

RESTATED CERTIFICATE OF INCORPORATION
OF
THE COOPER HEALTH SYSTEM
A NEW JERSEY NON-PROFIT CORPORATION

FILED

NOV 20 1998

LONNA R. HOOKS
Secretary of State

TO: Secretary of State
State of New Jersey

Pursuant to the provisions of Section 15A:9-5 of the New Jersey Non-Profit Corporation Act, the undersigned Corporation hereby executes the following Restated Certificate of Incorporation:

FIRST: The name of the corporation is THE COOPER HEALTH SYSTEM, A NEW JERSEY NON-PROFIT CORPORATION.

SECOND: The mission of The Cooper Health System (COOPER) is to be a major provider of integrated health care services to southern New Jersey and the Delaware Valley in partnership with affiliated organizations. COOPER also acknowledges and respects our ongoing and continuing commitment to our immediate neighbors. Utilizing the highest ethical and professional standards, our goal is to continuously enhance the health of people we serve and to improve the value of the care we provide. These goals will be accomplished without regard for any differentiating or discriminatory factors.

OUR APPROACH INCLUDES:

- Providing the full continuum of care with an emphasis on excellence in both primary and tertiary areas.
- Fostering the growth and development of our health care partners by mutually enhancing resources and expanding our patient base.

- Attracting high quality health care providers to assure our patients' continued access to the finest care.
- Supporting the development of innovative care management, teaching, training, and research programs.
- Providing a learning environment at the undergraduate, graduate, and continuing medical education level for physicians and other health professionals, as well as health education for patients and residents of the region.
- Providing access to innovative medical care practices, including application of technology and research.

The Cooper Health System is committed to providing the means for managing health care risk and ensuring the fiscal stability needed to maintain a vital and growing environment for our provider and payer partners and patients.

THIRD: The address of the corporation's registered office, and the name of its registered agent at that address, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
AGH&R Service Company	One Centennial Square Haddonfield, NJ 08033

FOURTH: There shall be no members of the corporation.

FIFTH: The trustees of the corporation shall be of such number, not less than three (3), as the corporation's Bylaws provide. The method of electing trustees shall be set forth in the corporation's Bylaws. One or more of the trustees may be removed for cause by

the affirmative vote of a majority of the trustees, and a trustee may in such manner be suspended pending a final determination that cause exists for removal.

SIXTH: The present number of trustees constituting the Board of Trustees is twenty-seven (27), and the names and addresses of such trustees are listed on Exhibit A hereto.

SEVENTH: The corporation shall have such officers, who shall be appointed by the Board of Trustees in such manner, as is set forth in the corporation's Bylaws.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the corporation shall 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 distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this Certificate of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

TENTH: Upon the dissolution of the corporation, the Board of Trustees shall, after payment of all liabilities, dispose of all remaining assets, of the corporation exclusively for the purposes and in such manner, or to such an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ELEVENTH: A trustee or officer of the corporation shall not be personally liable to the corporation for damages for breach of any duty owed to the corporation, except for breaches of duty based upon an act or omission (i) in breach of such person's duty of loyalty to the corporation, (ii) not in good faith or involving a knowing violation of a law, or (iii) resulting in receipt by such person of an improper personal benefit. Any repeal or modification of this paragraph shall not adversely affect any right or protection of such person existing at the time of such repeal or modification. The liability of such person shall be further eliminated or limited to the fullest extent allowable under New Jersey law, as it may in the future be amended.

IN WITNESS WHEREOF, the corporation has executed and sealed this document on,
the 25th day of June, 1996:

THE COOPER HEALTH SYSTEM,
A NEW JERSEY NON-PROFIT CORPORATION

By: Kevin G. Halpern
KEVIN G. HALPERN
President and Chief Executive Officer

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EXHIBIT A

Patrick D. Abiuso, M.D.
5 Country Walk
Cherry Hill, New Jersey 08002

Rev. James E. Fitten
435 Chambers Avenue
Camden, New Jersey 08103

Thomas A. Bracken
8 Rolling Hill Road
Skillman, New Jersey 08558

Kevin G. Halpern
1808 Lark Lane
Cherry Hill, New Jersey 08003

Mrs. Carolyn Brann
4 Park Avenue
Riverton, New Jersey 08077

William Kalellis
508 Devon Road
Haddonfield, New Jersey 08033

James B. Carson
336 Knoll Top Lane
Haddonfield, New Jersey 08033

Gary W. Lamson
Post Office Box #327
Liberty Corner, NJ 07938-0327

Michael Cresci
2352 E. Landis Avenue
Vineland, New Jersey 08360

Jeannine LaRue
320 S. Harrison Street
Apartment #10-A
East Orange, New Jersey 07018

Joan S. Davis
1574 Kaighns Avenue
Camden, New Jersey 08103

George Norcross, III
1087 Springdale Road
Cherry Hill, NJ 08003

Hon. Warren C. Douglas
1205 Wyndmoor Road
Cherry Hill, New Jersey 08034

Thomas C. Ober
16 Blue Ridge Road
Voorhees, New Jersey 08043

Peter E. Driscoll, Esq.
"Birdwood"
Hopkins Lane
Haddonfield, New Jersey 08033

Harold L. Paz, M.D.
222 Christopher Drive
Princeton, New Jersey 08540

Mark J. Pello, M.D.
725 Mill Street
Moorestown, NJ 08057

John A. Philbrick, III
201 Ladbroke Road
Bryn Mawr, PA 19010

Charles E. Sessa, Jr.
29 Rickland Drive
Sewell, New Jersey 08080

Harvey A. Snyder, M.D.
638 Spruce Street
Philadelphia, PA 19106

Joseph Tarquini, A.I.A.
One Orchard Drive
Berlin, New Jersey 08009

Edward D. Viner, M.D.
1633 Montgomery Avenue
Villanova, PA 19085

Andrew Weber, Esq.
460 Loucroft Road
Haddonfield, New Jersey 08033

Geroge J. Weinroth, Esq.
15 Riesling Court
Marlton, New Jersey 08053

Thomas B. Whitesell
301 Tom Brown Road
Moorestown, New Jersey 08057

Robert G. Williams
159 Upland Way
Haddonfield, New Jersey 08033

Arthur Winkler
5 Meadow Run Road
Lawrenceville, NJ 08648

CERTIFICATE OF
RESTATED CERTIFICATE OF INCORPORATION OF
THE COOPER HEALTH SYSTEM
A NEW JERSEY NON-PROFIT CORPORATION

TO: SECRETARY OF STATE
STATE OF NEW JERSEY

Pursuant to the provisions of Section 15A:9-5 of the New Jersey Non-Profit Corporation Act, the undersigned corporation executes the following Certificate of Restated Certificate of Incorporation:

1. The name of the corporation is THE COOPER HEALTH SYSTEM, A NEW JERSEY NON-PROFIT CORPORATION.
2. The corporation does not have members.
3. This restatement restates and amends the Certificate of Incorporation.
4. The attached Restated Certificate of Incorporation was adopted by the Board of Trustees on June 25, 1996. The number of Trustees of the Corporation was 27, the number of Trustees voting for the Restated Certificate was 17 and against the Restated Certificate was 0, and the number of Trustees present at the meeting was 17.

IN WITNESS WHEREOF, this corporation has caused its duly authorized officer to execute this Certificate this 25th day of June, 1996.

THE COOPER HEALTH SYSTEM,
A New Jersey Non-Profit corporation

By: Kevin G Halpern
Kevin Halpern,
President and Chief Executive Officer