

Axel & Associates, Inc.

MANAGEMENT CONSULTANTS

RECEIVED

NOV 14 2014

HEALTH FACILITIES &
SERVICES REVIEW BOARD

by FedEx

November 13, 2014

Mr. Michael Constantino
c/o Illinois Health Facilities and
Services Review Board
525 West Jefferson
Springfield, IL 62761

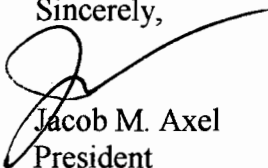
RE: E-040-14, Adventist La Grange Memorial Hospital
E-041-14, Adventist Bolingbrook Hospital
E-042-14, Adventist GlenOaks Hospital

Dear Mike:

The three Certificate of Exemption applications identified above address a corporate reorganization within the Adventist system. Last Friday you asked that documentation of the corporate approval of this reorganization be provided. In response to that request, please see the attached portion of Adventist Health System Sunbelt Healthcare Corporation's Executive Board Minutes from June 6, 2013 addressing La Grange Memorial Hospital and a resolution adopted October 30, 2014 addressing Adventist GlenOaks Hospital and Adventist Bolingbrook Hospital.

Please do not hesitate to call me, should any additional information be needed.

Sincerely,



Jacob M. Axel
President

enclosures



Adventist Health System Sunbelt Healthcare Corporation

Executive Board

June 6, 2013

MINUTES

- Members Present:** Don Livesay, Chairman; Ron Carlson, Carlos Craig, James Davidson, Buford Griffith, Jr., Rodney Grove, Elaine Hagele, Sue Hayes, Lars Houmann, Don Jernigan, Ph.D., Mark Johnson, M.D., Deryl Knutson, Tom Lemon, Larry Moore, M.Div., Ray Pichette, Richard Reiner, Randy Robinson, Glynn Scott, Terry Shaw, Ron Smith, D.Min., Ph.D., Gil Webb, Tom Werner
- Members Absent:** Mike Cauley, Hubert Morel
- Invitees:** Lynn Addiscott, Ken Bacon, Amanda Brady, Jeff Bromme, Esq., Jimm Bunch, David Crane, Kevin Edgerton, Ken Finch, Michelle Givens, Ted Hamilton, M.D., Loran Hauck, M.D., Bob Henderschedt, Roscoe Howard, David Huffman, Carlene Jamerson, Sandra Johnson, Don Jones, Paul Rathbun, Tim Reiner, Mack Rucker, Mike Schultz, Lewis Seifert, David Singleton, Brent Snyder, Christine Stewart, Daryl Tol, Pete Weber, Celeste West, Amy Zbaraschuk
- Call to Order:** The meeting was called to order by the chairman, Elder Don Livesay. Elder Ray Pichette presented the devotional and offered prayer
- Diligent Boardbooks Update:** David Sanok presented an update on the Diligent Boardbooks application.
- Mission Matters:** Roscoe Howard, Faye Rose, and Sandra Yandoh shared the story of how Waterman Hospital assisted Mrs. Yandoh with her cancer treatment.
- CEO Report:** Don Jernigan presented the following report:


2. **Transfer of Adventist La Grange Memorial Hospital.** Approval by Adventist Health System Sunbelt, Inc. ("AHSS") of transfer of up to all assets of Adventist La Grange Hospital from AHSS to Adventist Hinsdale Hospital.

Future Meetings:


September 12, 2013 8:30 a.m.-1:00 p.m.	AHS Full Board of Directors AHS Board Room
December 5, 2013 8:30 a.m.-1:00 p.m.	AHS Executive Board AHS Board Room
February 27, 2014 8:30 a.m.-1:00 p.m.	AHS Full Board of Directors AHS Board Room

Adjournment

The meeting was adjourned at 12:00 p.m.



Don Livesay, Chairman



Ron C. Smith, D.Min., Ph.D., Secretary



Toni L. Berrios, Recording Secretary

**RESOLUTION OF THE
COMMITTEE OF ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION
FORMED PURSUANT TO THE SEPTEMBER 12, 2013 JOINT MEETING OF**

ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION

AND

ADVENTIST HEALTH SYSTEM/SUNBELT, INC.

ADOPTED EFFECTIVE OCTOBER 30, 2014

RESOLVED by the committee (the "Committee") of ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION (the "Health Care"), comprised of the Chief Executive of Health Care, the Chief Operating Officer of Health Care, and the President of Health Care Multi-State Division, formed pursuant to the September 12, 2013 Joint Meeting (the "September Resolution") of the Board of Directors ("Health Care Board") of Health Care and by the Board of Directors (the "Sunbelt Board") of ADVENTIST HEALTH SYSTEM/SUNBELT, INC. ("Sunbelt") as follows:

RECITALS

WHEREAS, Health Care and Sunbelt are, respectively, the sole member, directly or indirectly, of a number of not-for-profit corporations (the "Corporations");

WHEREAS, the Health Care Board and the Sunbelt Board (collectively, the "Boards") determined that it is in the best interests of Health Care and Sunbelt for Adventist Hinsdale Hospital, Adventist GlenOaks Hospital, Adventist Bolingbrook Hospital, and Adventist La Grange Memorial Hospital (collectively, the "Hospitals") and the other healthcare entities and operations that Health Care and Sunbelt directly and indirectly own in the Chicago, Illinois, market to collaborate in certain respects with one or more other healthcare systems, entities or facilities in that market;

WHEREAS, pursuant to the September Resolution, the Boards authorized the Chief Executive Officer of Health Care ("CEO") to cause one or more of the Corporations, or one or more newly formed corporations, to enter an affiliation between some or all of the Corporations' assets in the Chicago, Illinois, market, on the one hand, and one or more healthcare systems, entity(ies) or facility(ies), on the other hand (the "Affiliation");

WHEREAS, the Boards determined that it is in the best interests of Health Care and Sunbelt for the Affiliation to be with Ascension Health;

WHEREAS, the Affiliation will be facilitated by the restructuring of the Hospitals and other healthcare entities and operations in Illinois, so that these entities and activities are centralized and under the common control of a regional Adventist Health System entity;

WHEREAS, the Health Care Board, at a meeting held on June 6, 2013, approved the transfer of the ownership and assets of Adventist La Grange Memorial Hospital, which currently operates as a division of Sunbelt, to the Illinois not for profit corporation known as "Adventist Hinsdale Hospital," to operate as a division of the Adventist Hinsdale Hospital corporation; and

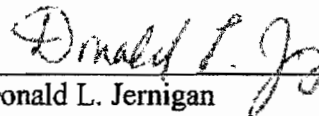
WHEREAS, pursuant to the September Resolution, the Boards authorized the formation of the Committee to exercise fully all of Health Care's and Sunbelt's membership rights and authority by majority vote to the extent that, in furtherance of the Affiliation, it is necessary for Health Care and Sunbelt to take additional and more specific actions.

NOW, THEREFORE, the members of the Committee resolve as follows:

1. Change of Corporate Member of Adventist GlenOaks Hospital and Adventist Bolingbrook Hospital. The members of the Committee authorize Sunbelt to transfer its role as the sole corporate member of Adventist GlenOaks Hospital and of Adventist Bolingbrook Hospital to the Illinois not for profit corporation known as "Adventist Hinsdale Hospital."

2. Change of Legal Name of Adventist Hinsdale Hospital. The members of the Committee authorize Health Care to terminate "Adventist Midwest Health" as a d/b/a of Health Care, and authorize Adventist Hinsdale Hospital to change its legal name to "Adventist Midwest Health," and to establish "Adventist La Grange Memorial Hospital" and "Adventist Hinsdale Hospital" respectively as d/b/a's of Adventist Midwest Health.

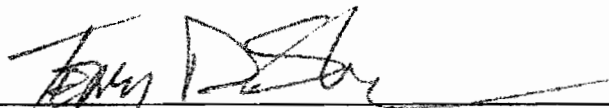
4. Other Actions. The members of the Committee authorize, empower and direct any officer of Health Care or any individual authorized by an officer of Health Care, in the name and on behalf of Health Care, to take all actions and execute all documents necessary and appropriate to carry out and operationalize this internal restructuring of the Hospitals located in the Chicago, Illinois market, including, but not limited to, all actions and documents related to (i) the amendment to the respective entities bylaws and other governing documents, (ii) the filing of amended articles of incorporation, legal name changes and establishment of assumed names with the Illinois Secretary of State, and (iii) the preparation and filing with the Illinois Health Facilities and Services Review Board any necessary Certificate of Exemption Application Forms.



Donald L. Jernigan
Chief Executive Officer, Health Care



Richard K. Reiner
President, Health Care Multi-State Division



Terry D. Shaw
Chief Operating Officer, Health Care