

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNIVERSITY HEALTH CARE, INC.**

The undersigned, being natural persons of the age of 18 years or more, hereby execute the following Amended and Restated Articles of Incorporation for University Health Care, Inc.

ARTICLE I

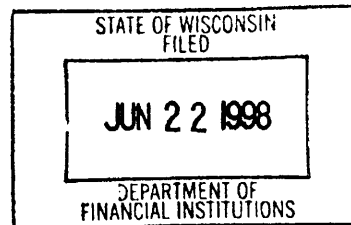
NAME

The name of the corporation shall be University Health Care, Inc.

ARTICLE II

PERIOD OF EXISTENCE

The period of existence shall be perpetual.



ARTICLE III

PURPOSES

The corporation is organized and is to be operated exclusively for charitable, educational and scientific purposes; including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and more specifically:

- (1) to promote medical education, research and public service by the University of Wisconsin Medical School (the "UW Medical School"), its faculty, the University of Wisconsin Medical Foundation (the "Foundation") and the University of Wisconsin Hospital and Clinics Authority ("UWHCA");
- (2) to assist the University of Wisconsin-Madison (the "University"), the UW Medical School, the Foundation and UWHCA by engaging in activities as a partner with the University and its departments, the Foundation, or its successors, and any corporations created by the University or the Foundation; and
- (3) to these ends the Corporation itself, and through its interests in subsidiaries or affiliates, shall devote its efforts, assets and earnings exclusively for the benefit of the UW Medical School, the Foundation and UWHCA.

ARTICLE IV

PRINCIPAL OFFICE

The principal office of the Corporation is located in Dane County, Wisconsin. The address of the principal office is 440 Science Drive, Madison, Wisconsin 53711.

ARTICLE V

NAME AND ADDRESS OF REGISTERED AGENT

The name and address of the registered agent are MIBEF Corporate Services, Inc., Firstar Plaza, One South Pinckney Street, P.O. Box 1806, Madison, Wisconsin 53701.

ARTICLE VI

AMENDMENTS

These articles may be amended by the affirmative vote of two-thirds (2/3) of all the Members of the Corporation at the special meeting called for that purpose or at an annual meeting of Members.

ARTICLE VII

NUMBER OF DIRECTORS; MANNER OF SELECTION

The number of directors shall be fixed by Bylaw but shall be not less than three (3). Directors shall be selected and shall serve as provided in the Bylaws of the Corporation.

ARTICLE VIII

MEMBERS

The Corporation shall have one class of three Members: UWHCA, the UW Medical School and the Foundation. The rights of such Members shall be as provided in the Bylaws of the Corporation.

ARTICLE IX

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the

assets of the Corporation to the University of Wisconsin Foundation for the benefit of primary patient care programs of the UW Medical School. In the event that the University of Wisconsin Foundation shall not qualify as an exempt organization under § 501(c)(3) of the Code at the time of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively to the University for the benefit of the UW Medical School, the Foundation and/or UWHCA. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

RESTRICTIONS

At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

(a) The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in § 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under § 501(c)(3) of the Code.

(b) At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Wisconsin, or any other jurisdiction where any of its activities are carried on.

(c) No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, scientific, educational or literary within the meaning of § 501(c)(3) of the Code.

(d) The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(e) The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under § 501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not directly or indirectly, participate in 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.

(f) No solicitation of contributions to the Corporation shall be made, and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its tax exemption under § 501(c)(3) of the Code.

(g) Pursuant to the prohibition contained in § 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(h) Notwithstanding any other provision of these Articles of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of § 509 of the Code, then during such time or times:

- (1) The Corporation shall never be controlled, directly or indirectly, by one or more disqualified persons (as defined in § 4946 of the Code) other than foundation managers;
- (2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under § 4942 of the Code;
- (3) The Corporation shall not engage in any act of self-dealing as defined in § 4943(c) of the Code;
- (4) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under § 4944 of the Code;
- (5) The Corporation shall not make any taxable expenditures as defined in § 4945(d) of the Code; and
- (6) The Corporation shall not retain any excess business holdings as defined in § 4943(c) of the Code.

ARTICLE XI

NON-DISCRIMINATION

The Corporation shall not discriminate in its hiring practices, in the compensation of its employees, in carrying out its charitable, educational and scientific purposes, or in any other manner on a basis prohibited by applicable Federal, State or local Statute, Rule, or Ordinance.

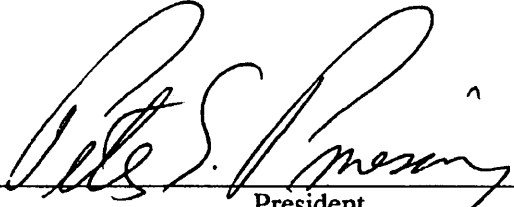
ARTICLE XII

EFFECT OF AMENDMENT AND RESTATEMENT

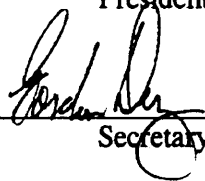
These Amended and Restated Articles of Incorporation shall supersede and take the place of the Corporation's existing Articles of Incorporation and any amendments thereto.

The undersigned Officers of the Corporation hereby certify that the Directors of the Corporation adopted these Amended and Restated Articles of Incorporation at a special meeting of Directors on June 19, 1998.

Executed this 19th day of June, 1998.



President

Attest: 

Secretary

NO SEAL

This document was drafted by:

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TO BE RECORDED IN DANE COUNTY

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