commissioners shall be citizens and residents of Wake County and at least twenty-one years of age. The number of directors shall be fourteen. Eight of the fourteen directors shall be appointed by the Wake County Board of Commissioners. Six of the directors shall be elected by the Board of Directors after nomination by the directors not appointed by the Wake County Board of Commissioners.

With the exception of terms for which expiration dates are set forth hereinafter, all appointments or elections to the Board of Directors shall be for a period of five (5) years and no person shall be appointed or elected to the Board of Directors for a term if, upon completion of that term, such person would have been a director for longer than twelve (12) years. This twelve (12) year limitation is a lifetime maximum for years of service on the Board, including years of service on the Board prior to the effective date of the restatement of these Articles, but may be waived by the Wake County Board of Commissioners for any of the fourteen directors upon request by a majority of the Board of Directors for persons who have been off the Board for at least two years immediately prior to their subsequent appointment or election.

The current directors (as of restatement), their seat numbers for future reference, the length of their current terms and which entity appoints or elects their successors are as follows:

No./Directors	Term Commencement & Expiration	Appointing/ Electing Entity
1. James Anthony Penry	5/25/17 – 5/25/22	County
2. Robert A. Cerwin, M.D.	10/5/10 – 10/5/15 10/6/15 – 5/25/20	County
3. A. Blanton Godfrey, Ph.D.	3/06/12 – 5/25/12** 5/25/12 – 5/25/17 5/25/17 – 5/25/22	Bd. of Directors
4. Willy E. Stewart	7/06/15 – 5/25/18** 5/26/18 – 5/25/23	County
5. Thad L. McDonald, M.D.	10/02/18 – 5/25/23	Bd. of Directors
6. Stephen M. Smith	5/25/14 – 5/25/19	County
7. Brenda C. Gibson	5/25/09 – 5/25/14 5/25/14 – 5/25/19	Bd. of Directors
8. Henry L. Darnell	6/03/14 – 5/25/19	Bd. of Directors
9. Sonia M. Barnes	5/25/17 – 5/25/20**	County
10. Robert C. Rice, Jr.	5/25/15 – 5/25/20	Bd. of Directors
11. R. Donavon Munford, Jr.	1/22/13 – 5/25/15** 5/25/15 – 5/25/20	County
12. Dan Blue III	10/5/15 – 5/25/16** 5/26/16 – 5/25/21	County
13. Vern Davenport	6/02/15 – 5/25/16** 5/25/16 – 5/25/21	Bd. of Directors
14. Christina Alvarado Shanahan	5/25/11 – 5/25/16 5/26/16 – 5/25/21	County

** Completed unexpired term of another board member.

As reflected above, the eight (8) seats which the Wake County Board of Commissioners shall be entitled to appoint hereafter are Seat Numbers 1, 2, 4, 6, 9, 11, 12 and 14. The six (6) seats which the Board of Directors shall be entitled to elect hereafter pursuant to nominations from the nominating committee described above are Seat Numbers 3, 5, 7, 8, 10 and 13.

The procedure for the appointment or election of directors shall be as follows:

(a) At least sixty (60) days before the expiration of the term of office of any director whose successor is to be appointed by Wake County, the Board of Directors shall notify the Wake County Board of Commissioners of its obligation to appoint a person to fill the term of the retiring director and the date upon which the term of that director shall expire.

(b) At least sixty (60) days before the expiration of the term of office of any director whose successor is to be elected by the Board of Directors, a nominating committee consisting only of the six directors not appointed by Wake County shall convene and nominate a candidate to succeed the retiring member. The nominee shall thereafter be elected to the Board by a majority of the corporation's directors in office. In the event a majority vote for a nominee is not received, then the nominating committee shall reconvene and generate a new nomination under the procedures previously described. These procedures shall be repeated until a nominee of such nominating committee receives a majority vote of the Board of Directors.

(c) The choice of any director shall be based upon their fitness for such office. To assure the appointment of a balanced Board and one that reflects the necessary governance expertise for a hospital, the Wake County Board of Commissioners and the nominating committee prior to making their appointments or nominations, shall consult with each other and use their best efforts to ensure adequate citizenry representation, including ethnic diversity, and professional expertise (i.e., minority and geographic representatives, and business representatives from the areas of finance, insurance, construction, and legal, among others).

(d) Each director shall serve until his or her successor is appointed or elected as described above. No director shall be removed, except for cause which shall be defined as mental incompetency, bad faith, breach of fiduciary responsibility, violation of the corporation's bylaw on conflicts of interest, absenteeism which is defined as being absent from 40% or more of the Board's regular and special meetings and meetings of committees on which the director is a member during any twelve-month period from June 1 through May 31 of his or her term, or conviction of any crime involving moral turpitude. A director may be removed for cause from office by a vote of the majority of the members of the Board of Directors in office at a regular or special meeting provided that Notice of Intent to Remove has been delivered to the affected director and to the Wake County Board of Commissioners if the director is one of its eight appointees at least ten (10) days prior to the meeting by hand delivery or certified mail, return receipt requested.

(e) All vacancies in the membership of the Board of Directors, by reason of death, resignation, removal, or otherwise, shall be filled by appointment or election by the appointing authority responsible to appoint or elect a successor under the procedures hereinabove provided. The term of any director appointed or elected to fill such vacancy shall be for the residue of the unexpired term only.

ARTICLE VII

The Board of Directors of the corporation shall have the power to alter, amend and rescind any provision contained in these Articles in the manner now or hereafter prescribed by statute, except as to

Articles V, VI, VII, and IX which may only be amended by an affirmative vote of twelve of the fourteen directors in office and upon the prior, written consent of the Wake county Board of Commissioners. Notwithstanding the foregoing, for so long as the corporation is operated as a 501(c)(3) organization, these Articles shall not be amended so that the corporation may operate for other than charitable, scientific or educational purposes or so that any director or other private individual may participate in the distribution of the earnings, funds or properties of the corporation.

The Board of Directors of the corporation shall have power to make, alter, amend and rescind the Bylaws of the corporation by a vote of a majority of the Directors in office at the time; provided, however that in no event shall the Bylaws be inconsistent with these Articles and that in the event of any such inconsistency, these Articles shall control.

ARTICLE VIII

The address of the registered office of the corporation in North Carolina is the Wake County Hospital System, Inc., 3000 New Bern Avenue, Raleigh, Wake County, North Carolina, and the registered agent is Donald R. Gintzig at the same address.

ARTICLE IX

An affirmative vote of twelve of the fourteen members of the board of directors of the corporation in office shall be required in order to make monetary contributions or other distributions directly to Wake County government or its Board of Commissioners; provided however, that any amounts to Wake County government or agencies thereof for the purposes of providing health services for indigent citizens related to the fulfillment of the corporation's indigent care obligation as set forth in Section 3 of the Transfer Agreement between the corporation and Wake County shall only require a majority vote of the board of directors.

ARTICLE X

Except to the extent that the North Carolina General Statutes prohibit such limitation or elimination of liability of Directors for breaches of duty, no Director of the corporation shall have any personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a Director. No amendment to or repeal of this Article X shall apply to or have any effect on the liability or alleged liability of any Director of the corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. The provisions of this Article X shall not be deemed to limit or preclude indemnification of a Director by the corporation for any liability that has not been eliminated by the provisions of this article.

ARTICLE XI

These Articles of Incorporation are intended to restate and replace any previously filed articles of incorporation any amendments thereto.