

# **REQUEST FOR BOARD ACTION**

## **HENDERSON COUNTY**

### **BOARD OF COMMISSIONERS**

**MEETING DATE:** 6 February 2012

**SUBJECT:** Amendment to Henderson County Hospital Corporation Articles of Incorporation

**PRESENTER:** Commissioner Edney

**ATTACHMENT(S):** Draft Amendment to Articles of Incorporation

#### **SUMMARY OF REQUEST:**

At your budget workshop, Commissioner Edney stated he wished to move forward with an amendment to the corporate charter of Henderson County Hospital Corporation ("Pardee"), adding an additional Commissioner-member the Corporation's Board of Directors/Trustees.

At the request of Commissioner Edney, the attached draft was prepared and reviewed (and approved) by bond counsel. It is now presented for the Board's consideration.

#### **BOARD ACTION REQUESTED:**

Review by the Board.

**State of North Carolina  
Department of the Secretary of State**

**ARTICLES OF AMENDMENT  
NONPROFIT CORPORATION**

Pursuant to §55A-10-05 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is: Henderson County Hospital Corporation

2. The text of each amendment adopted is as follows (*state below or attach*):

see attached

3. The date of adoption of each amendment was as follows:

February 6, 2012

4. (*Check a, b, and/or c, as applicable*)

a. ☐ The amendment(s) was (were) approved by a sufficient vote of the board of directors or incorporators, and member approval was not required because (*set forth a brief explanation of why member approval was not required*) \_\_\_\_\_

b. ☒ The amendment(s) was (were) approved by the members as required by Chapter 55A.

c. ☐ Approval of the amendment(s) by some person or persons other than the members, the board, or the incorporators was required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.

5. These articles will be effective upon filing, unless a date and/or time is specified:\_\_\_\_\_

This the \_\_\_\_\_ day of February \_\_\_\_\_, 20\_\_\_\_\_

Henderson County Hospital Corporation

\_\_\_\_\_  
Name of Corporation

\_\_\_\_\_  
Signature

Thomas H. Thompson, Chair, Henderson Co. Bd. of Commissioners, sole member

\_\_\_\_\_  
Type or Print Name and Title

Notes:

1. Filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

Attachment to  
ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF  
HENDERSON COUNTY HOSPITAL CORPORATION

Pursuant to N.C. Gen. Stat. §55A-10-02, the undersigned sole member of the corporation hereby submits the following Articles of Amendment to its Articles of Incorporation. The amendment is as follows:

1. Article V is amended by striking the second sentence ("There shall be eleven (11) . . .") thereof, and inserting in lieu thereof the following sentence:

There shall be twelve (12) voting Trustees, ten (10) Trustees who are not Henderson County Commissioners ("non-BOC Trustees"), and two (2) Trustees who may be a Henderson County Commissioner ("BOC Trustees").

2. All references throughout the Articles of Incorporation to "BOC Trustee" shall be amended to read "BOC Trustees".

3. Article V is further amended by adding the following sentence to the end of the first paragraph thereof (as previously amended):

In the event that there are two serving members of the Henderson County Board of Commissioners who are serving as voting members of the Board of Directors, the slot for a non-voting member of the Board of Directors who is also a member of the Henderson County Board of Commissioners shall remain unfilled.