

INTRODUCTION

The Western Marquette County Health Foundation (Doing Business as the West End Health Foundation) is a conversion 501 c (3) foundation that materialized on July 1, 2014 following Bell Hospital's agreement to its purchase by LifePoint Hospitals. It is a stand-alone corporation and is not affiliated in any way with LifePoint, Bell Hospital, or Superior Health Foundation (formerly Marquette General Foundation).

The Bell Foundation, which provided funding to Bell Hospital to invest in new technology, equipment, and to build the new hospital, transitioned into the West Health Foundation. In July 2019, the Western Marquette County Health Foundation started to use the Doing Business a name of the West End Health Foundation. The Bell Foundation non-profit tax ID was transferred to the new foundation.

The original sale agreement of Bell Hospital included a \$1M donation to a locally governed charity to provide grants to the community. While \$1M is certainly a lot of money, the board of directors of the foundation understood that it was not enough to create a sustainable, independent grant making organization. Operational costs and granting expenses, as well as compliance expenses associated with being the 'watch dog' organization, would deplete the \$1M quickly. The board reviewed its options, which included affiliating with an already existing foundation, establishing a plan to be a grant making organization with a sunset date, or requesting the attorney general consider increasing the \$1M to a sustainable level. In short, on July 1, 2013, the board of directors did not know what form the foundation would take.

While the sale agreement was under review by the Attorney General, the foundation board of directors had opportunities to meet with staffers from the Attorney General's Office and establish their case requesting the \$1M be revisited. The key components of the case focused on large amount of funds raised by the community during the 2005-2008 Capital Campaign and ongoing fundraising for technological initiatives, which totaled over \$7M in cash and in-kind gifts. Comparing this amounts with the \$1M figure, ongoing costs for compliance, and best practices with how granting organizations are funded (utilizing 3-5% of interest), helped the foundation board of directors' case that \$1M was insufficient to create an independent, and locally governed, grant making foundation.

In November, the foundation was notified that the \$1M contribution would be made upon finalization of the sale. In addition, however, any unused funds from the sale of the hospital would also be provided to the foundation. It was announced that the final amount (to be determined once all covenants of the sale were met) would be in the range of \$3M-\$7M. By July 1, 2014 the final amount received was \$7M.

PURPOSE OF THE FOUNDATION

The mission of the Western Marquette County Health Foundation is *Advancing health and wellness in the West End community*. The Vision of the Western Marquette County Health Foundation is *to build a culture encouraging healthy lifestyles in the West End*.

ARTICLES OF INCORPORATION OF THE FOUNDATION (AMENDED AND RESTATED)

(a Michigan Nonprofit Corporation)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Amended and Restated Articles:

1. The present name of the corporation is Western Marquette County Health Foundation (DBA the West End Health Foundation)
2. The identification number issued by the Bureau is 734651
3. Former names of the Corporation: The Bell Foundation
4. The date of filing the original Articles of Incorporation was March 5, 1992

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and restated and shall be the Articles of Incorporation of the Corporation:

Article I

The name of the Corporation is Western Marquette County Health Foundation (Doing Business as the West End Health Foundation).

Article II

The Corporation is organized exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") by receiving and administering funds to support healthcare and related activities in the Western portion of Marquette County, and conducting all activities incidental or necessary to accomplishing the foregoing purposes or otherwise permitted by Section 501(c)(3) of the Code.

Article III

The Corporation will at all times be conducted as an organization described in Section 501(c)(3) of the Code. The Corporation will not carry on any activities which are not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) a corporation eligible to receive tax deductible contributions under Section 170(c) and Section 2055, Section 2522 or Section 2106 of the Code, or (c) a nonprofit corporation organized under the laws of the State of Michigan pursuant to the Act.

No part of the assets or net earnings of the Corporation may inure to the benefit of or be distributable to its Directors, officers, or other private persons; provided,

