

**Amended and Restated
Articles of Incorporation
of
Hawai`i Pacific Health**

**Article I
Name and Address**

1.1 The name of the corporation is “Hawai`i Pacific Health” (the “Corporation”)

1.2 The address of the Corporation’s office is 55 Merchant Street, 27th Floor, Honolulu, Hawai`i 96813. The Corporation may have other offices as determined by the Board of Directors.

**Article II
Purposes and Powers**

2.1 The Corporation is organized, and shall be operated, exclusively for the following purposes:

(a) to develop, manage, finance, coordinate, supervise, operate, and/or otherwise provide for the delivery of health care and related services through governance of affiliated organizations that operate for hospital, charitable, educational, health care and/or scientific purposes, including, without limitation Kapi`olani Medical Center for Women and Children, Kapi`olani Medical Center at Pali Momi, Straub Clinic and Hospital, Kauai Medical Clinic, and Wilcox Hospital; and

(b) to develop, manage, finance, coordinate, supervise, operate, and/or otherwise provide for the delivery of health care and related services through relationships with other organizations that support the purposes of the Corporation, including, without limitation, organizations that operate hospitals, multi-specialty clinics, skilled nursing facilities, intermediate care facilities, ambulatory care centers, nursing homes, home health services, and day care centers.

2.2 The Corporation shall have all powers, rights, privileges, and immunities, and shall be subject to all of the liabilities conferred or imposed by laws upon corporations of this nature, and shall be subject to and have all benefits of all general laws with respect to corporations.

2.3 The Corporation may receive, dispose of, acquire, invest, manage, administer, and distribute funds, and may transact and engage in any and all lawful activities.

2.4 The Corporation is a nonprofit corporation. The Corporation will not issue any stock or other evidence of ownership. No part of its assets, income or earnings shall inure to the benefit of or be distributable to its directors, officers, or other private individual,

except that the Corporation is authorized and empowered to pay reasonable compensation for services actually rendered in connection with one or more of its purposes and to make distributions and/or payments in furtherance of the purposes set forth in this Article II. No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign for public office.

2.5 The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), or any corresponding provisions of any subsequent federal tax law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article III **Corporate Life**

3.1 The existence of the Corporation shall be perpetual.

Article IV **Officers**

4.1 There shall be a Board of Directors consisting of a number not less than the number required by law and as described in the Bylaws.

4.2 The officers of the Corporation shall be a Chairman of the Board of Directors, a President/Chief Executive Officer, an Executive Vice-President/Chief Financial Officer, a Secretary, and a Treasurer, and such additional officers as shall be determined in accordance with the Bylaws of the Corporation. The officers shall have the powers, perform the duties, and be nominated and appointed in the manner set forth in the Bylaws of the Corporation. Any person may hold two or more offices of the Corporation unless specifically prohibited in the Bylaws of the Corporation.

Article V **Corporate Liability**

5.1 The property of the Corporation alone shall be liable for the debts and liabilities of the Corporation, and the directors and officers shall incur no personal liability for corporate debts by reason of their position.

Article VI **Membership**

6.1 The Corporation shall have no members.

Article VII
Liability and Indemnification

7.1 No trustee, director, officer, employee or other agent of the Corporation and no person serving at the request of the Corporation as a trustee, director, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise and no heir or personal representative of any such person shall be liable to the Corporation for any loss or damage suffered by it on account of an action or omission by such person as a trustee, director, officer, employee or other agent if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of this Corporation, unless with respect to an action or suit by or in the right of the Corporation to procure a judgment in its favor such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to this Corporation.

7.2 The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust or other enterprise, against expenses, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The terminating of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

7.3 The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust or other enterprise against expenses and attorneys' fees actually and reasonably incurred by him/her in the defense or settlement of such action or suit if he/she acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged to be liable for gross negligence or reckless, willful or wanton misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which the action, suit, or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses and attorneys' fees which such court deems proper.

7.4 To the extent that a person seeking indemnification under this Article has been successful on the merits or otherwise in defense of any action, suit or proceeding, or any claim, issue or matter therein, the Corporation shall indemnify him/her against expenses and attorneys' fees actually and reasonably incurred in connection therewith.

7.5 Notwithstanding any other provision of this Article, the Corporation shall make indemnification payments to or on behalf of the person seeking them only upon a determination that indemnification of such person is proper because the person meets the applicable standards of conduct set forth in this Article. Such determination may be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Corporation, or (c) by a majority vote of the members, or (d) by the court in which such action, suit or proceeding was pending upon application made by the Corporation or the person seeking indemnification or the attorney or other person rendering services in connection with the defense, whether or not such application is opposed by the Corporation.

7.6 The Board of Directors may authorize payment in advance of final disposition of an action, suit or proceeding for the expenses and attorneys' fees incurred by a person seeking indemnification under this Article, provided that such person delivers a written undertaking to repay such amount unless it is ultimately determined that he is entitled to be indemnified under this Article.

7.7 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification are entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who ceases to be a director, officer, employee or agent and shall inure to the benefit of his heirs, executors and administrators.

7.8 The Corporation may purchase and maintain insurance on behalf of any person described in Section 7.1, 7.2, or 7.3 of this Article against any liability asserted against or incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under this Article.

7.9 This Article shall be effective with respect to any person who is a director, officer, employee or agent of the Corporation or serves in such capacity at the request of the Corporation in any other corporation, joint venture, trust or other enterprise.

Article VIII

Distribution in Event of Dissolution

8.1 In the event of dissolution of the Corporation, the assets of the Corporation remaining after paying or making provision for the payment of all liabilities of the Corporation, shall be distributed to an organization or organizations which is or are organized and operated exclusively for the operation of a hospital, health care, charitable, scientific, literary

and/or educational purposes, which is or are then qualified as a tax-exempt organization(s) under Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be distributed by the First Circuit Court of the State of Hawai`i to such organization(s) which is/are selected by the Court and is/are organized and operated for such purposes.

Article IX
Bylaws

9.1 The Board of Directors shall adopt Bylaws which thereafter may be amended or repealed by the Board of Directors in accordance with the Bylaws.

Article X
Amendment

10.1 These Articles of Incorporation may be amended from time to time in accordance with procedures set forth in the Bylaws, except that no amendment shall be made which would result in loss by the Corporation of its exemption from taxation under Section 501(a) of the Code.