DOC ID ----> 201214600493

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/25/2012	201214600493	MERGER/DOMESTIC (MER)	125.00	300.00		.00	.00

Receipt

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BAKER & HOSTETLER LLP
ATTN: SONIA K. LOWE
65 E STATE ST. STE 2100
COLUMBUS, OH 43215

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

491293

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

SUMMA FOUNDATION

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
MERGER/DOMESTIC	**201214600493**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 1st day of June, A.D. 2012.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201214600493

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/25/2012	201214600493	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

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BAKER & HOSTETLER LLP
ATTN: SONIA K. LOWE
65 E STATE ST. STE 2100
COLUMBUS, OH 43215

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

1917335

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

SUMMA FOUNDATION

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
MERGED OUT OF EXISTENCE	**201214600493**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 1st day of June, A.D. 2012.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201214600493

Form 551 Prescribed by:
JON HUSTED
Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State

Mail this form to one of the following:
Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two-business day processing time requires an additional $100.00).
P.O. Box 1390
Columbus, OH 43216

Certificate of Merger

Filing Fee: $125

(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity
A. Name of Entity Surviving the Merger: **Summa Akron City and St. Thomas Hospitals Foundation**

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

Summa Foundation
(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a **(Please check the appropriate box and fill in the appropriate blanks)**

1. [X] **Domestic (Ohio entity)** [ ] **Foreign (Non-Ohio Entity)**

Jurisdiction of formation

2. **Charter/Registration/License Number** **491293**
(If licensed in Ohio as domestic or foreign)

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3. [ ] For-Profit Corporation
[X] Nonprofit Corporation
[ ] For-Profit Limited Liability Company
[ ] Nonprofit Limited Liability Company
[ ] Partnership
[ ] Limited Partnership
[ ] Limited Liability Partnership

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II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging **out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).**

Entity Name	Ohio Charter/License/ Registration Number	Jurisdiction of Formation	Type of Entity
Summa Foundation	1917335	Ohio	Non-Profit Corp.

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

William A. Powel, III
Name

525 East Market Street
Mailing Address

Akron	OH	44304
City	State	Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on 6/1/2012 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

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VI. STATEMENT OF MERGER
Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.
If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name

Mailing Address

City State Zip Code

Note: The statutory agent must be an Ohio resident; an Ohio corporation; or a foreign corporation licensed to do business in Ohio and has an Ohio address.

VIII. AMENDMENTS
If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☒ Amendments are attached ☐ No Amendments

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE
If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY
A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation Form 530A or B and Certificate of Good Standing
Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) Form 552
Foreign Qualifying Limited Liability Company Form 533B
Foreign Qualifying Limited Partnership Form 531B
Foreign Qualifying Limited Liability Partnership Form 537 and Evidence of Existence in Jurisdiction of Formation

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The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives on the date(s) stated below

Summa Akron City and St. Thomas Hospitals Foundation
Name of entity

By: _____
Signature William A. Powel, III

Its: **Assistant Secretary**
Title

Summa Foundation
Name of entity

By: _____
Signature William A. Powel, III

Its: **Assistant Secretary**
Title

Name of entity

By: _____
Signature

Its: _____
Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

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AMENDED and RESTATED ARTICLES OF INCORPORATION
OF
SUMMA FOUNDATION

FIRST: The name of the corporation is Summa Foundation.

SECOND: The location of the principal office in Ohio is 525 East Market Street, Akron, Ohio 44304.

THIRD: The Corporation is organized and shall be operated exclusively for educational, charitable and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in effect or as may hereafter be amended (and to the corresponding provisions of any laws subsequently enacted and all regulations issued under those Sections and provisions) (the "Code"), including without limitation, operating exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Summa Health System, an Ohio nonprofit corporation, or its successor, and related entities, by conducting (i) fundraising, (ii) government affairs, (iii) advocacy, and (iv) other educational, charitable and scientific activities.

The Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Ohio upon nonprofit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions outright, in trust or in any other form; to collect dues; and to use, apply, invest and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

FIFTH: No part of the net earnings of the Corporation shall inure to the private or individual benefit of, or be distributable to, its directors, officers or other private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, distributions or donations in furtherance of the purposes set

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forth in Article THIRD hereof. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof, and which is other than a private foundation by reason of being described in Paragraph (1), (2) or (3) of Section 509(a) of the Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts to which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

SIXTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the known liabilities of the Corporation, distribute all of the assets of the Corporation to the member, so long as it is "qualified" to receive such assets as determined by the Board of Directors. If the member is not "qualified" to receive such assets, the assets shall be distributed exclusively for charitable, educational, scientific or religious purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified"

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organization for purposes of this Article SEVENTH only if at the time of the distribution of such assets it is operated exclusively for purposes described in Section 170(c)(2)(B) and is an organization described in Section 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by the court of common pleas of Summit County, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

SEVENTH: These Articles may be amended from time to time, or Amended Articles of Incorporation may be adopted, at a meeting of the member held for such purpose or, without a meeting, by the unanimous written consent of the member.

EIGHTH: Any reference in these Articles to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States internal revenue law.

NINTH: The member of the Corporation shall be Summa Health System, an Ohio nonprofit corporation, or its successor.

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Form 590 Prescribed by the:
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)

www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov

Consent for Use of Similar Name

(To be filed with new business formation document or amendment to change business name where a name conflict will occur.)

Name of Entity/Individual Giving Consent	Summa Foundation
Charter/Registration/License Number of Entity giving Consent	1917335
Gives it Consent To	Summa Akron City and St. Thomas Hospitals Foundation
To Use The Name	Summa Foundation

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

REQUIRED
Consent form must be signed by an authorized representative of the consenting entitiy.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Summa Foundation	Signature
	By (if applicable)
William A. Powel, III, Assistant Secretary	Print Name
	Signature
	By (if applicable)
	Print Name