

CHANGE OF NAME

ARTICLES OF AMENDMENT

FILED - CUSTOMER COPY
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

TO THE ARTICLES OF INCORPORATION OF
UNIVERSITY OF COLORADO MEDICAL SERVICES FOUNDATION

(a Colorado nonprofit corporation) 19991206783 M

\$ 25.00

SECRETARY OF STATE

The name of the corporation is University of Colorado Medical Services Foundation; however, by these Articles of Amendment, shall be changed to **"University Physicians, Incorporated"**. The Articles of Incorporation (the "Articles") of University of Colorado Medical Services Foundation (the "Corporation") filed with the Secretary of State of Colorado on January 19, 1981 shall be amended as follows:

1. In the First Article, the words "UNIVERSITY OF COLORADO MEDICAL SERVICES FOUNDATION" shall be deleted and shall be replaced by the words **"UNIVERSITY PHYSICIANS, INCORPORATED"**.

2. Paragraph 1 of the Fifth Article is deleted in its entirety and replaced by the following:

The corporation shall be a nonprofit membership corporation open to individuals who qualify for membership as provided for in the corporation's Bylaws. The rights and limitations of membership, and the grounds for termination of membership, shall be as stated in the corporation's Bylaws.

3. Paragraph 2 of the Fifth Article is deleted in its entirety and replaced by the following:

The business and affairs of the corporation shall be managed by the Board of Directors and, on a day-to-day basis, by an Executive Committee, as further provided by the corporation's Bylaws.

4. Paragraph 3 of the Fifth Article is deleted in its entirety and replaced by the following:

No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or to any private individual. However, the corporation shall be authorized to pay reasonable compensation for services rendered to it or to the University of Colorado and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation and Bylaws. No director or officer of the corporation

nor any private individual shall be entitled to share in the distribution of any of the assets of the corporation upon dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publication or distribution of statements).

5. The Sixth Article is deleted in its entirety and replaced by the following:

The address of the registered office of the corporation shall be 5250 Leetsdale, Denver, Colorado 80222 and the name of its registered agent at such address is Doug Sjoberg.

6. The Seventh Article is deleted in its entirety and replaced by the following:

The corporation shall have 23 Directors (subject to increase or decrease as provided for in the corporation's bylaws). The address for the Directors is 4200 East Ninth Avenue, Denver, Colorado, 80262. The names and campus box numbers of the Directors are:

J. Bronwyn Bateman, M.D.
Campus Box B-204

Robert Breeze, M.D.
Campus Box C-307

Kenny Chan, M.D.
Campus Box A-036/B-455

Steven Dubovsky, M.D.
Campus Box C-260-45

Laurie Gaspar, M.D.
Campus Box B-188

Lazaro Gerschenson, M.D.
Campus Box B-216

Charles P. Gibbs, M.D.
Campus Box B-113

Ronald Gibbs, M.D.
Campus Box B-198

Donald Gilden, M.D.
Campus Box B-183

Frank de Gruy, M.D.
Campus Box B-155

Richard Hamman, M.D.
Campus Box C-245

Alden Harken, M.D.
Campus Box C-305

M. Douglas Jones, M.D.
Campus Box A-036/B-065

Lawrence Ketch, M.D.
Campus Box C-309

Glenn Kindt, M.D.
Campus Box C-307

Richard Krugman, M.D.
Campus Box C-290

Michael Manco-Johnson, M.D.
Campus Box C-277

Dennis Matthews, M.D.
Campus Box E-243

Robert Schrier, M.D.
Campus Box B-178

John Singleton, M.D.
Campus Box B-158

William Weston, M.D.
Campus Box B-153

Jerome Wiedel, M.D.
Campus Box E-203

Randall Wilkening, M.D.
Campus Box A-036/B-195

7. The Eighth Article is deleted in its entirety and replaced by the following:

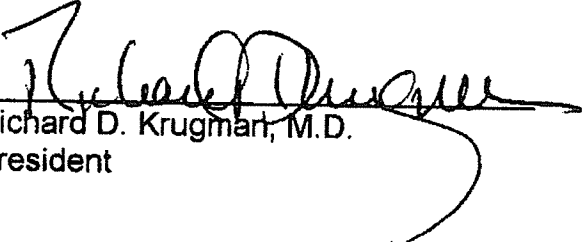
The Bylaws of the corporation shall be made and adopted by the Board of Directors and may be amended in accordance with the provisions for amendment contained in the Bylaws.

8. The Ninth Article is deleted in its entirety and replaced by the following:

These Articles of Incorporation may be amended by an affirmative vote of two-thirds (2/3) of the Directors present or represented by written proxy at a meeting at which a quorum is present, subject to any provisions in the Bylaws governing proxy voting by Directors.

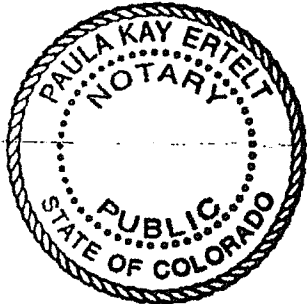
9. The Eleventh Article, concerning indemnification, is deleted in its entirety.

In accordance with the procedures for amending the Articles of Incorporation, these Articles of Amendment were adopted at a meeting of the Management Committee of the Corporation held on January 5, 1999 upon receiving a two-thirds majority vote of the Directors then in office and were approved upon receiving two-thirds of the votes of the members of the corporation at a meeting held on February 2, 1999.


Richard D. Krugman, M.D.
President

CITY AND COUNTY OF DENVER]
]ss.
STATE OF COLORADO]

Subscribed and sworn to before me by Richard D. Krugman, M.D., President of University Physicians, Inc. on this 19th day of October, 1999.



(SEAL)

My Commission Expires 02/04/2001

Paula Kay Ertelt
Address: 4500 E. 9th Ave,
Denver, Colo. 80262
My Commission Expires: _____

Lawrence Ketch, M.D.
Lawrence Ketch, M.D.
Secretary

CITY AND COUNTY OF DENVER]
]ss.
STATE OF COLORADO]

Subscribed and sworn to before me by Lawrence Ketch, M.D., Secretary of University Physicians, Inc., on this 12th day of October, 1999.

Jan J. Colby
Address: 5731 W 92nd Ave #157
Westminster CO 80031
My Commission Expires: _____

(SEAL)

My Commission Expires 03/11/2001