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Return of Organization Exempt From Income Tax

OMB No 1545-0047

2010**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2010 calendar year, or tax year beginning July 1 , 2010, and ending June 30 , 20 11	
B Check if applicable: <input checked="" type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Erlanger Health System Foundations Doing Business As Formerly T. C. Thompson Children's Foundation, Inc. Number and street (or P.O. box if mail is not delivered to street address) Room/suite 975 East Third Street B-508 City or town, state or country, and ZIP + 4 Chattanooga, TN 37403 F Name and address of principal officer Betsy Chapin Taylor 975 East Third Street, Suite B-508, Chattanooga, TN 37403
D Employer identification number 58-1664027	E Telephone number 423 778-7373
G Gross receipts \$ 1,377,150	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	J Website: ▶ www.erlangerfoundations.org
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of formation 1985 M State of legal domicile TN

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: To foster, promote, develop and encourage charitable, educational, scholastic and scientific purposes as well as promote, develop and assist the Chattanooga-Hamilton County Hospital Authority, including the solicitation of gifts and contributions and community support.
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.
	3 Number of voting members of the governing body (Part VI, line 1a) 3 8
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 8
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a) 5 0
	6 Total number of volunteers (estimate if necessary) 6 30
	7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0
b Net unrelated business taxable income from Form 990-T, line 34 7b 0	
Revenue	8 Contributions and grants (Part VIII, line 1h) 1,134,935 917,126
	9 Program service revenue (Part VIII, line 2g)
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 3,832 41,866
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) (1,932) 177,078
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) 1,136,835 1,136,070
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)
	14 Benefits paid to or for members (Part IX, column (A), line 4)
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)
	16a Professional fundraising fees (Part IX, column (A), line 11e)
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 370,832
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24b) 1,438,426 684,291
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 1,438,426 684,291
	19 Revenue less expenses. Subtract line 18 from line 12 (301,591) 451,779
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 1,718,639 1,894,563
	21 Total liabilities (Part X, line 26) 1,094,114 95,098
	22 Net assets or fund balances. Subtract line 21 from line 20 624,525 1,799,465

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer <i>Betsy Chapin Taylor</i>	Date 1/25/11			
	Type or print name and title Betsy Chapin Taylor, President				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no			

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form **990** (2010)

SCANNED FEB 14 2012

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐

- 1** Briefly describe the organization's mission:
To foster, promote, develop and encourage charitable, educational, scholastic and scientific purposes as well as promote, develop, and assist the Chattanooga-Hamilton County Hospital Authority, including the solicitation of gifts and contributions and community support.
- 2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
 If "Yes," describe these new services on Schedule O.
- 3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
 If "Yes," describe these changes on Schedule O.
- 4** Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 304,586 including grants of \$) (Revenue \$)
Assists in the development and promotion of services, facilities, and equipment at the Erlanger Health System facilities and the overall development and promotion of Erlanger Health System.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services. (Describe in Schedule O.)
 (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► **\$304,586**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 ✓	
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	2 ✓	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	✓
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	✓
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	✓
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	✓
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	✓
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	✓
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	✓
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	✓
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b ✓	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	✓
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	✓
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	✓
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f ✓	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a ✓	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b	✓
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	✓
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	✓
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV	14b	✓
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	✓
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	✓
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	✓
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 ✓	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	✓
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a	✓
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b	

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	✓
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	✓
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	✓
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	✓
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	✓
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	✓
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	✓
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	✓
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	✓
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	✓
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27	✓
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	✓
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	✓
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	✓
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	✓
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	✓
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	✓
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	✓
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	✓
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	✓
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35	✓
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	✓
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	✓
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	✓

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a -0-		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b -0-		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a -0-		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)			
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		✓
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		✓
b If "Yes," enter the name of the foreign country: ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		✓
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		✓
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		✓
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		✓
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		✓
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		✓
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		✓
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state?	13a		
Note. See the instructions for additional information the organization must report on Schedule O.			
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		✓
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 1a 8		
b Enter the number of voting members included in line 1a, above, who are independent 1b 8		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		<input checked="" type="checkbox"/>
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		<input checked="" type="checkbox"/>
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	<input checked="" type="checkbox"/>	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		<input checked="" type="checkbox"/>
6 Does the organization have members or stockholders?		<input checked="" type="checkbox"/>
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		<input checked="" type="checkbox"/>
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		<input checked="" type="checkbox"/>
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	<input checked="" type="checkbox"/>	
b Each committee with authority to act on behalf of the governing body?	<input checked="" type="checkbox"/>	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.		<input checked="" type="checkbox"/>

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?		<input checked="" type="checkbox"/>
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?		<input checked="" type="checkbox"/>
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	<input checked="" type="checkbox"/>	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<input checked="" type="checkbox"/>	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done.	<input checked="" type="checkbox"/>	
13 Does the organization have a written whistleblower policy?		<input checked="" type="checkbox"/>
14 Does the organization have a written document retention and destruction policy?		<input checked="" type="checkbox"/>
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official		
b Other officers or key employees of the organization		
If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		<input checked="" type="checkbox"/>
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► Tennessee

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► J. Britton Tabor, CFO, 975 East Third Street, Chattanooga, TN 37403 (423) 778-7759

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Rick Youngblood Chair	1	✓		✓				-0-	-0-	-0-
(2) Dr. B. W. Ruffner Vice-Chair	1	✓		✓				-0-	-0-	-0-
(3) Aon Miller Treasurer	1	✓		✓				-0-	-0-	-0-
(4) Jerry Adams Board Member	1	✓						-0-	-0-	-0-
(5) Dr. Lonnie Boaz Board Member	1	✓						-0-	-0-	-0-
(6) Ruth Obear Board Member	1	✓						-0-	-0-	-0-
(7) Dr. Dan Quarles Board Member	1	✓						-0-	-0-	-0-
(8) Ron Loving Board Member	1	✓						-0-	-0-	-0-
(9) James L. Brexler Ex-Officio	1	✓						-0-	-0-	-0-
(10) Betsy Chapin Taylor President	40			✓				-0-	-0-	-0-
(11)										
(12)										
(13)										
(14)										
(15)										
(16)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
(26)										
(27)										
(28)										
1b Sub-total								-0-	-0-	-0-
c Total from continuation sheets to Part VII, Section A								-0-	-0-	-0-
d Total (add lines 1b and 1c)								-0-	-0-	-0-

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **none**

- | | Yes | No |
|--|-----|----|
| 3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> | | ✓ |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> | | ✓ |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> | | ✓ |

Section B. Independent Contractors

- 1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
none		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization none		

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	917,126			
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f ▶		917,126			
Program Service Revenue				Business Code			
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue .					
	g	Total. Add lines 2a-2f ▶					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶			11,265		11,265
	4	Income from investment of tax-exempt bond proceeds ▶					
	5	Royalties ▶					
	6a		(i) Real	(ii) Personal			
		Gross Rents					
		Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss) ▶					
	7a		(i) Securities	(ii) Other			
		Gross amount from sales of assets other than inventory	216,246				
		Less: cost or other basis and sales expenses	185,645				
	c	Gain or (loss)		30,601			
	d	Net gain or (loss) ▶		30,601			30,601
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18		a	232,513		
		Less: direct expenses	b	55,435			
		Net income or (loss) from fundraising events ▶		177,078			177,078
	9a	Gross income from gaming activities. See Part IV, line 19		a			
		Less: direct expenses	b				
Net income or (loss) from gaming activities ▶							
10a	Gross sales of inventory, less returns and allowances		a				
	Less: cost of goods sold	b					
	Net income or (loss) from sales of inventory ▶						
Miscellaneous Revenue			Business Code				
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d ▶						
12	Total revenue. See instructions. ▶			1,136,070		218,944	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2	Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages				
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits				
10	Payroll taxes				
11	Fees for services (non-employees):				
a	Management				
b	Legal				
c	Accounting				
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees				
g	Other				
12	Advertising and promotion				
13	Office expenses				
14	Information technology				
15	Royalties				
16	Occupancy				
17	Travel				
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization				
23	Insurance				
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a	Program	304,586	304,586		
b	Administrative	8,873		8,873	
c	Fundraising	370,832			370,832
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	684,291	304,586	8,873	370,832
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	926,329	1	1,254,226
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	184,485	3	138,356
	4 Accounts receivable, net	199,757	4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b		10c
	11 Investments—publicly traded securities		11	
	12 Investments—other securities. See Part IV, line 11	408,068	12	501,981
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,718,639	16	1,894,563	
Liabilities	17 Accounts payable and accrued expenses	1,094,114	17	95,098
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	1,094,114	26	95,098
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	374,201	27	614,442
	28 Temporarily restricted net assets	250,324	28	1,185,023
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances.	624,525	33	1,799,465
34 Total liabilities and net assets/fund balances.	1,718,639	34	1,894,563	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,136,070
2	Total expenses (must equal Part IX, column (A), line 25)	2	684,291
3	Revenue less expenses. Subtract line 2 from line 1	3	451,779
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	624,525
5	Other changes in net assets or fund balances (explain in Schedule O)	5	723,161
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,799,465

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		✓
b Were the organization's financial statements audited by an independent accountant?	✓	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	✓	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		✓
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

Erlanger Health System Foundations (Formerly T. C. Thompson Children's Foundation, Inc.)

Employer identification number

58-1664027

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☒ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☐ Type III—Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
- (ii) A family member of a person described in (i) above? ☐
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support test—2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	245,678	124,047	840,723	1,134,935	917,126	3,262,509
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	911,152	1,585,697	93,783	6,132	232,513	2,829,277
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	1,156,830	1,709,744	934,506	1,141,067	1,149,639	6,091,786
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6)						6,091,786

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	1,156,830	1,709,744	934,506	1,141,067	1,149,639	6,091,786
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	97,330	13,094	35,685	8,076	11,265	165,450
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	97,330	13,094	35,685	8,076	11,265	165,450
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)	1,254,160	1,722,838	970,191	1,149,143	1,160,904	6,257,236
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	97 %
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	97 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	3 %
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	3 %

- 19a 33 1/3% support tests—2010.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization . ☒
- b 33 1/3% support tests—2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization . ☐
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions . ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2010

**Open to Public
Inspection**

Erlanger Health System Foundations (Formerly T. C. Thompson Children's Foundation)

Employer identification number

58-1664027

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <input type="checkbox"/> Yes <input type="checkbox"/> No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <input type="checkbox"/> Yes <input type="checkbox"/> No		

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or education) ☐ Preservation of an historically important land area

☐ Protection of natural habitat ☐ Preservation of a certified historic structure

☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ► \$

(ii) Assets included in Form 990, Part X ► \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► \$

b Assets included in Form 990, Part X ► \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition

d ☐ Loan or exchange programs

b ☐ Scholarly research

e ☐ Other _____

c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment %

b Permanent endowment %

c Term endowment %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) <input type="text"/>				

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other <u>See attached schedule</u>		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,136,070
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	684,291
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	451,779
4	Net unrealized gains (losses) on investments	4	31,992
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	691,169
9	Total adjustments (net). Add lines 4 through 8	9	723,161
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	1,174,940

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	1,168,062
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	31,992
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	31,992
3	Subtract line 2e from line 1	3	1,136,070
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	1,136,070

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	684,291
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	684,291
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	684,291

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Part X Line 8 - Contribution from Baroness Foundation, Inc.

Part X Line 2 - The Foundation has been classified as an organization exempt from federal income tax under Internal Revenue Code Section

509(a) as an organization described in Section 501(c)(3). Accordingly, no provision for income taxes has been included in the

accompanying financial statements. At June 30, 2011, tax returns for fiscal years subsequent to 2007 are subject to examination by the

Internal Revenue Service. The Foundation has no significant uncertain tax positions at June 30, 2011. As such, no interest or penalties are

recognized in the Statement of Activities and Changes in Net Assets related to uncertain tax positions.

Part XIV Supplemental Information (continued)

This image shows a single sheet of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page. There is no handwriting or other markings on the paper.

Department of the Treasury
Internal Revenue Service

Name of the organization

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

Erlanger Health System Foundations (Formerly T. C. Thompson Children's Foundation, Inc.)

Employer identification number

58-1664027

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- | | |
|--|---|
| a <input type="checkbox"/> Mail solicitations | e <input type="checkbox"/> Solicitation of non-government grants |
| b <input type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input type="checkbox"/> In-person solicitations | |
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total						

Total

- 3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1 Physician's Brunch (event type)	(b) Event #2 Dragon Boat (event type)	(c) Other events 1 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	16,620	209,494	6,399	232,513
	2 Less: Charitable contributions				
	3 Gross income (line 1 minus line 2)	16,620	209,494	6,399	232,513
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	10,607	39,497	5,331	55,435
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(55,435)
11 Net income summary. Combine line 3, column (d), and line 10 ▶				177,078	

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				()
	8 Net gaming income summary. Combine line 1, column d, and line 7 ▶				

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____
- c** If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer

☐ Employee

☐ Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

Erlanger Health System Foundations (Formerly T. C. Thompson Children's Foundation, Inc.)

Employer identification number

58-1664027

Part VI Line 4 - Effective July 31, 2010, The Baroness Foundation, Inc. (Baroness) contributed all its assets into T. C. Thompson Children's Hospital Foundation, Inc. (TCTFN) and Baroness ceased to exist. TCTFN subsequently changed its name to Erlanger Health System Foundations, Inc.

Part VI Line 11b - After the yearly audit is completed by an independent CPA firm, the Form 990 is prepared by an employee of the finance department of Erlanger Health System. The Form 990 is then reviewed by the foundation officer who signs the return.

Part VI Line 12c - Each year Board members are required to sign a statement disclosing any conflicts of interest or stating that they do not have any conflicts of interest in regards to serving on the board of the foundation. Statements are reviewed annually by board officers.

Part VI Line 19 - Copies of any public documents of the organization are made available to the public upon request.

Part XI Line 5 - Contribution from Baroness Foundation, Inc. \$691,169

Change in unrealized gains on investments 31,992

Total \$723,161

Erlanger Health System Foundations
(Formerly T. C. Thompson Children's Foundation, Inc.)
EIN: 58-1664027
Form 990 Schedule D
Part VII Investments - Other Securities

Quantity	Description	Book Value	Method of Valuation
1,250	ALPS ETF TR ALERIAN MLP UNSOLICITED	20,050 00	End-of-year market value
40	APPLE INC UNSOLICITED	13,426 80	End-of-year market value
250	AT&T	7,852 50	End-of-year market value
200	CONOCOPHILLIPS	15,038 00	End-of-year market value
350	ENTERTAINMENT PROPERTIES	16,345 00	End-of-year market value
850	FORD MOTOR CO COM NEW	11,721 50	End-of-year market value
750	GOVERNMENT PROPERTIES INCOME	20,265 00	End-of-year market value
400	HONDA MOTOR CO ADR JAPAN	15,444 00	End-of-year market value
50	ISHARES INC MSCI BRAZIL	3,667 50	End-of-year market value
500	ISHARES INC MSCI PAC EX JAPAN INDEX FD	23,805 00	End-of-year market value
500	ISHARES MCSI CANADA INDEX FD	15,835 00	End-of-year market value
350	ISHARES IBOX \$ INV GRADE CORPORATE BOND FD	38,545 50	End-of-year market value
300	ISHARES BARCLAYS 1- 3 YEAR TREAS BOND FD	25,290 00	End-of-year market value
150	ISHARES BARCLAYS TIPS BOND FUND	16,596 00	End-of-year market value
300	ISHARES BARCLAYS 1- 3 YEAR CD BOND FD	31,485 00	End-of-year market value
350	ISHARES INC MSCI GERMANY INDEX FUND	9,411 50	End-of-year market value
2,000	ISHARES INC MSCI JAPAN INDEX FD	20,860 00	End-of-year market value
350	ISHARES S&P NORTH AMERICAN NAT RESOURCES SECTOR INDEX FUND	15,281 00	End-of-year market value
650	ISHARES TRUST S&P U S PFD STOCK INDEX FUND	25,779 00	End-of-year market value
1,250	JOHN HANCOCK BANK & THRIFT OPPORTUNITIES FUND	20,537 50	End-of-year market value
100	JOHNSON & JOHNSON COM	6,652 00	End-of-year market value
350	JOHNSON CONTROLS INC UNSOLICITED	14,581 00	End-of-year market value
250	JP MORGAN CHASE & CO	10,235 00	End-of-year market value
300	MICROSOFT CORP SPLIT 2 1	7,800 00	End-of-year market value
400	POWERSHARES WATER RESOURCES	7,744 00	End-of-year market value
100	SPDR GOLD TRUST	14,600 10	End-of-year market value
50	SPDR GOLD TRUST UNSOLICITED	7,300 05	End-of-year market value
125	TOYOTA MOTOR CORP NEW JAPAN	10,302 50	End-of-year market value
175	TRACTOR SUPPLY COMPANY UNSOLICITED PC	11,704 00	End-of-year market value
250	UNTD TECHNOLOGIES CORP	22,127 50	End-of-year market value
300	VERIZON COMMUNICATION INC UNSOLICITED PC	11,169 00	End-of-year market value
125	VISA INC CL A	10,532 50	End-of-year market value
Total		<u>501,983 45</u>	



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

**T. C. THOMPSON CHILDREN'S HOSPITAL FOUNDATION,
INC.**

July 29, 2010

**975 EAST THIRD
STREET**

CHATTANOOGA, TN 374030000 USA

Control # 164015

Effective Date: 07/31/2010 11:59 PM

Document Receipt

Receipt #: 226722

Filing Fee: \$100.00

Payment-Check/MO - CFS, NASHVILLE, TN

\$100.00

ACKNOWLEDGMENT OF MERGER

**BARONESS FOUNDATION, INC. (THE) (Hamilton County) (Qualified
Non-survivor)**

**merged into T. C. THOMPSON CHILDREN'S HOSPITAL FOUNDATION, INC.
(Hamilton County) (Qualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett, Secretary of State
Business Services Division

Processed By: Carolyn Lush

Instrument: 2010072900111
Book and Page: GI 9216 10
Charter Fee \$17.00
Data Processing Fee \$2.00
Total Fees: \$19.00
User: KL
Date: 29-Jul-2010
Time: 12:20:19 PM
Contact: Pam Hurst, Register
Hamilton County Tennessee
Electronically Recorded by Simplifile

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58

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2010 JUL 28 PM 4:22

TRE HARGETT
SECRETARY OF STATE

**ARTICLES OF MERGER
OF
THE BARONESS FOUNDATION, INC.
INTO**

T. C. THOMPSON CHILDREN'S HOSPITAL FOUNDATION, INC.

Pursuant to the provisions of Section 48-61-104 of the Tennessee Nonprofit Corporation Act, the undersigned Tennessee nonprofit corporations hereby adopt and submit the following Articles of Merger, and state as follows:

1. **Plan of Merger.** The Plan of Merger is attached hereto and was approved by each of the constituent entities in the manner prescribed by the Tennessee Nonprofit Corporation Act.
2. **Approval by T. C. Thompson Children's Hospital Foundation, Inc.** As to T. C. Thompson Children's Hospital Foundation, Inc., a Tennessee nonprofit public benefit corporation, which is the surviving entity of the merger, such corporation has no members; and, as such, no member approval was required for approval of the Plan of Merger. The Plan of Merger and the performance of its terms were duly approved and authorized at a meeting of the board of directors (the "Board of Trustees") on February 24, 2010, by the affirmative vote of the required percentage of all of the votes entitled to be cast by the trustees, in the manner prescribed by Section 48-61-103 and other applicable provisions of the Tennessee Nonprofit Corporation Act.
3. **Approval by The Baroness Foundation, Inc.** As to The Baroness Foundation, Inc., a Tennessee nonprofit public benefit corporation, such corporation has no members; and, as such, no member approval was required for approval of the Plan of Merger. The Plan of Merger and the performance of its terms were duly approved and authorized at a meeting of the Board of Directors on February 24, 2010, by the affirmative vote of the required percentage of all of the votes entitled to be cast by the directors, in the manner prescribed by Section 48-61-103 and other applicable provisions of the Tennessee Nonprofit Corporation Act.
4. **Required Notice to Tennessee Attorney General and Reporter.** Pursuant to the requirements of Section 48-61-102(b), the constituent corporations gave written notice to the Tennessee Attorney General and Reporter of the proposed merger more than twenty (20) days prior to the merger's Effective Date, as set forth in Section 5 of these Articles of Merger.
5. **Effective Date.** These Articles of Merger shall not be effective upon filing by the Secretary of State, but the delayed effective date and time they are to become effective, and the merger is to take effect, as of the end of the day on July 31, 2010.

T. C. THOMPSON CHILDREN'S HOSPITAL
FOUNDATION, INC.

By: Title: Chairman

THE BARONESS FOUNDATION, INC.

By: Title: Chairman

6750.2460

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TRE HARGETT
SECRETARY OF STATE

6758.2461

PLAN OF MERGER
by and between
THE BARONESS FOUNDATION, INC.
and

T. C. THOMPSON CHILDREN'S HOSPITAL FOUNDATION, INC.

THIS PLAN OF MERGER (this "Plan of Merger") is made effective as of July 31, 2010, by and between THE BARONESS FOUNDATION, INC., a Tennessee non-profit corporation ("Baroness"), and T. C. THOMPSON CHILDREN'S HOSPITAL FOUNDATION, INC., a Tennessee non-profit corporation ("TCTCH").

WITNESSETH:

WHEREAS, Baroness is a Tennessee non-profit public benefit corporation without members; and

WHEREAS, TCTCH is a Tennessee non-profit public benefit corporation without members; and

WHEREAS, the respective Boards of Directors of Baroness and TCTCH (collectively referred to as "Constituent Corporations") deem it advisable and in the best interests of the Constituent Corporations that Baroness merge with and into TCTCH (the "Merger") and the name of TCTCH shall be changed to Erlanger Health System Foundations;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, representations, warranties, provisions and covenants contained herein, the parties hereto, intending to be legally bound, agree as follows:

ARTICLE I
THE MERGER AND THE SURVIVING CORPORATION

1.01 The Merger. Upon the terms and subject to the conditions of this Plan of Merger, at the Effective Time (as defined below) and in accordance with the laws of the State of Tennessee, Baroness shall be merged with and into TCTCH and the separate existence of Baroness shall thereupon cease. TCTCH shall be the surviving corporation in the Merger (hereinafter sometimes referred to as the "Surviving Corporation") and shall change its name to Erlanger Health System Foundations.

1.02 Effective Time of the Merger. Subject to the provisions of Article II of this Plan of Merger, the Merger shall become effective as of the end of the day on July 31, 2010 (the "Effective Time") or at such other time as is designated in the articles of merger to be filed with the Secretary of State of Tennessee (the "Merger Filing"). The Merger Filing shall be in a form mutually acceptable to Baroness and TCTCH and shall be made as soon as practicable after the execution of this Plan of Merger by the parties.

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SECRETARY OF STATE

1.03 Charter, Bylaws and Board of Directors of Surviving Corporation. As a result of the Merger and at the Effective Time:

(a) The Charter of TCTCH, as amended and restated pursuant to the Amended and Restated Charter of T. C. Thompson Children's Hospital Foundation, Inc., attached hereto as Exhibit A and incorporated by reference herein, shall be effected by the filing of this Plan of Merger, and shall become the Charter of TCTCH as of the Effective Time. After the Effective Time, the Charter of TCTCH may be amended from time to time in accordance with its terms and as provided in the laws of the State of Tennessee.

(b) The Bylaws of TCTCH, as amended and restated pursuant to the Amended and Restated Bylaws of T. C. Thompson Children's Hospital Foundation, Inc., attached hereto as Exhibit B and incorporated by reference herein, shall be effected by the filing of this Plan of Merger, and shall become the Bylaws of TCTCH as of the Effective Time. After the Effective Time, the Bylaws of TCTCH may be amended from time to time in accordance with the terms thereof and as provided in the laws of the State of Tennessee.

(c) The Board of Directors of TCTCH as set out in the Amended and Restated Bylaws (attached hereto as Exhibit B) shall be the Board of Directors of TCTCH as of the Effective Time.

ARTICLE II APPROVAL OF TENNESSEE ATTORNEY GENERAL

Immediately following the execution of this Plan of Merger by both Baroness and TCTCH, the parties shall give written notice to the Tennessee Attorney General and Reporter of the proposed Merger, as required by T.C.A. Section 48-61-102(b).

ARTICLE III REPRESENTATIONS AND WARRANTIES OF BARONESS

Baroness represents and warrants to TCTCH as follows:

3.01 Organization. Baroness is a corporation duly organized, validly existing and in good standing under the laws of the State of Tennessee, and is duly authorized and qualified under all applicable state and federal laws to carry on its business in the places and in the manner now conducted.

3.02 Authorization. Baroness has the corporate power and authority to enter into this Plan of Merger and to effect the Merger. The execution, delivery and performance of this Plan of Merger and the transactions contemplated hereby have been approved by the board of directors of Baroness. This Plan of Merger has been duly and validly executed and delivered by Baroness and, assuming the due authorization, execution and delivery hereof by TCTCH, constitutes a valid and binding agreement of Baroness.

6758-2462

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3.03 Disclosures from TCTCH. Baroness acknowledges that it has received all the information from TCTCH requested by Baroness in analyzing whether to consummate the Merger in accordance with the terms and conditions specified in this Plan of Merger. Baroness has relied upon its own independent investigation of the advisability of the merger.

2000 JUL 28 PM 4: 22
J. HARGETT
SECRETARY OF STATE

6750.2463

ARTICLE IV REPRESENTATIONS AND WARRANTIES OF TCTCH

TCTCH represents and warrants to Baroness as follows:

4.01 Organization. TCTCH is a corporation duly organized, validly existing and in good standing under the laws of the State of Tennessee, and is duly authorized and qualified under all applicable state and federal laws to carry on its business in the places and in the manner now conducted.

4.02 Authorization. TCTCH has the corporate power and authority to enter into this Plan of Merger and to effect the Merger. The execution, delivery and performance of this Plan of Merger and the transactions contemplated hereby have been approved by the board of trustees of TCTCH. This Plan of Merger has been duly and validly executed and delivered by TCTCH, and, assuming the due authorization, execution and delivery by Baroness, constitutes a valid and binding agreement of TCTCH.

4.03 Disclosure from Baroness. TCTCH acknowledges that it has received all the information from Baroness requested by TCTCH in analyzing whether to consummate the Merger in accordance with the terms and conditions specified in this Plan of Merger. TCTCH has relied upon its own independent investigation of the advisability of the merger.

ARTICLE V CERTAIN COVENANTS

5.01 Future Cooperation; Tax Matters.

(a) Baroness and TCTCH shall each deliver or cause to be delivered to the other following the Closing such additional instruments as the other may reasonably request for the purpose of fully carrying out this Plan of Merger.

(b) TCTCH shall be responsible for the preparation of all Baroness tax returns and/or filings with any taxing agencies or departments, which become due following the Effective Date of the Merger, and shall be responsible for all costs and expenses incurred in connection with the preparation of such tax returns.

5.02 Expenses. Each party will pay its own fees, expenses and disbursements in connection with the execution, delivery and performance of this Plan of Merger and any amendments hereto.

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STATE OF TENNESSEE

5.03 Other Documents. At the Closing, TCTCH shall receive from Baroness all of Baroness's books and records, including, without limitation, minute books, corporate charters, by-laws, stock records, bank account records, computer records and all contracts with third parties.

2010 JUL 28 PM 4:22
TRE HARGETT
SECRETARY OF STATE

ARTICLE VI MISCELLANEOUS

6.01 Successors and Assigns; Rights of Parties. This Plan of Merger and the rights of the parties hereunder may not be assigned and shall be binding upon and shall inure to the benefit of the parties hereto, the successors of TCTCH and Baroness, as the case may be. Nothing in this Plan of Merger is intended or will be construed to confer upon or give any person or entity other than the parties hereto any rights or remedies under or by reason of this Plan of Merger or any transaction contemplated hereby.

6.02 Entire Agreement. This Plan of Merger and the documents delivered pursuant hereto constitute the entire agreement and understanding among the parties and supersede any prior agreement and understanding relating to the subject matter of this Plan of Merger. This Plan of Merger may be modified or amended only by a written instrument executed by the parties, acting through their respective officers, duly authorized by their respective governing bodies. Any right hereunder may be waived only by a written instrument executed by the party waiving such right.

6.03 Counterparts. This Plan of Merger may be executed simultaneously in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute but one and the same instrument. Facsimile transmission of any signed original document and/or retransmission of any signed facsimile transmission will be deemed the same as delivery of an original. At the request of any party, the parties will confirm facsimile transmission by signing a duplicate original document.

6.04 Notices. All notices and communications required or permitted hereunder shall be in writing and may be given by depositing the same in the United States mail, addressed to the party to be notified, postage prepaid and registered or certified with return receipt requested (which will be deemed given three business days after deposit), by delivering the same in person to an officer or agent of such party (which will be deemed given when actually received), or by fax or by email (provided such shows the date and time delivered).

6.05 Exercise of Rights and Remedies; Remedies Cumulative. Except as otherwise provided herein, no delay of or omission in the exercise of any right, power or remedy accruing to any party as a result of any breach or default by any other party under this Plan of Merger shall impair any such right, power or remedy, nor shall it be construed as a waiver of or acquiescence in any such breach or default, or of any similar breach or default occurring later, nor shall any waiver of any single breach or default be deemed a waiver of any other breach or default occurring before or after that waiver. No right, remedy or election any term of this Plan of Merger gives will be deemed exclusive, but each will be cumulative with all other rights, remedies and elections available at law or in equity.

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6.06 Reformation and Severability. In case any provision of this Plan of Merger shall be invalid, illegal or unenforceable, it shall, to the extent possible, be modified in such manner as to be valid, legal and enforceable, but so as to most nearly retain the original intent of the parties, and if such modification is not possible, such provision shall be severed from this Plan of Merger, and in either case, the validity, legality and enforceability of the remaining provisions of this Plan of Merger shall not in any way be affected or impaired thereby.

6.07 Section Headings; Gender. The Section headings contained in this Plan of Merger are inserted for convenience of reference only and shall not affect the meaning or interpretation of this Plan of Merger. Words of the masculine gender in this Plan of Merger shall be deemed and construed to include correlative words of the feminine and neuter genders and words of the neuter gender shall be deemed and construed to include correlative words of the masculine and feminine genders.

6.08 Governing Law and Jurisdiction. This Plan of Merger shall be construed in accordance with the laws of the State of Tennessee. The parties submit exclusively to the jurisdiction of the state courts of Hamilton County, Tennessee for the purpose of deciding any questions, disputes, or causes, whether for injunctive relief or otherwise, arising under this Plan of Merger.


6.09 Construction. The parties acknowledge and agree that each of them have participated in the drafting of this Plan of Merger and that the normal rule of construction to the effect that any ambiguities are to be resolved against the drafting party shall not be applied to the interpretation of this Plan of Merger. No inference in favor of, or against, any party shall be drawn from the fact that one party has drafted any portion of this Plan of Merger.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the respective dates set forth below, effective as of the first written above.

TCTCH:

T. C. THOMPSON CHILDREN'S HOSPITAL
FOUNDATION, INC.

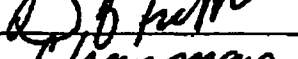
Dated: July 26th, 2010

By: 
Title: Chairman

BARONESS:

THE BARONESS FOUNDATION, INC.

Dated: July 26th, 2010

By: 
Title: Chairman

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EXHIBIT A

**AMENDED AND RESTATED CHARTER OF
T. C. THOMPSON CHILDREN'S HOSPITAL FOUNDATION, INC.**

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AMENDED AND RESTATED
CHARTER OF
T. C. THOMPSON CHILDREN'S HOSPITAL FOUNDATION, INC.

WILLIE HARGETT
SECRETARY OF STATE

Pursuant to the provisions of Title 48, Chapters 51-68, of the *Tennessee Code Annotated* (the "Tennessee Nonprofit Corporation Act"), T. C. Thompson Children's Hospital Foundation, Inc. (the "Corporation") adopts the following Amended and Restated Charter for such corporation:

Article One. The current name of the Corporation is T. C. THOMPSON CHILDREN'S HOSPITAL FOUNDATION, INC.

Article Two. The Corporation's Charter, and all previous amendments thereto, are superseded by the following Amended and Restated Charter:

1. The name of the Corporation is:

Erlanger Health System Foundations

2. This Corporation is a public benefit corporation.

3. The duration of the Corporation is perpetual.

4. The street address and zip code of the principal office of the Corporation shall be Suite B-508, 5th Floor, Physicians Office Building, 975 East Third Street, Chattanooga, County of Hamilton, Tennessee 37403.

5. The street address and zip code of the Corporation's registered office, the county in which the office is located and the name of its registered agent at that office shall be:

National Registered Agents, Inc.
2300 Hillsboro Road, Suite 305
Nashville, TN 37212

6. The Corporation is not for profit.

7. The purposes of the Corporation are as follows:

To foster, promote, develop, and encourage charitable, educational, scholastic and scientific purposes and in addition, said Corporation is organized to promote, develop, and assist the Chattanooga-Hamilton County Hospital Authority, which is a 501(c)(3) organization and a governmental hospital authority created and existing under and pursuant to the provisions of Chapter 297 of the Private Acts of the State of Tennessee of 1976, as amended by Chapter 125 to the Private Acts of the State of Tennessee of 1977, which owns and operates T. C. Thompson Children's Hospital, Baroness Erlanger Hospital, Willie D. Miller Eye Center, and

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other related health care facilities; to foster, establish, acquire, support, promote, develop, erect, maintain, own, encourage, receive and accept funds, equip, build, remodel, support, administer, staff and any other legitimate purpose or function for health care providers and institutions, including, but not limited to, hospitals, nursing homes, skill nursing facilities, intermediate care facilities, ambulatory care centers, home health care agencies and other corporations and entities which promote, develop and assist health care facilities and institutions or treat, care for, or research any and all illnesses, diseases, and/or problems or cures; to solicit and receive gifts and contributions for and on behalf of and for the purpose of promoting, developing and supporting the Chattanooga-Hamilton County Hospital Authority, as the Board of Directors of this Corporation may from time to time determine, and to promote, develop and in any way assist any other corporation one or more of whose purposes is to promote and/or develop the Chattanooga-Hamilton County Hospital Authority.

To generally assist in the development and promotion of services, facilities and equipment at T. C. Thompson Children's Hospital, Baroness Erlanger Hospital and Erlanger Health System and the overall development and promotion of T. C. Thompson Children's Hospital, Baroness Erlanger Hospital and Erlanger Health System, all such assistance to be provided to T. C. Thompson Children's Hospital and Baroness Erlanger Hospital and other Erlanger Health System facilities as units of the Chattanooga-Hamilton County Hospital Authority and coordinated therewith, and, without limiting the generality of the foregoing, shall include the following:

- a. Fostering and promoting the medical and hospital treatment and care of patients at T. C. Thompson Children's Hospital, Baroness Erlanger Hospital and Erlanger Health System;
- b. The provision of equipment, programs and services which might benefit T. C. Thompson Children's Hospital, Baroness Erlanger Hospital and Erlanger Health System; and
- c. Providing community support and public relations for T. C. Thompson Children's Hospital, Baroness Erlanger Hospital and Erlanger Health System.

This Corporation shall solicit and receive gifts and contributions for use in furtherance of its purposes and shall make, control and disburse all funds, monies and contributions in furtherance of its said purposes as the Board of Directors in their discretion shall determine. This Corporation may do any and all of the things herein set forth and all things usual, necessary or proper in the furtherance of or incidental to said purposes to the same extent as natural persons might or could do, and in any part of the world, as the principals, agents, contractors, trustees, or otherwise, and either alone or in the company of others. The Corporation may carry on any and

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all other businesses in connection with its purposes, whether selling, buying, leasing or otherwise, and to do all things not forbidden by the laws of the State of Tennessee for corporations not for profit, and with all powers conferred upon corporations by the laws of the State of Tennessee.

Notwithstanding anything herein to the contrary, the purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

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8. This Corporation is to have no members.

9. The name, address and zip code of the original incorporator is Thomas L. Chambers, 910 Blackford St., Chattanooga, Hamilton County, Tennessee 37403.

10. No part of the net earnings of this Corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This Corporation shall not participate in, or intervene in (including publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

11. Notwithstanding any other provision of this Charter, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and the Regulations thereto, as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the said Code and Regulations as they now exist or as they may hereafter be amended.

12. Upon dissolution or termination of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed in accordance with the majority vote of a committee composed of three (3) persons who are members of the Board of Trustees of the Chattanooga-Hamilton County Hospital Authority appointed by the Chair of the Board of Trustees and three (3) people from the Board of Directors of this Corporation, appointed by the Chair of the Board of Directors of this Corporation who are not members of the Board of Trustees of the Chattanooga-Hamilton County Hospital Authority nor employees of the Authority utilizing the following order of priority:

FIRST: To the Chattanooga-Hamilton County Hospital Authority, a governmental Hospital Authority created and existing under and pursuant to Legislation enacted by the State of Tennessee, to be used exclusively for public purposes.

SECOND: If the Chattanooga-Hamilton County Hospital Authority is not in existence at the time of such distribution or if it fails to qualify as a public entity at the time of distribution, then exclusively to charitable, religious, scientific, literary or educational organizations which qualify under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

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13. At least one (1) of the Directors of this Corporation must be a member of the Board of Trustees of the Chattanooga-Hamilton County Hospital Authority.

14. Prior to the election and qualification to take office of the Board of Directors, this Charter may be amended by the Incorporator. Thereafter, the Board of Directors may have power to add any provisions to or alter or amend any provisions of this Charter at a regular or special meeting of the Board of Directors, provided that a statement of its proposed actions shall be included in the notice or waiver of notice of such meeting of the Board. However, any effort by the Board of Directors to add any provisions to or alter or amend any provisions of this Charter shall not be effective or permitted without the approval of the Board of Trustees of the Chattanooga-Hamilton County Hospital Authority.

15. In addition to any other method of termination, dissolution or winding up of the affairs of this Corporation, termination of this Corporation will begin upon a two-thirds (2/3) majority vote of the Board of Trustees of the Chattanooga-Hamilton County Hospital Authority after expiration of one hundred and eighty (180) days following notice of said decision to terminate this Corporation by the Board of Trustees of the Chattanooga-Hamilton County Hospital Authority served upon the Chairman, President or Secretary of this Corporation.

16. This Corporation shall have all the powers which are granted to nonprofit corporations by the Tennessee Nonprofit Corporation Act.

Article Three. The Amended and Restated Charter of the Corporation was duly adopted on February 24, 2010, by the Corporation's board of directors (the "Board of Directors") pursuant to its approval of that certain Plan of Merger by and between The Baroness Foundation, Inc. and the Corporation, without member approval (as such was not required since the Corporation has no members).

Article Four. Additional approval for the Amended and Restated Charter of the Corporation (as permitted by T.C.A. Section 48-60-301 of the Tennessee Nonprofit Corporation Act) was not required.

IN WITNESS WHEREOF, the undersigned corporation has caused the Amended and Restated Charter to be executed in its name by its President.

DATED this 26th day of July, 2010, effective as of the 31st day of July, 2010.

T. C. THOMPSON CHILDREN'S HOSPITAL
FOUNDATION, INC.

By: 

Title: Chairman

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EXHIBIT B

**AMENDED AND RESTATED BYLAWS OF TRE HARGETT
ERLANGER HEALTH SYSTEM FOUNDATIONS SECRETARY OF STATE
(FORMERLY T. C. THOMPSON CHILDREN'S HOSPITAL FOUNDATION, INC.)**

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AMENDED AND RESTATED BYLAWS
OF
ERLANGER HEALTH SYSTEM FOUNDATIONS
(Formerly T. C. Thompson Children's Hospital Foundation, Inc.)
(A Tennessee Not for Profit Corporation)

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ARTICLE I
NAME

The name of the Corporation is Erlanger Health System Foundations (formerly T. C. Thompson Children's Hospital Foundation, Inc.).

ARTICLE II
OFFICES

The principal office of the Corporation in the State of Tennessee shall be located at Suite B508, 5th Floor, Physicians Office Building, 975 East Third Street, Chattanooga, in Hamilton County, Tennessee 37403 or at such other place as shall be lawfully designated by the Board of Directors, hereinafter sometimes called the "Board." The Corporation may have such other offices, either within or without the State of Tennessee, as the Board may designate or as the affairs of the Corporation may require from time to time.

ARTICLE III
PURPOSES: MISSION STATEMENT

3.1 Purposes. The purposes of this Corporation are set out in its Charter and shall be strictly adhered to at all times. In carrying out the purposes of this Corporation, the Directors may use any and all lawful activities, including others not specifically stated in the Charter, but incidental to the stated purposes, both directly and through contributions to any other corporation, trust, fund or foundation whose purposes for which the contribution is made are limited to the purposes set out in the Charter of this Corporation and further provided that any such activity or contribution shall conform to any applicable restrictions or limitations set forth or imposed on the Corporation by Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder or on any corporate contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code as presently enacted, or as they may hereafter be amended or supplemented, or, if they are replaced by new sections of similar import, and to the regulations thereunder.

3.2 Mission Statement. The Corporation's mission is to enhance the health and wellness of all children and adults in the region by advancing medical excellence in collaboration with visionary partners.

ARTICLE IV
MEETINGS OF BOARD OF DIRECTORS

4.1. Meetings of Board and Committees. The Board shall hold an annual meeting each year. Unless a time is otherwise specified by the Directors, said annual meeting shall be held in May of each year, or at any other time, if the notice of the meeting designates it as the annual meeting. By resolution, the Board may establish a date or dates on which regular meetings of the Board or any committee shall be held between annual meetings. A committee of the Board may meet on any date established for such or,

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if none, on the date set at its previous meeting or when earlier called by its Chairman or by any two (2) members of its members. Special meetings of the Board may be called at any time by the Chairman of the Board, if any, the President, the Secretary or any two (2) Directors.

4.2 Duties and Powers. The duties and powers of the Board of Directors of this Corporation shall be primarily administrative and governmental functions, including accounting with copies to the TCTCH Council and the Baroness Council, preparation of tax returns, hiring and firing of the President, who shall hire and fire other staff and direct their activities, paying salaries, coordination of fundraising activities between TCTCH Council and Baroness Council. The Board of Directors of this Corporation shall and does hereby delegate to each Council the planning and implementing of fundraising activities and the direction and use of the funds created from those fundraising activities to each Council.

4.3. Place of Meetings. Meetings of the Board shall be held at any place either within or without the State of Tennessee that the Board may from time to time appoint by resolution or, if no resolution is in force, at the principal office of the Corporation, or at such other place as shall have been designated in the notice of the meeting.

4.4. Notice of Requirements. Notice of annual and other regular meetings and of any special meetings, setting forth the place and the day and hour of the meeting, shall be given to each Director, by any usual means of communication, not less than one (1) day before the meeting. Any Board action to remove a Director, or to approve a matter which would require approval by the members if the Corporation had members, shall not be valid unless each Director is given at least seven (7) days' written notice that the matter will be voted upon at a Board meeting or unless notice is waived pursuant to § 48-58-204. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or any waiver of notice, except as set out in the Charter or as otherwise required by statute or these Bylaws.

4.5. Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever the Board or any committee of the Board is authorized to take any action after notice to any person or persons, or the lapse of a prescribed period of time, the action may be taken without such requirements if at any time before or after the action is completed the person (or persons) entitled to such notice or entitled to participate in the action to be taken submits a signed waiver of notice or of such requirement.

4.6. Quorum. At all meetings of the Board, a majority of the number of Directors then in office shall constitute a quorum for the transaction of business. The presence of a majority of the membership of a committee of the Board shall be required for the transaction of business. Except with respect to indemnification proceedings, common or interested Directors may always be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes, approves or ratifies a transaction of the Corporation. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

4.7. Voting. The vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board or any committee.

4.8. Presumption of Assent. A Director who is present at a meeting of the Board, or any committee thereof, shall be presumed to have concurred in any action taken at the meeting, unless his

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dissent to such action shall be entered in the minutes of the meeting or unless he shall submit his written dissent to the person acting as the secretary of the meeting before the adjournment of the meeting or shall deliver or send such dissent by registered or certified mail to the secretary of the Corporation promptly after the adjournment of the meeting. Such right to dissent shall not apply to a Director who votes in favor of such action. A Director who is absent from a meeting of the Board, or any committee thereof, at which such action is taken shall be presumed to have concurred in the action unless he shall deliver or send by registered or certified mail his dissent to such action to the secretary of the Corporation or shall cause such dissent to be filed with the minutes of the proceedings of the Board or committee within a reasonable time after learning of such action.

4.9. Action by Consent. Directors may take any action which they are required or permitted to take without a meeting on written consent, setting forth the action as taken, approved by a majority of the Directors after notice to all Directors.

4.10. Virtual Meeting Allowed. To the extent permitted by applicable law, participation by members of the Board or any committee designated by the Board in any virtual meeting of the Board or committee by means of conference telephone, web conference or similar communications equipment by means of which all persons participating in the meeting can exchange information on a real-time basis shall be permitted. Participation in such a meeting pursuant to this Paragraph 4.10 shall constitute presence in person at such meeting. The Directors shall be furnished a copy of the minutes of any meeting held under this Paragraph within a reasonable time.

ARTICLE V DIRECTORS

5.1. General Power. The business and affairs of the Corporation shall be managed by its Board of Directors.

5.2. Qualifications. Members of the Board of Directors need not be residents of the State of Tennessee, but they are required by law to be of legal age. A majority of the Board of Directors shall be individual leaders of the Chattanooga, Hamilton County, community who are not affiliated with the Chattanooga-Hamilton County Hospital Authority (the "Authority") as a member of the board of trustees, a member of the Medical Staff, or an employee of the Authority. Two (2) members of the Board of Directors shall be appointed by the Chairman of the Authority's Board of Trustees. In addition, the President of the Authority shall be an *ex officio* non-voting member of the Board of Directors, unless he or she resigns or refuses to serve for any reason. If any Director ceases, for any reason, to be qualified for his office, then his office shall be vacant without any action of the Board of Directors.

5.3. Number, Initial Directors. The number of Directors shall be nine (9), of which one shall be nonvoting *ex officio* slot of the President of the Authority. As of the effective date of these Amended and Restated Bylaws, the members of the Board of Directors and the term of each such Director, is as set forth on Exhibit A, attached hereto and incorporated by reference herein.

5.4. Election. All members of the Board of Directors (other than the Directors appointed by the Chairman of the Authority's Board of Trustees and the *ex officio* members) shall be elected by the Board of Directors, to hold office until the expirations of their term of office or until the election and qualification of their respective successors, except as otherwise provided in these Bylaws. At a regular or special meeting of the Board of Directors at least annually, a slate of Directors shall be developed and nominations shall be made for each Director (to be elected by the Board of Directors) whose term shall expire. The election of new Directors shall be held at the annual meeting of the Board of Directors of the Corporation. The Board shall always consist of three (3) members from the TCTCH Council, three (3)

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members from the Baroness Council, two (2) members of the Authority's Board of Trustees, and the President of the Authority as an *ex officio* non-voting member.

5.5. Term of Directors. Directors shall be elected for terms of two (2) years. They shall be eligible to succeed themselves upon re-election for a second and third term, but shall not be eligible for further re-election until being off the Board for at least one (1) year.

5.6. Vacancies in Board. A vacancy occurring in the Board for any reason need not be filled unless the remaining Directors are fewer in number than required by the Bylaws, or unless the vacancy is one of the Directors appointed by the Chairman of the Authority's Board of Trustees. Any vacancy may be filled by majority vote of the remaining Directors. The Director or Directors so chosen shall serve until their successor or successors shall have been appointed and qualified. In the event that a vacancy occurs in the Board by reason of the fact that there is no President of the Authority, any interim President of the Authority shall be a member of the Board, *ex officio*.

5.7. Resignation. Any Director may resign at any time by giving written notice to the President or the Secretary of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the Board.

5.8. Removal. Any Director (other than a Director appointed by the Chairman of the Authority's Board of Trustees or the *ex officio* Director) may be removed by a two-thirds (2/3) majority of the remaining Directors.

5.9. Involvement. In order to assure that the mission of the corporation will be met, all regular Directors shall abide by the following requirements and/or qualifications:

- (a) A demonstrated commitment to the Corporation's mission and goals;
- (b) Available time to attend at least 75% of the meetings and to serve on committees as active participants;
- (c) Willingness to assume leadership roles;
- (d) Attendance at functions in addition to regular Board meetings;
- (e) Willingness to make an annual financial gift commensurate with individual ability.

5.10. Emeritus/Honorary Directors. The Board of Directors may select from time to time honorary directors and/or emeritus who exemplify the ideals of the corporation or in recognition of the contributions those individuals have made to advance the mission of the organization. Honorary directors and/or emeritus directors serve at the pleasure of the board and do not have term limits, attendance requirements, committee requirements or voting privileges.

ARTICLE VI

COMMITTEES

6.1. Committees. In addition to the TCTCH Council, established in Section 6.2 of these Bylaws, and the Baroness Council, established in Section 6.3 of these Bylaws, the Board, by resolution adopted by a majority of the entire Board, may designate or set up one or more committees, consisting of two (2) or more persons, who may or may not be Directors, and may delegate to such committee or

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committees all such authority of the Board that it deems desirable, except that the Board may not delegate to a committee the authority to adopt, amend or repeal the Bylaws, or to adopt a plan of distribution of corporate assets. Each committee shall report any action taken to the meeting of the Board next following the taking of such action, unless the Board otherwise requires. Each such committee, and each member of each such committee, shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law or the Charter of these Bylaws. Standing committees of the Board that do not need to be authorized or created by any action of the Board (in addition to the TCTCH Council, established in Section 6.2 of these Bylaws, and the Baroness Council, established in Section 6.3 of these Bylaws) include the Executive Committee, Finance Committee and the Governance Committee. The Executive Committee, which is comprised of at least the Chair, Vice Chair and Treasurer and may include any other members the Chair appoints, exists to handle ongoing business matters between full board meetings with the full authority of the entire Board. The Finance Committee oversees the fiscal affairs of the organization and shall be chaired by the Treasurer. The Governance Committee facilitates planning, board nominations, officer suggestions and other matters to ensure the health of the organization and should be chaired by the Vice Chair.

6.2. T. C. Thompson Children's Hospital Foundation Council.

(a) Purpose of TCTCH Council. There is hereby established the T. C. Thompson Children's Hospital Foundation Council (the "TCTCH Council"), to which the Board delegates all responsibility with respect to the following activities of the Corporation:

Generally assisting in the development and promotion of services, facilities and equipment at T. C. Thompson Children's Hospital and the overall development and promotion of T. C. Thompson Children's Hospital, all such assistance to be provided to T. C. Thompson Children's Hospital as a unit of the Authority and coordinated therewith, and, without limiting the generality of the foregoing, shall include the following:

- i. Fostering and promoting the medical and hospital treatment and care of children at T. C. Thompson Children's Hospital;
- ii. The provision of equipment, programs and services which might benefit T. C. Thompson Children's Hospital; and
- iii. Providing community support and public relations for T. C. Thompson Children's Hospital.

The TCTCH Council shall have full power to determine allocations and to make program decisions relating to T. C. Thompson Children's Hospital.

(b) Qualifications of Members of TCTCH Council. Members of the TCTCH Council need not be residents of the State of Tennessee, but are required by law to be of legal age. A majority of the members of the TCTCH Council shall be individual leaders of the Chattanooga, Hamilton County, community who are not affiliated with the Authority as a member of the Board of Trustees, a member of the Medical Staff, or an employee of the Authority. At least one (1) member of the TCTCH Council shall be a pediatrician who is a member of the Medical Staff of the T. C. Thompson Children's Hospital. One (1) member of the TCTCH Council shall be a member of the Board of Trustees of the Authority appointed by the Chairman of the Authority's Board of Trustees. In addition, the Chair of the Department of Pediatrics of the T. C. Thompson Children's Hospital and the President of the Corporation

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shall each be a non-voting member of the TCTCH Council, ex officio, unless he or she resigns or refuses to serve for any reason. If any member ceases, for any reason, to be qualified for his office, then his office shall be vacant without any action of the members of the TCTCH Council.

(c) Number of Members of TCTCH Council: Initial Members. The number of members of the TCTCH Council shall be no fewer than ten (10) and no more than twenty-five (25). As of the effective date of these Amended and Restated Bylaws, the members of the TCTCH Council and the term of each such member, is as set forth on Exhibit B, attached hereto and incorporated by reference herein.

(d) Powers and Duties. It shall be the duty of the TCTCH Council to plan and implement the fundraising activities and fundraising events for TCTCH Council, to solicit funds, to determine the projects to be supported and to allocate the funds raised to those projects, to review accountings, and to appoint or propose three (3) members to serve on the Board of Directors of this Corporation to the Directors of this Corporation for election.

(e) Election. The TCTCH Council member who is a member of the Board of Trustees of the Authority shall be appointed by the Chairman of the Board of Trustees of the Authority. All other members of the TCTCH Council (other than the *ex officio* members) shall be elected by the TCTCH Council, to hold office until the expirations of their term of office or until the election and qualification of their respective successors, except as otherwise provided in these Bylaws. At a regular or special meeting of the TCTCH Council at least annually, a slate of members of the TCTCH Council shall be developed and nominations shall be made for each member of the TCTCH Council (to be elected by the TCTCH Council) whose term shall expire.

(f) Term of Council Members. Members of the TCTCH Council shall be elected for terms of two (2) years. Members shall be eligible to succeed themselves upon re-election for up to two additional terms (i.e., a maximum of three successive terms) but shall not be eligible for further re-election until being off the TCTCH Council for at least one (1) year.

(g) Vacancies. A vacancy occurring in the membership of the TCTCH Council for any reason need not be filled unless the remaining members of the TCTCH Council are fewer in number than required by the Bylaws, or unless said member is the appointed representative of the Authority's Board of Trustees or is the only member who is a member of the Medical Staff of the T. C. Thompson Children's Hospital. Any vacancy (other than the member to be appointed by the Chairman of the Authority's Board of Trustees and other than the *ex officio* members) may be filled by majority vote of the remaining members of the TCTCH Council. The member or members so chosen shall serve until their successor or successors shall have been appointed and qualified.

(h) Resignation. Any member of the TCTCH Council may resign at any time by giving written notice to the Chair or the Secretary of the TCTCH Council. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the TCTCH Council.

(i) Removal. Any member of the TCTCH Council (other than the member to be appointed by the Board of Trustees of the Authority or the *ex officio* members) may be removed by a two-thirds (2/3) majority of the remaining members of the TCTCH Council.

(j) Involvement. In order to assure that the mission of the corporation will be met, all members of the TCTCH Council shall abide by the following requirements and/or qualifications:

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- (A) A demonstrated commitment to the corporation's mission and goals;
- (B) Available time to attend at least 75% of the meetings and to serve on committees as active participants;
- (C) Willingness to assume leadership roles;
- (D) Attendance at functions in addition to regular TCTCH Council meetings;
- (E) Willingness to make an annual financial gift commensurate with individual ability.

(k) Officers. The TCTCH Council shall have a Chair, a Secretary, a Chair Elect, and such other officers as may be elected from time to time by the TCTCH Council for terms of two (2) years. Each officer shall have such duties as may be assigned to him or her by the TCTCH Council. Officers shall be eligible to succeed themselves. Each officer shall hold office until the expiration of the term for which he is elected and thereafter until his successor has been elected or appointed and qualified. Any officer may be removed by the TCTCH Council whenever in its judgment the best interest of the TCTCH Council would be served thereby. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the TCTCH Council for the unexpired portion of the term.

6.3. Baroness Erlanger Foundation Council.

(a) Purpose of Baroness Erlanger Foundation Council. There is hereby established the Baroness Erlanger Foundation Council (the "Baroness Council"), to which the Board delegates all responsibility with respect to the following activities of the Corporation:

To promote, develop, raise funds, and assist the Authority in any way; to foster, establish, acquire, support, promote, develop, erect, maintain, own, encourage, receive and accept funds, equip, build, remodel, support, administer, staff and any other legitimate purpose of function for health care providers and institutions, including, but not limited to, hospitals, nursing homes, skill nursing facilities, intermediate care facilities, ambulatory care centers, home health care agencies and other corporations and entities which promote, develop and assist health care facilities and institutions or treat, care for, or research any and all illnesses, diseases, and/or problems or cures; to solicit and receive gifts and contributions for and on behalf of and for the purpose of promoting, developing and supporting the Authority, as the Baroness Council may from time to time determine, and to promote, develop and in any way assist any other corporation one or more of whose purposes is to promote and/or develop the Authority.

The Baroness Council shall have full power to determine allocations and to make program decisions relating to the funds it raises.

(b) Qualifications of Members of Baroness Council. Members of the Baroness Council need not be residents of the State of Tennessee, but are required by law to be of legal age. A majority of the members of the Baroness Council shall be individual leaders of the Chattanooga, Hamilton County, community who are not affiliated with the Authority as a member of the board of trustees, a member of the Medical Staff, or an employee of the Authority. At least one (1) member of the Baroness Council shall be a member of the Medical Staff of the Authority. One (1) member of the

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Baroness Council shall be a member of the Board of Trustees of the Authority appointed by the Chairman of the Authority's Board of Trustees. In addition, the Chief Medical Officer of the Authority and the President of the Corporation shall each be a non-voting member of the Baroness Council, *ex officio*, unless he or she resigns or refuses to serve for any reason. If any member ceases, for any reason, to be qualified for his office, then his office shall be vacant without any action of the members of the Baroness Council.

(c) Number of Members of Baroness Council. The number of members of the Baroness Council shall be no fewer than ten (10) and no more than twenty-five (25). As of the Effective Date of these Amended and Restated Bylaws, the members of the Baroness Council and the term of each such member, is set forth on Exhibit C, attached hereto and incorporated herein by reference.

(d) Election. The Baroness Council member who is a member of the Board of Trustees of the Authority shall be appointed by the Chairman of the Authority's Board of Trustees. All other members of the Baroness Council (other than the *ex officio* members) shall be elected by the Baroness Council, to hold office until the expirations of their term of office or until the election and qualification of their respective successors, except as otherwise provided in these Bylaws. At a regular or special meeting of the Baroness Council at least annually, a slate of members of the Baroness Council shall be developed and nominations shall be made for each member of the Baroness Council (to be elected by the Baroness Council) whose term shall expire.

(e) Term of Council Members. Members of the Baroness Council shall be elected for terms of two (2) years. Members shall be eligible to succeed themselves upon re-election for up to two additional terms (i.e., a maximum of three successive terms) but shall not be eligible for further re-election until being off the Baroness Council for at least one (1) year.

(f) Vacancies. A vacancy occurring in the membership of the Baroness Council for any reason need not be filled unless the remaining members of the Baroness Council are fewer in number than required by the Bylaws, or unless said member is the appointed representative of the Authority's Board of Trustees or is the only member who is a member of the Medical Staff of the Authority. Any vacancy (other than the member to be appointed by the Chairman of the Authority's Board of Trustees and other than the *ex officio* members) may be filled by majority vote of the remaining members of the TCTCH Council. The member or members so chosen shall serve until their successor or successors shall have been appointed and qualified.

(g) Resignation. Any member of the Baroness Council may resign at any time by giving written notice to the Chair or the Secretary of the Baroness Council. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the Baroness Council.

(h) Removal. Any member of the Baroness Council (other than the member appointed by the Chairman of the Authority's Board of Trustees and other than the *ex officio* members) may be removed by a two-thirds (2/3) majority of the remaining members of the Baroness Council.

(i) Involvement. In order to assure that the mission of the Corporation will be met, all members of the Baroness Council shall abide by the following requirements and/or qualifications:

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- (A) A demonstrated commitment to the Corporation's mission and goals;
- (B) Available time to attend at least 75% of the meetings and to serve on committees as active participants;
- (C) Willingness to assume leadership roles;
- (D) Attendance at functions in addition to regular Baroness Council meetings;
- (E) Willingness to make an annual financial gift commensurate with individual ability.

(j) **Officers.** The Baroness Council shall have a Chair, a Secretary, a Chair Elect, and such other officers as may be elected from time to time by the Baroness Council for terms of two (2) years. Each officer shall have such duties as may be assigned to him or her by the Baroness Council. Officers shall be eligible to succeed themselves. Each officer shall hold office until the expiration of the term for which he is elected and thereafter until his successor has been elected or appointed and qualified. Any officer may be removed by the Baroness Council whenever in its judgment the best interest of the Baroness Council would be served thereby. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Baroness Council for the unexpired portion of the term.

ARTICLE VII COMPENSATION OF DIRECTORS

Directors as such, shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated Officers of the Corporation. Nothing herein shall preclude a Director from serving the Corporation in any other capacity and receiving compensation for such services. The corporation shall make no loans of money or property to any Director.

ARTICLE VIII OFFICERS

8.1. **Titles of Officers.** The Corporation shall have a Chair of the Board, Vice Chair, Secretary, Treasurer, President and such other Officers as are elected. One person may be elected to more than one office, except that the offices of Chair and Secretary may not be held by the same person.

8.2. **Election.** All officers shall be elected or appointed by the Board.

8.3. **Term of Office.** The Officers of the Corporation shall be elected for terms of one (1) year and shall be eligible to succeed themselves. Each Officer shall hold office until the expiration of the term for which he is elected and thereafter until his successor has been elected or appointed and qualified.

8.4. **Removal.** Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

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8.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

8.6. Chair of the Board. The Chair of the Board, if such office is filled by the Board of Directors, shall preside at all meetings of the Board of Directors and in general shall perform all duties incident to the office of Chair of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

8.7. Vice Chair The Vice Chair shall be a member of the board and shall preside at meetings when the Chair is absent or unable to fulfill that duty. The Vice Chair shall also chair the Governance Committee and perform such other duties as may be prescribed by the Board of Directors from time to time.

8.8. The Secretary shall: (a) Ensure minutes of the Board of Directors meetings are kept (b) Ensure notices are duly given in accordance with the provisions of these By-Laws as required by law; (c) Be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents requiring a seal or to which its affixation is duly authorized; (e) Perform other duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The secretary may delegate responsibility for the taking of minutes, distribution of notices and maintenance of corporate records to an agent of the corporation.

8.9. Treasurer. The Treasurer shall: (a) provide oversight to ensure adequate policies and controls are in place to safeguard the fiscal health of the organization (b) shall ensure corporation funds are held in appropriate financial organizations such as banks, trust companies and other depositories (c) shall ensure corporation funds are invested or managed in a way that is consistent with the best interests of the organization and (d) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

8.10. President. The President shall serve as the executive officer of the Corporation and, subject to the control and authorization of the Board of Directors, shall generally supervise the day-to-day business affairs of the Corporation and provide advisory and administrative support to the Board of Directors. He or she may sign contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall also serve as a liaison between the organization and the President of the Chattanooga-Hamilton County Hospital Authority. He or she shall serve as an ex-officio member of the board but shall not hold voting privileges.

8.11. Salaries. No officer, Director or employee shall receive compensation from this Corporation.

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ARTICLE IX
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.1. Use of Funds.

(a) TCTCH Council. All funds raised by, given to or deposited to the credit of the Corporation for the benefit of T. C. Thompson Children's Hospital will be used for the benefit of T. C. Thompson Children's Hospital for purposes set out in the Charter and Section 6.2(a) of these Bylaws, and the TCTCH Council shall have sole discretion regarding the use of said funds. Any funds used for T. C. Thompson Children's Hospital or for the benefit thereof shall be used following the policies and procedures of the Authority.

(b) Baroness Council. All funds raised by, given to or deposited to the credit of the Corporation for the benefit of the Authority will be used for the benefit of the Authority for purposes set out in the Charter and Section 6.3(a) of these Bylaws, and the Baroness Council shall have sole discretion regarding the use of said funds. Any funds used for the Authority or for the benefit thereof shall be used following the policies and procedures of the Authority.

9.2. Authorization. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

9.3. Funds. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be designated by any Officer or Officers or agent or agents of the Corporation to whom such power may be delegated by the Board of Directors.

9.4. Acceptance of Gifts. The Board of Directors or any Officer or Officers or agent or agents of the Corporation to whom such authority may be delegated by the Board, may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

9.5. Bond. At the direction of the Directors, any Officer or employee of the Corporation shall be bonded. The expense of furnishing any such bond shall be paid by the Corporation.

9.6. Liability of the Chattanooga-Hamilton County Hospital Authority. The Authority shall not in any way be liable for any debt, contract, or obligation or liability of the Corporation of any kind whatsoever, unless such is agreed to in writing signed by the President of the Authority.

ARTICLE X
MISCELLANEOUS

10.1. Seal. The Corporation may have a corporate seal which may be altered at pleasure; but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character or validity or legal effect in any respect.

10.2. Indemnification. The Corporation shall indemnify Officers, Directors and other persons in accordance with Section 48-406, *et seq.* of the *Tennessee Code Annotated* to the fullest extent possible

and admissible under said statutes of the State of Tennessee as they now exist or may hereafter be amended.

10.3. Community Support, Public Relations and Fundraising. In raising funds for this Corporation, participating in fundraising drives or other public solicitations including community support and public relations, Erlanger Health System will designate clerical and other support to assist this Corporation.

10.4. Legal Counsel. Legal counsel for this Corporation shall be selected by the Board of Directors. However, if the Board of Directors uses any legal counsel other than the legal counsel for the Chattanooga-Hamilton County Hospital Authority, this Corporation shall pay for the services thereof.

ARTICLE XI AMENDMENT

These Bylaws may be amended or repealed, and new Bylaws may be adopted, by a two-thirds (2/3) vote of the Board of Directors in accordance with the Charter at a regular or special meeting of the Board provided that a statement of its proposed actions shall be included in the notice or waiver of notice of such meeting of the Board; provided, however, that any amendment to Article VI of these Bylaws must also be approved by a majority of the members of each of the TCTCH Council and the Baroness Council. The resulting Bylaws may contain any provision for the regulation and management of business of the Corporation not inconsistent with law and the Charter. Any amendment of the Charter inconsistent with these Bylaws shall operate to amend the Bylaws *pro tanto*, and those Bylaws or parts of Bylaws which merely summarize or restate the provisions of the Charter or the provisions of the Tennessee General Corporation Act or other law applicable to the Corporation shall be operative with respect to the Corporation only so far as they are descriptive of existing law and of the Charter as amended.

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SECRETARY OF STATE**EXHIBIT A
DIRECTORS
Erlanger Health System Foundations**

<u>Name</u>	<u>Date of Appointment</u>	<u>Appointing Authority</u>
Rick Youngblood, Chair	July 2010	TCT Children's Council
Dr. B.W. Ruffner, Vice Chair	July 2010	Baroness Erlanger Council
Aon Miller, Treasurer	July 2010	TCT Children's Council
Jerry Adams	July 2010	Baroness Erlanger Council
Dr. Lonnie Boaz	July 2010	Baroness Erlanger Council
Ruth Obear	July 2010	TCT Children's Council
Dr. Dan Quarles	July 2010	Erlanger Health System
TBD	August 2010	Erlanger Health System
James L. Brexler	N/A	Ex Officio

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EXHIBIT B**TCTCH COUNCIL**

<u>Name</u>	<u>Date of Appointment</u>	<u>Appointing Authority</u>	<u>Term</u>
Kino Becton	2010		First
Judy Bellenfant	2010		Third
Carolyn Brock	2009		First
Brad Cobb	2009		Second
Marc Cromie	2009		Third
Duffy Franck	2010		Third
Lisa Fritschen	2010		Third
Dr. Marvin Hall	2009		First
Dr. Hathaway Harvey	2009		Third
Karen Hutton	2009		First
Carrie Kennedy	2010		First
Jim Levine	2010		First
Virginia Ann Manson	2009		Second
Aon Miller	2010		Second
Ruth Obear	2009		Second
Dr. Dan Quarles	2010	Erlander Authority Board	First
Dr. Jason Rehm	2009		First
Keith Sanford	2009		Second
Fran Simmons	2010		Third
Duane Southerland	2010		First
Amelia Sullivan	2010		Second
Dr. Carlos Torres	2009		Second
Tom Williams	2010		Third
Sonia Young	2009		First
Rick Youngblood	2009		Second
Jim Brexler	EXO		EXO
Dr. Alan Kohrt	EXQ		EXO
Fred Moore	EXO		EXO

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EXHIBIT C

BARONESS COUNCIL

<u>Name</u>	<u>Date of Appointment</u>	<u>Appointing Authority</u>	<u>Term</u>
Jerry Adams	2010		Third
Dr. Lonnie R. Boaz, III	2010		Third
Beth Caldwell	2010		Third
Carol Campbell	2010		Third
Ann Currey	2010		Third
Allison Moore	2010		Third
Carol Mutter	2010		Second
Josh Powers	2010		First
Dr. Walter Puckett	2009		First
Dr. B.W. Ruffner	2010		Second
John Sorrow	2010		First
Gordon Street	2010		First
Dr. David Hall	Emeritus		Emeritus

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True Copy Certification and Affidavit

I, Lucretia Albert, do hereby make oath that I am the custodian of the electronic version of the attached document tendered for registration herewith, and that this is a true and correct copy of the original document executed and authenticated according to law.

Lucretia Albert
Signature

State of Tennessee

County of Davidson

Personally appeared before me, Ruth F. Arnold, a notary public for this county and state, Lucretia Albert, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Ruth F. Arnold
Notary Signature

Notary Seal:



Notary Expires AUG. 23, 2011