DOC ID ----> 201835204402

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
12/19/2018	201835204402	DOMESTIC NONPROFIT CORP - ARTICLES (ARN)	99.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

TED L RAMIREZ
783 BIG HILL ROAD
KETTERING, OH 45419

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

4268941

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

KETTERING NETWORK SERVICES

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

Document(s)	Document No(s):
DOMESTIC NONPROFIT CORP - ARTICLES	**201835204402**

Effective Date: 01/01/2019

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 19th day of December, A.D. 2018.

Jon Husted

Ohio Secretary of State

Form 532B Prescribed by:

JON HUSTED
Ohio Secretary of State

Date Electronically Filed: 12/18/2018

Toll Free: (877) SOS-FILE (877-767-3453) | Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov | *busserv@OhioSecretaryofState.gov*
File online or for more information: *www.OHBusinessCentral.com*

For screen readers, follow instructions located at this path.

Initial Articles of Incorporation
(Nonprofit, Domestic Corporation)
Filing Fee: $99
(114-ARN)
Form Must Be Typed

First: Name of Corporation: Kettering Network Services

Second: Location of Principal Office in Ohio

MIAMISBURG — City
OHIO — State
MONTGOMERY — County

Optional: Effective Date (MM/DD/YYYY): 1/1/2019

(The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing.)

Third: Purpose for which corporation is formed

See attached

** Note: for Nonprofit Corporations: The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided. **

** Note: ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form. **

Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of

Kettering Network Services

(Name of Corporation)

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

MICHAEL D MACOMBER

(Name of Statutory Agent)

580 PRESTIGE PLACE, 3121 CONTEMPORARY LANE

(Mailing Address)

MIAMISBURG | OH | 45342

(Mailing City) | (Mailing State) | (Mailing ZIP Code)

Must be signed by the incorporators or a majority of the incorporators.

TODD ANDERSON

(Signature)

STEVEN CHAVEZ

(Signature)

EDWARD MANN

(Signature)

Acceptance of Appointment

The Undersigned, MICHAEL D MACOMBER , named herein as the

(Name of Statutory Agent)

Statutory agent for Kettering Network Services

(Name of Corporation)

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature MICHAEL D MACOMBER

(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

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

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

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

TODD ANDERSON
Signature

By (if applicable)

Print Name

STEVEN CHAVEZ
Signature

By (if applicable)

Print Name

EDWARD MANN
Signature

By (if applicable)

Print Name

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Form 590 Prescribed by:

JON HUSTED
Ohio Secretary of State

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File online or for more information: *www.OHBusinessCentral.com*

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.)
Form Must Be Typed

Name of Entity/Individual Giving Consent	Kettering Adventist HealthCare d/b/a Kettering Health Network
Charter/Registration/License Number of Entity giving Consent	598305
Gives it Consent To	Kettering Network Services
To Use The Name	Kettering Network Services, Inc.

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 entity.

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.

X 
Signature

By (if applicable)

Michael D. Macomber, Esq.
Print Name

Signature

By (if applicable)

Print Name

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ARTICLES OF INCORPORATION
OF
KETTERING NETWORK SERVICES
Effective January 1, 2019

Article 1. Name. The name of the corporation shall be Kettering Network Services (the "Corporation").

Article 2. Principal Office. The place in Ohio where the principal office of the Corporation is to be located shall be the City of Kettering, Montgomery County, Ohio.

Article 3. Purpose. The general purpose of the Corporation is to promote and enhance the healthcare mission of the Columbia Union Conference of Seventh-day Adventists ("Columbia") and, in so doing, shall operate exclusively as an exempt organization for religious, charitable, scientific, literary, educational and research purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"). Such activity shall include, for such purposes, the making of distributions to entities that qualify as exempt organizations under section 501(c)(3) of the Code. The Corporation will support and enable the delivery and promotion of healthcare based in Southwest Ohio by Kettering Adventist HealthCare d/b/a/ the Kettering Health Network ("Kettering Health") and the exempt hospitals and other providers affiliated with Kettering Health.

Article 4. Organization. The Corporation is organized under the Nonprofit Corporation Law of Ohio and is affiliated, through Columbia, with the North American Division of the General Conference of Seventh-day Adventists, organizations of the world-wide Seventh-day Adventist religious denomination (the "Church"). All purposes, policies and procedures of the Corporation generally shall be in harmony with working policies and procedures of the North American Division of Seventh-day Adventists as the Corporation determines applicable to healthcare organizations under law, regulation, healthcare accreditation standards, and best practices.

4.1. As a corporation organized and operated exclusively for exempt purposes within the meaning of Code Section 501(c)(3), the Corporation shall be organized and operated exclusively:

a) for the support of, to perform functions for, and carry out the purposes of, collectively and respectively so long as affiliated with Kettering Health, those entities set forth in the code of regulations of

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the Corporation all of which are organized and operated exclusively for exempt purposes within the meaning of Code Section 501(c)(3) and which are further classified as publicly supported organizations within the meaning of Code section 509(a)(l) (collectively, the "Supported Organizations");

b) in connection with and in support of the Supported Organizations to establish, maintain, manage, oversee and operate functions which are part of an integrated delivery system of which this Corporation and the Supported Organizations are integral parts; and

c) to hold and use its assets, properties and resources to carry out the charitable purposes stated in these Articles.

d) In the event that any of the Supported Organizations ceases to be an organization of the type described in Code Section 509(a)(l) or 509(a)(2) of the Code (a "public charity"), this Corporation shall not operate for the benefit of or in connection with any such Supported Organization but shall then be operated exclusively for the benefit of and in connection with the remaining Supported Organizations which are public charities or with one or more other organizations which are public charities affiliated with Kettering Health as shall be selected by the member/s of the Corporation.

4.2. The Corporation may engage in any lawful act or activity for which corporations may be organized under the Ohio Nonprofit Corporation Law consistent with the Corporation's status as an exempt organization under Code Section 501(c) and all other limitations and purposes elsewhere enumerated herein.

4.3. All income or assets of the Corporation which are held or acquired subject to specified purposes or limitations shall be applied and used during the term of the Corporation's existence in accordance with those purposes and limitations.

Article 5. Nonstock Corporation. The Corporation is incorporated under and subject to the provisions of Ohio Revised Code Chapter 1702 or the corresponding provision of any future law relating to nonprofit corporations in the State of Ohio. Although affiliated through common religious bonds and mission with the Church and several other Southwest Ohio area healthcare and community service organizations and programs affiliated or associated with Columbia, the Church or Kettering Health, the Corporation is, and shall remain throughout the period of its existence, a corporate entity separate and distinct therefrom under law. It shall be financed, operated and maintained as a legally autonomous corporation affiliated or associated

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with and within the general supervision of Columbia. The Corporation shall incur no liability or enforceable obligations except exclusively through and with respect to legitimate corporate actions undertaken or authorized by its officers or board of directors as appropriate in the particular case. The Corporation shall neither bear nor incur liability or contractual obligations of any form or amount resulting from the acts or obligations of any person or organization other than the Corporation, except as may be undertaken or authorized in writing pursuant to the preceding sentence. Conversely, no organization of, associated with or related to Columbia, the Church or Kettering Health shall bear or incur liability of any form or amount solely as a result of its relation to the Corporation. Any and all creditors of the Corporation shall look only to the Corporation for payment, if any.

Article 6. Membership. The member/s of the Corporation shall be as stated in the code of regulations, and shall hold and exercise the authority, powers, rights and privileges, as well as fulfill the duties and responsibilities of a member, in accordance with the code of regulations and the Ohio Nonprofit Corporation Law. All members shall be either denominational entities under the policies of the Church or members of the Church in good standing.

Article 7. Directors. The number of directors of the Corporation and the method of their selection shall be as stated in the code of regulations. Not less than a majority of the directors shall be members of the Church in good standing.

Article 8. Standards of Conduct and Duties. As an entity organized under the Ohio Nonprofit Corporation Law, the standards of conduct and duties of the directors, officers and member/s of the Corporation shall be measured by and construed in accordance with the legal standards applicable to nonprofit corporations under such Law, these Articles of Incorporation and the code of regulations of the Corporation, as from time to time amended.

Article 9. Certain Transactions. A director or officer of the Corporation shall not be disqualified from his/her office by directly or indirectly dealing or contracting with the Corporation or any member of the Corporation as a vendor, purchaser, employee, agent, or otherwise.

9.1. No contract, action, or transaction is void or voidable with respect to the Corporation because the contract, action, or transaction is between or affects the Corporation and one or more of its directors or officers, or is between or affects the Corporation and any other person in which one or more of the Corporation's directors or

officers are directors, trustees (whether under agreement of trust or implied under a constructive trust) or officers, or in which one or more of the Corporation's directors or officers have a financial or personal interest, or because one or more interested directors or officers participate in or vote at the meeting of the directors or a committee of directors that authorizes the contract, action, or transaction, if any of the following applies:

a) The material facts as to his, her or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the directors or the committee, and the directors or committee, in good faith reasonably justified by the material facts, authorizes the contract, action or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum of the directors or the committee.

b) The material facts as to his, her or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to each member, and the contract, action, or transaction is specifically approved by each member.

c) The contract, action, or transaction is fair as to the Corporation as of the time it is authorized or approved by the directors, a committee of directors, or each member.

9.2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or a committee of directors, that authorizes such a contract, action, or transaction and any officer of the Corporation may take any action within the scope of his/her authority, respecting such contract, transaction or act with like force and effect as if s/he or any firm of which s/he is a member, or any corporation of which s/he is a member, stockholder, director, trustee or officer, or any trust (whether under agreement of trust or implied under a constructive trust) of which s/he is a trustee or beneficiary, were not interested in such transaction, contract or act.

9.3. The directors, by the affirmative vote of a majority of those in office, and irrespective of any financial or personal interest or any of the directors, shall have authority to establish reasonable compensation, which may include pension, disability, and death benefits, for services to the Corporation by directors and officers, or to delegate that authority to establish reasonable compensation to one or more officers or directors.

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9.4. For purposes of this Article, a director is not an interested director solely because the subject of a contract, action, or transaction may involve or effect a change in control of the Corporation or his/her continuation in office as a director of the Corporation.

9.5. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or equity to the contrary (if any there be), the good faith of such person shall be presumed in the absence of proof to the contrary by clear and convincing evidence.

9.6. The Corporation shall adopt, maintain and enforce, and the officers and directors shall at all times comply with, a conflict of interest policy applicable to all of the Corporation's directors and officers. The current copy of the policy shall at all times be maintained in the records of the Corporation, be delivered to all directors and officers of the Corporation and be reviewed from time to time by the Corporation and amended as deemed necessary.

Article 9. Certain Activities. No part of the earnings of the Corporation shall ever inure to the benefit of or be distributable to any individual having a personal or private interest in the activities of the Corporation. No substantial part of the activities of the Corporation shall ever be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. No officer, director, or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations and activities of the Corporation, except reimbursement of out-of-pocket expenditures and reasonable compensation for services actually rendered to or on behalf of the Corporation.

Article 10. Dissolution. The Corporation is established to operate perpetually, but shall be dissolved if:

10.1. the Corporation shall cease to be an exempt organization under Code Section 50l(c);

10.2. the member/s adopt/s a resolution of dissolution; or

10.3. the board of directors, by a majority vote, adopts a resolution of dissolution in accordance with the code of regulations or the Ohio Nonprofit Corporation Law at a meeting duly called with

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notice at which a quorum is present.

10.4. In the event of dissolution of the Corporation, the assets of the Corporation or the proceeds of sale of such assets shall be transferred, subject to the limitations as to purpose and use set forth in these Articles and the code of regulations, in accordance with the provisions and plan of distribution set forth in the code of regulations in accordance with the Ohio Nonprofit Corporation Law.

Article 11. Amendment. These Articles of Incorporation may be amended by the incorporators or, once appointed, the member/s of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names effective January 1, 2019.

Todd Anderson

Steven Chavez

Edward Mann