

THIS INSTRUMENT PREPARED BY:
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AMENDMENT TO THE CHARTER OF INCORPORATION OF
BLOUNT MEMORIAL HOSPITAL, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS THAT WHEREAS, at a regular meeting of the Directors of Blount Memorial Hospital, Incorporated, held on the _____ day of _____, 20____, at Blount Memorial Hospital in Maryville, Tennessee, the following resolution was adopted by affirmative vote of a majority of the Director of Blount Memorial Hospital, Incorporated, to-wit:

RESOLUTION

BE IT RESOLVED by the Board of Directors of Blount Memorial Hospital, Incorporated, in regular session assembled on this _____ day of _____, 20____, that the Charter of Blount Memorial Hospital, Incorporated, be amended as follows:

That the following language of the Charter of Incorporation of Blount Memorial Hospital, Incorporated, which is a portion of the language added to the Charter by the Charter Amendment made on October 23, 1984 shall be stricken in its entirety:

~~The Nominating Committee shall be composed of seven (7) members, one (1) of whom shall be the President of the Board of Directors of Blount Memorial Hospital, Incorporated; of the remaining six (6) members, one shall be selected by the President or Chief Executive Officer of each of the following organizations: Blount County Medical Society, the largest industrial employer of Blount County, the largest labor union in Blount County, Blount County Farm Bureau; Blount County Chamber of Commerce; one of the following financial institutions: First Tennessee Bank, Maryville, First Federal Savings & Loan Association of Maryville, Blount National Bank of Maryville, Citizens Bank of Blount County, and American Fidelity Bank, or the successor of any said financial institutions herein named, who shall serve a term of one~~

~~(1) year on a rotating basis in the order named. All members of the Nominating Committee shall be residents of Blount County, Tennessee.~~

~~The President of the Board of Directors of Blount Memorial Hospital, Incorporated, shall be the permanent Chairman of the Nominating Committee and shall annually convene the Nominating Committee for the purpose of making nominations to the respective electing bodies and shall also convene the Nominating Committee to nominate any vacancies which may occur in the Board of Directors of Blount Memorial Hospital, Incorporated. The Chairman shall be obligated to convene the Nominating Committee into session upon the request of four (4) members of the Nominating Committee.~~

This language shall be substituted in lieu thereof, the following:

The Nominating Committee shall be composed of ten (10) members as follows:

1. One (1) member (or other appointee) of the Blount County Board of Commissioners appointed by said Board on an annual basis
2. One (1) member (or other appointee) of the Maryville City Council appointed by said Council on an annual basis
3. One (1) member (or other appointee) of the Alcoa City Commission appointed by said Commission on an annual basis
4. One member from each of the following organizations, each selected by the President or Chief Executive Officer of such organization:
 - a. Blount County Medical Society
 - b. The largest industrial employer of Blount County,
 - c. The largest labor union in Blount County,
 - d. Blount County Farm Bureau;
 - e. Blount County Chamber of Commerce;
 - f. One of the following financial institutions: First Horizon Bank, Maryville, First Federal Savings & Loan Association of Maryville, Blount National Bank of Maryville, Citizens Bank of Blount County, and American Fidelity Bank, or the successor of any said financial institutions herein named, who shall serve a term of one (1) year on a rotating basis in the order named.
5. One (1) ex-officio, non-voting member from the Board of Directors of Blount Memorial Hospital, Incorporated.

The member of the Nominating Committee appointed by the Blount County Board of Commissioners shall be the permanent Chairman of the Nominating Committee and shall annually convene the Nominating Committee for the purpose of making nominations to

the respective electing bodies and shall also convene the Nominating Committee to nominate any vacancies which may occur in the Board of Directors of Blount Memorial Hospital, Incorporated. The Chairman shall be obligated to convene the Nominating Committee into session upon the request of five (5) members of the Nominating Committee.

Further, that the following language of the Charter of Incorporation of Blount Memorial Hospital, Incorporated, which is another portion of the language added to the Charter by the Charter Amendment made on October 23, 1984 shall be stricken in its entirety:

~~All Directors of Blount Memorial Hospital, Incorporated, shall be nominated by a Nominating Committee as hereinafter designated, which nominations shall be made to the respective electing bodies on or before the 1st day of January each year.~~

This language shall be substituted in lieu thereof, the following:

A Nominating Committee shall be created as hereinafter designated to suggest potential Directors for Blount Memorial Hospital, Incorporated, to the respective electing bodies on or before the 1st day of January each year.

Further, that the following language of the Charter of Incorporation of Blount Memorial Hospital, Incorporated, which is another portion of the language added to the Charter by the Charter Amendment made on October 23, 1984 shall be stricken in its entirety:

~~In the event the Nominating Committee should fail or refuse to nominate a Director by the time herein specified, the electing body shall be free to select and elect a Director by nominations from the floor or by nomination by a standing Committee of the electing body and without reference to the Nominating Committee herein created.~~

This language shall be substituted in lieu thereof, the following:

Notwithstanding the existence of the Nominating Committee, the electing body shall be free to select and elect a Director by nominations from the floor or by nomination from a standing Committee of the electing body and without reference to the Nominating Committee herein created or the nominations made by such Committee.

Further, the following language shall be inserted:

Any Director may be removed as provided in T.C.A. § 48-58-109(b) regardless of any language in the By-Laws of the corporation.

All provisions of the original Charter of Incorporation not inconsistent herewith shall remain in full force and effect.

BE IT FURTHER RESOLVED that the President and Secretary of Blount Memorial Hospital, Incorporated, are hereby authorized and directed to apply for and obtain an amendment to the Charter of Incorporation of Blount Memorial Hospital, Incorporated, as hereinabove set out.”

WHEREAS, the Charter of Blount Memorial Hospital, Incorporated, provides that the charter may be amended upon the affirmative vote of all of the governmental agencies selecting the permanent Board of Directors, which vote shall be evidenced by resolution duly adopted by all of such agencies; and

WHEREAS, the governmental agencies electing the permanent Board of Directors are the Legislative Body of Blount County, Tennessee, the City Council of the City of Maryville and the City Commission of the City of Alcoa; and

WHEREAS, each governmental agency has adopted a similar resolution to that hereinabove, as evidenced by certified copies of the resolutions attached hereto of each of the governmental agencies.

NOW THEREFORE, for and in consideration of the premises and in accordance with the Board of Directors and the concurring resolutions of all three of the governmental agencies electing the permanent Board of Directors, we, the undersigned, do hereby certify that we are the duly elected and constituted President and Secretary, respectively, of Blount Memorial Hospital, Incorporated, and we further certify that the resolution hereinabove set out was duly and regularly passed by a majority of the Board of Directors held on the _____ day of _____, 20____, and we hereby apply to the State of Tennessee, pursuant to the general laws of the State, for an amendment to the Charter of Incorporation of Blount Memorial Hospital, Incorporated, for the purposes set out and expressed in said resolution hereinbefore set out.

IN WITNESS WHEREOF, we have set our hands and seals on the _____ day of _____, 20_____.

President
Blount Memorial Hospital, Incorporated

Secretary
Blount Memorial Hospital, Incorporated