

EXHIBIT A

RESTATED AND AMENDED
ARTICLES OF INCORPORATION OF
CUMBERLAND COUNTY HOSPITAL SYSTEM, INC.

ARTICLE ONE

NAME: The name of this Corporation is Cumberland County Hospital System, Inc.

ARTICLE TWO

DURATION: The period of duration of this Corporation shall be unlimited.

ARTICLE THREE

PURPOSES: The purposes for which the Corporation is organized are:

1. The operation and maintenance of community general hospitals and related facilities.
2. The Corporation shall principally be concerned with the health care of the people of Cumberland County, but the Corporation may also provide health care to other persons who are in need of health care from the Corporation.
3. To contract with physicians and others for the delivery of health care, to construct, maintain and operate or lease health care related buildings and clinics, nursing homes and other related facilities, and to perform all other activities related to health care, principally for the benefit of the people of Cumberland County, but also for the benefit of other people who need health care.
4. This Corporation shall perform no function or activity, except that which is related to the accomplishment of the foregoing purposes.

ARTICLE FOUR

MEMBERS: This Corporation shall have no members.

ARTICLE FIVE

DIRECTORS: The Corporation shall have twenty Trustees who shall be the directors of the Corporation. These Trustees shall direct the management of the Corporation, and

perform the duties and have the responsibilities of corporate directors. No Trustee may be removed from office except for just cause by action of a majority of the Board of Trustees.

The Cumberland County Manager and the Chair of the Cape Fear Valley Health Foundation (or his or her designee) shall be non-voting, ex officio members of the Board of Trustees.

The Board of Trustees shall be comprised of the following:

- (a) Seven Trustees who are the seven members of the Cumberland County Board of Commissioners (“Board of Commissioners”), as further reflected herein Seats 1-7.
- (b) Eight at large Trustees, who shall (1) be appointed by the Board of Commissioners, (2) be a resident of Cumberland County, North Carolina, (3) be eighteen years of age or older, (4) demonstrate an interest in and concern for the quality of health care for Cumberland County’s residents and the Corporation’s patients, and (5) not be an employee of Cumberland County or the Corporation, as further reflected herein Seats 8-15. Two of these Trustees shall be Medical Doctors currently or previously licensed to practice medicine in the State of North Carolina; one of these Trustees shall be a Nurse currently or previously licensed to practice nursing in the State of North Carolina. The Board of Trustees of Cumberland County Hospital System, Inc. shall nominate one Medical Doctor for each of these Medical Doctor Trustee positions, when such Trustee’s term is expiring. Such nominations shall not be binding upon the Board of Commissioners.
- (c) Five at large members, who shall (1) be appointed by the Board of Trustees, (2) be a resident of Cumberland County, North Carolina, (3) be eighteen years of age or older, (4) demonstrate an interest in and concern for the quality of health care for Cumberland County’s residents and the Corporation’s patients, and (5) not be an employee of Cumberland County or the Corporation, as further reflected herein Seats 16-20. Three of these Trustees shall be Medical Doctors currently or previously licensed to practice medicine in the State of North Carolina; one of these Trustees shall be a Nurse currently or previously licensed to practice nursing in the

State of North Carolina. Two of these Medical Doctors shall be the Chief and Vice-Chief of the Medical Staff of Cumberland County Hospital System, Inc. The Medical Society of Cumberland County shall nominate one Medical Doctor for this Medical Doctor Trustee position, when such Trustee's term is expiring. Such nomination shall not be binding upon the Board of Trustees.

The term of office for all Trustees shall be three years, provided, however, that each member of the Board of Commissioners shall serve during his or her term of county office, the Chief of Staff and Vice-Chief of Staff shall serve during their terms of office on the medical staff, and further provided that a Trustee appointed to fill an unexpired term shall serve the remainder of that term.

The terms of the members of the Board of Trustees shall be staggered, and appointments shall be made, so that approximately one-third of the Trustees' terms shall expire each year (other than members of the Board of Commissioners or the Chief of Staff or the Vice-Chief of Staff, who shall serve during his or her term in office).

The current Trustees (as of Restatement of these Articles), their seat numbers for future reference, the length of their current terms (with some terms having received a one-time extension to a permit a common term expiration date in January), and the entity that appoints or elects their successors are as follows:

No./Trustee	Term Commencement & Expiration	Appointing Entity
1. Dr. John T. Henley, Jr.	Term of county political office	County
2. Talmage S. Baggett, Jr.	Term of county political office	County
3. J. Breeden Blackwell	Term of county political office	County
4. Jeannette M. Council	Term of county political office	County
5. Kenneth S. Edge	Term of county political office	County
6. Billy R. King	Term of county political office	County
7. Diane Wheatley	Term of county political office	County
8. Mary G. Buie, R.N.	January 2004 – January 2007	County
9. Sid Gautam, Ph.D.	September 2003–January 2006	County

No./Trustee	Term Commencement & Expiration	Appointing Entity
10. John Griffin, Jr., Ed.D.	January 2005 – January 2008	County
11. Donald W. LaHuffman	September 2003 – January 2007	County
12. Ralph Mitchell	September 2002 – January 2006	County
13. Alice Stephenson	September 2003 – January 2007	County
14. Dr. Rakesh Gupta (Medical Doctor Seat)	January 2005 – January 2008	County
15. Dr. W. Dickson Schaefer (Medical Doctor Seat)	April 2005 – January 2006	County
16. Dr. Nitin Desai (Chief of Staff Seat)	October 2004 – October 2006	Board of Trustees
17. Dr. Dinesh N. Chandra (Vice Chief of Staff Seat)	October 2004 – October 2006	Board of Trustees
18. Dr. George L. Cooper (Medical Society nominee)	January 2005 – January 2006	Board of Trustees
19. Emmett Fogle	January 2003 – January 2007	Board of Trustees
20. Katheryn Jenifer, R.N.	September 2004 – January 2008	Board of Trustees

All vacancies in the membership of the Board of Trustees by reason of death, resignation, or as otherwise provided by the By-laws, shall be immediately reported by the Board of Trustees to the Board of Commissioners. The Board of Commissioners or the Board of Trustees, depending on the appointing authority for the Trustee, shall fill such vacancies as soon as practicable by appointment for the remainder of the unexpired term only.

The Board of Trustees may suggest to the Board of Commissioners the nomination of appropriate persons for the office of Trustee when any such County Board appointed trusteeship may become open from time to time, for whatever reason.

No person (except members of the Board of Commissioners) shall serve more than two consecutive full terms of three years as a member of the Board of Trustees. Service as a Trustee for the remainder of an unexpired term or of a staggered short term shall not be included in computing maximum consecutive service on the Board of Trustees. Every Trustee shall be subject to and comply with such conflicts of interest statutes, regulations, ordinances, rules, policies and codes as may be applicable.

ARTICLE SIX

POWERS: The Board shall have the power to adopt, alter, amend and rescind the necessary articles and by-laws for the proper functioning of the Board of Trustees and the good

government of the corporate affairs by a majority vote of the Trustees in office at the time. However, the Board shall not alter the provisions of Articles Four, Five, Six, or Ten without the consent of the Board of Commissioners.

ARTICLE SEVEN

OFFICERS: The Board of Trustees shall annually elect officers from its own membership consisting of: (1) Chairman; (2) First Vice Chair; (3) Second Vice Chair; (4) Secretary and Treasurer.

All such officers shall be members of the Board of Trustees, provided however that the Chairman may not also be a member of the Board of Commissioners. The Corporation shall employ a President /Chief Executive Officer, who shall be appointed by the Board of Trustees, with the approval of the Board of Trustees. The President/Chief Executive Officer shall serve at the pleasure of the Board of Trustees, who shall have authority to discharge the President/Chief Executive Officer. The President/Chief Executive Officer will be responsible to the Trustees for the proper and efficient management of the corporate affairs.

ARTICLE EIGHT

NOT FOR PROFIT: In no event shall any person, firm or corporation acquire or be entitled to any emoluments, property or things of value from the Corporation other than compensation or benefits earned under a contract of employment or as officers, or under other contracts properly entered into as a business transaction of the Corporation.

The Corporation shall not issue capital stock and shall be operated without profit to any Trustee, officer or any other individual, and no part of the net earnings shall inure, or may lawfully inure, to the benefit of any Trustee, officer or any other individual. No Trustee shall receive compensation for his or her service as a Trustee, but shall be entitled to reasonable reimbursement for expenses incurred in connection with the performance of his or her duties as a Trustee.

ARTICLE NINE

AUDIT AND BUDGET: The Board of Trustees shall cause annual, certified audits to be made of the Corporation. The Board of Trustees shall also cause a budget to be prepared for each fiscal year.

ARTICLE TEN

OPERATION AND PLANNING: The Corporation will continue the operation of its hospitals as fully accredited community general hospitals. The Corporation shall also use good faith efforts towards the goal of increasing its utilization and patronage of historically underutilized businesses.

An affirmative vote of sixteen (16) of the twenty (20) members of the Board of Trustees of the Corporation in office and the consent of Board of Commissioners shall be required in order to terminate the provision of emergency medical services or to sell, lease, enter into a management contract with, merge, dissolve or liquidate the Corporation. In the event of the dissolution or liquidation of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the Board of Trustees shall donate, transfer, deliver and convey all of its moneys, properties, and other assets: (a) to any successor organization having purposes which are similar to the existing Corporation's purposes, provided that the successor organization is exempt from taxation under § 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law and the successor corporation and the donation, transfer, delivery and conveyance to it are approved in writing by the Board of Commissioners; or (b) if there is no successor corporation, then to the County of Cumberland, to be used exclusively for the accomplishments of the purposes for which the Corporation was formed.

ARTICLE ELEVEN

ADDRESS: The address of the registered office is 1638 Owen Drive, City of Fayetteville, County of Cumberland, State of North Carolina. The mailing address of the registered office is P. O. Box 2000, Fayetteville, North Carolina 28302. The name of the registered agent is Richard H. Parks, and his address is the same as the registered office stated above.

IN WITNESS WHEREOF, CUMBERLAND COUNTY HOSPITAL SYSTEM, INC. has caused this instrument to be signed in its name by its President, attested by its Secretary and its corporate seal hereto affixed.

CUMBERLAND COUNTY HOSPITAL SYSTEM INC.

BY: _____
President

ATTEST:

Secretary

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, _____, a notary public, hereby certify that on this ____ day of _____, 20__, personally appeared before me _____ and _____, each of whom being by me first duly sworn, declared that he signed the foregoing document in the capacity indicated, that he was authorized so to sign, and that the statements therein contained are true.

Notary Public

My Commission Expires:
