

Prepared by and return to:

Prisma Health – Blount Memorial Hospital, Inc.
907 E. Lamar Alexander Parkway
Maryville, TN 37804

**SECOND AMENDED AND RESTATED CHARTER
OF
PRISMA HEALTH – BLOUNT MEMORIAL HOSPITAL, INC.**

The undersigned natural person, having capacity to contract and acting as the President of a corporation organized under the Tennessee Nonprofit Corporation Act (the “Act”), adopts the following Second Amended and Restated Charter for such corporation:

1. The name of the Corporation is “Prisma Health – Blount Memorial Hospital, Inc.” and the Corporation was originally incorporated on January 22, 1946 under the name Blount Memorial Hospital, Incorporated.
2. This Corporation is a public benefit corporation and the duration of the Corporation is perpetual.
3. The Corporation is not a religious corporation.
4. The Corporation’s member shall be Prisma Health Eastern Tennessee, a Tennessee nonprofit corporation (the “Member”). The conditions of membership shall be fixed in Bylaws of the Corporation.
5. The street address of the current registered office of the Corporation in the State of Tennessee is 907 E. Lamar Alexander Parkway, Maryville, TN 37804. The name of the current registered agent at this office is Jonathan C. Smith.
6. The street address of the current principal office of the Corporation in the State of Tennessee is 907 E. Lamar Alexander Parkway, Maryville, TN 37804.
7. The Corporation is a not for profit organization.
8. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the “Code”). Consistent with Section 501(c)(3) of the Code, the specific purposes of the Corporation are to operate a hospital and ancillary facilities for the benefit of citizens of Blount County, Tennessee and the surrounding region, and to promote health including improving the care and treatment of persons suffering from mental or physical illness, disease, or disability. Consistent with the Section 501(c)(3) of the Code and the foregoing, the Corporation shall:
 - a. Provide care, programs, and services as part of a strategic affiliation among the Corporation, the Member, and other charitable affiliates to deliver hospital and health care services through an integrated health care system;
 - b. Carry on educational activities related to the rendering of care to the sick and injured or the promotion of health;
 - c. Promote and carry on scientific research in the public interest related to the care of the sick and injured;
 - d. Take and hold by bequest, devised, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without

limitation as to amount or value; to sell, convey or otherwise dispose of any said property and to invest, reinvest, or deal with the principal or the income thereof in said manner as, in the judgment of the directors of the Corporation, will best promote the charitable purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which said property is received, this Charter, the Bylaws, Section 501(c)(3) of the Code, and any laws applicable thereto; and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the foregoing charitable, scientific and educational purposes;

e. Employ such medical personnel, scientists, instructors, administrators and other persons as shall be desired to effectuate and perform the charitable purposes and functions of the Corporation; and

f. Operate with such mission, value, philosophy, shared governance principles and shared foundation principles and commitments as shall be established and coordinated by the Member.

9. No part of the income or assets or net earnings of the Corporation shall be distributed to or inure to the benefit of any Directors, officers, or other private individuals or persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the charitable purposes set forth herein.
10. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.
11. Notwithstanding any other provision of this Charter, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from taxation under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
12. Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to the Member of the Corporation provided that at such time of disposition to the Member, the Member is recognized as exempt from tax under Section 501(c)(3) of the Code and agrees to use such assets exclusively for the purpose of servicing the health needs of the citizens of Blount County, Tennessee and the surrounding region in a manner consistent with Section 501(c)(3) of the Code. If the Member is not so exempt, if it is not in existence at that time, or if it is unable or unwilling to accept such assets, then all of the Corporation's remaining assets shall be distributed to one or more charitable, educational and/or scientific organizations mutually acceptable to the Board and Blount County, Tennessee as are then in existence and qualifying under Section 501(c)(3) of the Code exclusively for the purpose of servicing the health needs of the citizens of Blount County, Tennessee and the surrounding region in a manner consistent with Section 501(c)(3) of the Code, or to the government of Blount County, Tennessee, exclusively for a public purpose. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Blount County, Tennessee, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such charitable purposes.
13. The number and election of directors shall be fixed in the manner provided in the Bylaws of the Corporation.
14. The Corporation's fiscal year shall begin October 1 of each year and end September 30 of the following year.

- 15. This Second Amended and Restated Charter may be amended only by approval of the Board of Directors and the Member.
- 16. This Second Amended and Restated Charter is to be effective immediately upon filing by the Tennessee Secretary of State.
- 17. This Second Amended and Restated Charter has been duly adopted as of the date hereof by the Directors of the Corporation and the governing bodies of Blount County, the City of Alcoa, and the City of Maryville and replaces all previous Charters(s) and Amendment(s).

DATED effective as of _____, 2024

_____, President

ATTEST:

Secretary

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