

**~~FIFTH SIXTH~~ AMENDED AND RESTATED
BYLAWS
OF
LUBBOCK METHODIST HOSPITAL SYSTEM**

~~Fifth-Sixth~~ Amended and Restated Bylaws of LMHS ~~July 18, 2012, July 1, 2~~

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FIFTH-SIXTH AMENDED AND RESTATED

BYLAWS

OF

LUBBOCK METHODIST HOSPITAL SYSTEM

ARTICLE 1
STRUCTURE

Section 1. Structure, Members, and Purpose. Lubbock Methodist Hospital System (the "Corporation") is a non-profit corporation organized under the laws of the State of Texas, which has no members within the meaning of the Texas Business Organizations Code Section 22.001, et seq., as from time to time amended (the "Code"). Restated Articles of Incorporation of the Corporation, as amended from time to time (the "Articles of Incorporation"), were filed in the office of the Secretary of State of the State of Texas on June 8, 1998.

Section 2. Purposes. The Corporation shall have the purposes provided in the Articles of Incorporation.

Section 3. Members. The Corporation shall have no Members.

ARTICLE II
OFFICES

Section 1. Principal Place of Business. The principal place of business of the Corporation shall be located at Lubbock, Texas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is the Corporation's registered office, as required by the Code. The registered office may but not need be identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors in accordance with applicable law.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers. The property, business, and affairs of the Corporation shall be managed and controlled by the Board of Directors, and subject to the restrictions imposed by law, the Articles of Incorporation, and these Bylaws, the Board of Directors shall exercise all of the powers of the Corporation.

Section 2. Number. The Board of Directors shall consist of a maximum of 24 Directors. The number of Directors may be increased or decreased (provided such decrease does not have the effect of shortening the term of any incumbent Director) from time to time by amendment of the Bylaws in accordance with the provisions of Article VIII, provided that the number of Directors shall never be less than three.

Section 3. Appointment and Term. Directors shall be elected to a term of three years by the Northwest Texas Conference of The United Methodist Church (the "Conference") at its Annual Session ("Annual Conference Session"), Upon nomination by the Conference Nominating Committee. At all times, ~~at least three~~ not less than a majority of the Directors shall be professing members of of a local United Methodist Church, with the majority of these members belonging to the United Methodist Church. ~~the United Methodist Church. If and when the Directors learn the Board does not comply with the majority requirement, the Board shall have a grace period of at least twelve (12) months or to a time by which the Board of Directors is able to meet compliance to resolve the non-compliance.~~ Each person serving as a Director shall hold office until the earlier to occur of (a) the expiration of the term for which he is elected or (b) his earlier death, resignation, or removal as hereinafter provided, and in either case until his successor shall have been elected and qualified.

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Directors shall be classified into three groups: Class A, B, and C. The classification of the Directors shall be as determined by the Board with the intent that the term of one (1) Class of Directors will expire each year.

Each elected Director shall be eligible for re-election to a second term of three years. At the end of two consecutive terms, the elected Director shall be eligible for election as an honorary Director, with the privilege of the floor but without vote. A person who has served two consecutive terms as an elected Director must remain off the active Board for one year before becoming eligible for re-election as a voting member.

Directors, other than Directors presently serving, shall take office at the first Annual Meeting of the Board after their election by the Conference. Said Directors shall be elected in accordance with the usage and discipline of The United Methodist Church as set forth in The Book of Discipline of The United Methodist Church for the election of Institutional Trustees.

Unless specifically excluded or prohibited by outside regulation, any appointee to the Covenant Health System Board shall also be or continue to serve as a member of the LMHS Board. Any term limit or service to the LMHS Board shall be extended to the length of the term of service to the Covenant Health System Board.

In addition to all the foregoing, ~~the District Superintendent and the Deploy Team Appointee~~ two representatives from of the Northwest Texas Conference of the United Methodist Church shall serve as ex-officio voting members of the Board of

Directors by virtue of their positions. Because they are voting members they will be considered a Board member for purposes of the maximum number of the Board of Directors.

Section 4. Removal. The Conference may remove any Director from Office, with or without cause.

Section 5. Election and Vacancies. Any vacancy occurring in the office of a Director in the interim between Annual Conference Sessions, whether by death, resignation, removal, or otherwise, shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, pending approval by the Conference Chairperson of the Board of Global Ministries of the Conference (the "Conference Chairperson"). A Director elected to fill a vacancy arising other than as a result of the completion of the term of a Director shall be elected for the unexpired term of, and shall be a member of the same class as, his predecessor in office. Any vacancy to be filled by reason of an increase in the number of Directors shall be filled by election at any meeting of the Board of Directors, pending approval by the Conference Chairperson.

Section 6. Meetings of Directors. The Directors may hold meetings, maintain an office, and keep the Corporation's books and records at such place or places within or without the State of Texas as the Board of Directors may from time to time determine; provided, however, that in the absence of any such determination, such place shall be the Corporation's principal office in the State of Texas.

Section 7. Annual Meetings. The annual meeting of the Board of Directors ("Annual Meeting") shall be held at such time and place as shall be designated from time to time by resolution of the Board of Directors, or, if not so designated, in the month of October of each year for the purpose of (a) electing officers for the ensuing year, and (b) transacting such other business as may be properly brought before such Annual Meeting.

Section 8. Regular Meetings. Regular meetings of the Board of Directors ("Regular Meetings") shall be held quarterly during the months of January, April, July, and October (in conjunction with the annual meeting). The second Wednesday of said months shall be the date of the meeting at such time and place as designated by Board Resolution. The Chair Person of the Board or the President shall have the authority to designate some other date, other than the second Wednesday, for the quarterly meetings, provided the notice provisions of Section 10 are followed.

Section 9. Special Meetings. Special meetings of the Board of Directors ("Special Meetings") shall be held at such times and places as shall be designated from time to time by (a) Chairperson of the Board, (b) a Vice-Chairperson of the Board, (c) the President, or (d) by the Secretary, if the Secretary is requested to do so in writing by any two Directors.

Section 10. Notice of Meetings. The Secretary shall give notice of the time and place of each Annual, Regular, or Special Meeting to each Director in person or by mail, fax, telegraph, telephone, or by any electronic means including but not limited to, the internet such as e-mail, at least 24 hours before such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Corporation's purposes may be considered and acted upon at such meeting. At any such meeting at which every Director shall be present even though without notice, any matter pertaining to the Corporation's purposes may be considered and acted upon.

Section 11. Quorum. A majority of the then-acting Directors shall constitute a quorum for the consideration of any matters pertaining to the Corporation's purposes. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 12. Voting. A Director may vote in person or by proxy executed in writing by the Director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

Section 13. Conduct of Business. At meetings of the Board of Directors, matters pertaining to the Corporation's purposes shall be considered.

At all meetings of the Board of Directors, the Chairperson of the Board shall preside, and in the absence of the Chairperson, any Vice-Chairperson of the Board shall preside, and in the absence of any Vice-Chairperson, the President shall preside, and in the absence of the President, a Chairperson shall be chosen by the Board of Directors from among the Directors present.

The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the Chairperson may appoint any person to act as secretary of the meeting.

Section 14. Compensation of Directors; Expenses. Persons serving as Directors shall not receive any salary or compensation for their services as Directors; provided, however, that nothing contained herein shall be construed as precluding any Director from receiving compensation in a reasonable amount for personal services rendered (other than services rendered as a Director) that are reasonable and necessary in carrying out the Corporation's purposes as the Board of Directors may from time to time determine. A Director shall be entitled to reimbursement for reasonable expenses incurred by him or her in carrying out his or her duties as a Director.

Section 15. Liability of Directors. A Director must discharge the duties of a

Director, or as a member of a committee of the Corporation, in good faith, with ordinary care and in a manner the Director believes is in the best interest of the Corporation. A Director may, in good faith, rely on information, opinions, reports, and statements (including financial statements and financial data) concerning the Corporation as prepared and presented by:

- a. Officers and employees of the Corporation;
- b. Legal counsel, public accountant, or others that the Director reasonably believes are within the person's professional or expert competence;
- c. A committee of the Board of which the Director is not a member;
and
- d. Religious authorities where the Director believes that reliance and confidence are justified as to matters believed to be reliable and competent.

A Director is not acting in good faith if the Director or the Director's immediate family have a financial stake in a matter and the Director fails to disclose such interest to the other members of the Board of Directors and votes on the matter.

A Director is not relying in good faith if the Director has knowledge concerning the matter in question that makes reliance unwarranted.

To avoid liability, a Director must cast his or her dissent, either orally or in writing. The dissent must either become a part of the minutes or by separate writing filed with the Secretary of the Corporation.

ARTICLE IV COMMITTEES

Section I. Board Committees. The Board of Directors may from time to time designate members of the Board of Directors to constitute committees that shall have and may exercise such powers as a majority of the Board of Directors may determine in the resolution that creates the committee. The Board of Directors may appoint individuals who are not members of the Board of Directors to any committee; provided, however, that a majority of the committee members shall be members of the Board of Directors if such committee exercises the authority of the Board of Directors in the management of the Corporation. The following shall constitute permanently designated Board Committees:

- a. Operating Committee. The Operating Committee shall consist of at least three persons, and shall:

- (1) Determine the financial feasibility of Corporation projects, acts, and undertakings referred to it by the Board;
- (2) Review the financial statements and appraise the performance of the Corporation;
- (3) Counsel with the Board and the Officers on both current and long-term fiscal affairs and make recommendations to the Board concerning the fiscal affairs of the Corporation;
- (4) Recommend policies and agencies for the management of the funds of the Corporation;
- (5) Oversee the financial and legal audit needs of the Corporation and make recommendations to the board regarding such needs;
- (6) Oversee and make recommendations to the Board regarding the insurance needs of the Corporation;
- (7) Perform such other operational, management, or fiscal duties of the Corporation as may be assigned to it from time to time by the Board or Chairperson of the Board; and
- (8) Oversee Annual Conflict of Interest process.

b. Oversight Committee. The Oversight Committee shall consist of at least five persons. The Oversight Committee shall be responsible for overseeing the relationship of the Corporation to Covenant Health System and perform such other duties of the Corporation as assigned to it from time to time by the Board or Chairperson of the Board.

c. Nominating Committee. The Nominating Committee shall consist of at least three persons. The Nominating Committee shall:

- (1) Make recommendations to the Conference concerning candidates for Directors;
- (2) Make recommendations to the Board concerning candidates for election as officers of the Board;
- (3) Make recommendations to the Board concerning candidates for appointment as Chairpersons and members of Corporation Committees;
- (4) Make recommendations to the Board concerning candidates to fill vacancies in any of the foregoing positions at the earliest possible time after the occurrence of the vacancy. The functions of the

Nominating Committee shall be carried out in a timely manner to generally coincide with the calendar of Corporation actions which shall be from time to time promulgated by the Board and which may be attached to these Bylaws for reference; and

(5) Make recommendations for candidates to the Covenant Health System Board.

d. Other committees, including, without limitation, an executive committee having and exercising the authority of the Board of Directors in the management of the Corporation, may be designated and members appointed by a resolution adopted by the Board of Directors, or by the President if authorized by a resolution of the Board of Directors or by these Bylaws.

Section 2. Procedures; Meetings; Quorum. Any committee created by the Board of Directors or these Bylaws, unless otherwise expressly provided herein, shall: (a) have a Chairperson designed by the Board of Directors; (b) fix its own rules or procedures; (c) meet at such times and at such place or places as may be provided by such rules or by resolution of such committee or resolution of the Board of Directors; (d) keep regular minutes of its meetings and cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation and report the same to the Board of Directors at its next succeeding meeting. At every meeting of any such committee, the presence of a majority of all the members thereof shall constitute a quorum, and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any action, unless otherwise expressly provided in the committee's rules or procedures or these Bylaws or by the Board of Directors.

The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting of such committee and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint the designated alternate Director to act at that meeting in the place of the absent or disqualified member.

ARTICLE V **OFFICERS**

Section 1. Number; Titles; and Term of Office. The officers of the Corporation shall consist of a Chairperson of the Board, a Vice-Chairperson of the Board, a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. Such other officers shall have such authority and responsibility as may be assigned to them by the Board of Directors. Any two or more offices may be held by the same individual, except the offices of President and Secretary. The term of office for the officers elected or

appointed by the Board of Directors shall be for a term ending on the date of the next Annual Meeting of the Corporation after the appointment or election of such officer. In any event, a duly-elected officer shall serve in the office to which he or she is elected until his or her successor has been elected and qualified.

Section 2. Removal. Any officer or agent or member of a committee elected or appointed by the Board of Directors may be removed by the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Election or appointment of an officer or agent or member of a committee shall not of itself create contract rights.

Section 3. Vacancies. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 4. Powers and Duties of the Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board of Directors, and shall have any other powers and duties as may be assigned to such officer in these Bylaws or from time to time by the Board of Directors.

Section 5. Powers and Duties of a Vice Chairperson of the Board. In the absence of the Chairperson of the Board, or in the event of his or her inability or refusal to act, a Vice Chairperson of the Board shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be designated in the Bylaws and as may be assigned from time to time by the Board of Directors.

Section 6. Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. Subject to the control of the Board of Directors, the President shall: (a) have general executive charge, management, and control of the properties, business, and operations of the Corporation with all such powers as may be reasonably incident to such responsibilities; (b) have the authority to agree upon and execute all leases, contracts, evidences of indebtedness, and other obligations in the name of the Corporation subject to the approval of the Board of Directors; and (c) have such other powers and duties as may be designated in these Bylaws and as may be assigned to such officer from time to time by the Board of Directors.

Section 7. Powers and Duties of a Vice President. Each Vice President shall have such powers and duties as may be assigned to such officer by the Board of Directors, including the performance of the duties of the President upon the death, absence, or resignation of the President or upon the President's inability to perform the duties of such office. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 8. Powers and Duties of the Treasurer. The Treasurer shall have custody of all of the Corporation's funds and securities that come into such officer's hands. When necessary or proper, the Treasurer: (a) may endorse or cause to be

endorsed, when necessary or proper, in the name and on behalf of the Corporation, checks, notes, and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Corporation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Directors; (b) may sign or cause to be signed all receipts and vouchers for payments made to the Corporation, either alone or jointly with such other officer as may be designated by the Board of Directors; (c) whenever required by the Board of Directors, shall render or cause to be rendered a statement of the cash account; (d) shall enter or cause to be entered regularly in the Corporation's books to be kept by such officer for that purpose full and accurate accounts of all moneys received and paid out on account of the corporation; (e) perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; and (f) if required by the Board of Directors, give such bond for the faithful discharge of such officer's duties in such form as the Board of Directors may require.

Section 9. Powers and Duties of the Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; shall attend to the giving and serving of all notices; in furtherance of the Corporation's purposes and subject to the limitations contained in the Articles of Incorporation, may sign with the President in the name of and on behalf of the Corporation, and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments of the Corporation; shall have charge of the Corporation's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall be open at reasonable times to the inspection of any Director upon application at the Corporation's office during business hours; and shall in general perform all duties incident to the office of the Secretary, subject to the control of the Board of Directors.

Section 10. Compensation of Officers. The Board shall consider the extent to which Officers shall receive salary or compensation in reasonable amounts for personal services rendered that are necessary and reasonable in carrying out the Corporation's purposes; provided, however, nothing shall prohibit Officers from serving without compensation; and provided further, to the extent the Board determines that Officers are entitled to receive salary or compensation, in no event shall such salary or compensation be excessive.

Section 11. Liability of Officers. An officer, particularly a Director/employee, must discharge the duties of the office in good faith, with ordinary care, and in a manner the officer believes is in the best interest of the Corporation. Good faith is not exhibited when an officer fails to disclose that the officer or some member of the officer's immediate family has a financial or other stake or conflict of interest in a matter and fails to disclose such interest or has knowledge concerning the matter in question that makes reliance on reports or matters represented by others to be unwarranted.

ARTICLE VI
MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The corporation's fiscal year shall begin June 1 and end May 31, unless otherwise determined by the Board of Directors.

Section 2. Seal. The Corporation's seal, if any, shall be such as may be approved from time to time by the Board of Directors.

Section 3. Notice and Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed, postage-paid wrapper addressed to the person entitled thereto at such person's post office address, or by fax or by electronic means such as the internet such as e-mail, addressed to the person entitled thereto as such person's fax or internet or e-mail address, as such appears in the records of the Corporation, and such notice shall be deemed to have been given on the date of such mailing. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 4. Resignations. Any Director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Action Without a Meeting by Directors or Committees; Telephone Meetings. Any action required by law or these Bylaws to be taken at a meeting of the Board of Directors, or any committee, or any action which may be taken at a meeting of the Board of Directors, or of any committee thereof may be taken without such a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors, or members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State. Subject to the requirements of law for notice of meetings, unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such Board of Directors or committee, as the case may be, by means of a conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE VII

INDEMNIFICATION

Section 1. Right to Indemnification. Subject to any limitations and conditions in these Bylaws, including, without limitation, this Article VII, each person who was or is made a party to or is threatened to be made a party to, or is involved in any threatening, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative (a "Proceeding"), or any appeal of such a Proceeding or any inquiry or investigation that could lead to a Proceeding, by reason of the fact that he or a person of whom he is the legal representative, is or was a Director or officer of the Corporation, or while a Director or officer of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, shall be indemnified by the Corporation to the fullest extent authorized by the Code, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including, without limitation, attorneys' fees) actually incurred by such person in connection with a proceeding, but if the Proceeding was brought by or in behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred or suffered by such person in connection therewith, and indemnification under these Bylaws shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder. In no case, however, shall the Corporation indemnify any person, or the legal representatives of any person, with respect to any matters as to which such person shall be finally adjudged in any such Proceeding to be liable on the basis that personal benefit resulted from an action taken in such person's official capacity, or in which such person is found liable to the Corporation. Any person entitled to indemnification pursuant to this Article VII is sometimes referred to herein as an "Indemnified Person."

Section 2. Advance Payment. An Indemnified Person's right to indemnification conferred in this Article VII shall include the right to be paid or reimbursed by the Corporation the reasonable expenses incurred by an Indemnified Person who was, is, or is threatened to be, made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding; provided, however, that the payment of such expenses incurred by an Indemnified Person in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of a written affirmation by such Indemnified Person of his good faith belief that he has met the standard of conduct necessary for indemnification under this Article VII and a written undertaking by or on behalf of such Indemnified Person to repay all amounts so advanced if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified under this Article VII or otherwise.

Section 3. Appearance as a Witness. Notwithstanding any other provision of

this Article VII, the Corporation may pay or reimburse expenses incurred by an Indemnified Person in connection with his appearance as a witness or other participation in a Proceeding at a time when he is not a named defendant or respondent in the Proceeding.

Section 4. Non-Exclusivity of Rights. The right to indemnification and the advancement and payment of expenses conferred in this Article VII shall not be exclusively of any other right which an Indemnified Person may have or hereafter acquire under any law (common or statutory), the Articles of Incorporation, the Bylaws, agreement, vote of disinterested Directors, or otherwise.

Section 5. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself or any Indemnified Person, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under this Article VII.

Section 6. Savings Clause. If this Article VII or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each Indemnified Person as to costs, charges, and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative to the full extent permitted by any applicable portion of this Article VII that shall not have been invalidated and to the fullest extent permitted by applicable law.

Section 7. Survival of Rights. The provisions of this Article VII shall inure to the benefit of each Indemnified Person and shall survive as a contractual right of each Indemnified Person, notwithstanding subsequent amendment of these Fifth Amended and Restated Bylaws.

ARTICLE VIII **AMENDMENTS**

These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board of Directors at any meeting if notice of the proposed amendment is contained in the notice of such meeting; provided that amendments affecting the right of the Conference, including, without limitation, amendments affecting the nomination and election of members of the Board of Directors and amendments affecting dissolution of the Corporation, must be submitted to the Conference and the Conference shall be the only authority authorized to change the manner in which the members of the Board of Directors are nominated and elected and to change the dissolution provisions of the Bylaws.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing ~~Fifth-Sixth~~ Amended and Restated

~~Fifth-Sixth~~ Amended and Restated Bylaws of LMHS ~~July 18, 2012~~[DATE OF ADOPTION]

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Bylaws of Lubbock Methodist Hospital System have been duly adopted by the Board effective as of ~~July 18, 2012~~[DATE OF ADOPTION], and supersede the Fourth Amended and Restated Bylaws as of the effective date shown above.

IN WITNESS WHEREOF, the undersigned, duly elected and acting secretary of the Corporation, has signed this Secretary's Certificate on this _____ day of _____, 2012~~2023~~.

, Secretary