*Change of Accounting Period

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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.

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning July 1, 2011, and ending December 31, 20 11

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization: **BBCH Community Partners**

Doing Business As

Number and street (or P O box if mail is not delivered to street address): **300 North Avenue** Room/suite

City or town, state or country, and ZIP + 4: **Battle Creek MI 49016**

D Employer identification number: **38-1359244**

E Telephone number: **269-245-8001**

G Gross receipts $ **8,255,289**

F Name and address of principal officer: **Denise Brooks-Williams**
300 North Avenue Battle Creek MI 49015

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☑ No
If "No," attach a list (see instructions)

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◄ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ N/A

H(c) Group exemption number ▶ N/A

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1929 **M** State of legal domicile MI

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: **BBCH Community Partners continues to be a 49% owner of Bronson Battle Creek Hospital . It does not have financial operations, but BCHS Community Partners, a 501(c)(3) tax exempt public charity, serves to provide governance and management support for Bronson Battle Creek Hospital , which is an essential and integral part of the operation of Bronson Battle Creek Hospital.**

2 Check this box ▶ ☐ 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	22
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	22
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	22
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

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)		
9	Program service revenue (Part VIII, line 2g)		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	424.00	8,271,199.00
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	424.00	8,271,199.00
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) ▶		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	0	
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	0	
19	Revenue less expenses. Subtract line 18 from line 12	424.00	8,271,199.00

	Net Assets or Fund Balances	Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	84,043,858.00	70,547,336.00
21	Total liabilities (Part X, line 26)		
22	Net assets or fund balances. Subtract line 21 from line 20	84,043,858.00	70,547,336.00

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 — Date: August 14, 2012

Neil Nyberg Chairperson
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ 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

SCANNED SEP 13 2012

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III . . . . ☐

1 Briefly describe the organization's mission:

BBCH Community Partners continues to be a owner of Bronson Battle Creek Hospital (previously known as Battle Creek Health System). It owns 49% (previously 50%) of Bronson Battle Creek hsp. It (BBCP) sold 1% to Bronson Health Care group, Inc. It does not have financial operations, but provides governance andmanagement support for Bronson Battle Creek Hospital , . and this is an essential and integral part of the operation of the Hospital ,

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 organization's program service accomplishments for each of its three largest program services, as measured 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 $ ________ including grants of $ ________) (Revenue $ ________)

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 ▶** 0.00

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 for which 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 temporarily restricted endowments, permanent endowments, 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		✓
12 a	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		✓
14 a	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, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *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		✓
20 a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		✓
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	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 any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	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? *If "Yes," complete Schedule I, Parts I and III*	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? *If "Yes," complete Schedule J*	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? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25*	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? *If "Yes," complete Schedule L, Part 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? *If "Yes," complete Schedule L, Part 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? *If "Yes," complete Schedule L, Part II*	26		✓
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	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? *If "Yes," complete Schedule L, Part IV*	28a		✓
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	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? *If "Yes," complete Schedule L, Part IV*	28c		✓
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		✓
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		✓
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		✓
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	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? *If "Yes," complete Schedule R, Part I*	33		✓
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	✓	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		✓
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		✓
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	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? *If "Yes," complete Schedule R, Part VI*	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 Compliance

Check 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	N/A	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h	N/A	
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 22 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent . 1b 22			
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?	2		✓
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?	3		✓
4	attached Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	✓	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		✓
6	Did the organization have members or stockholders?	6		✓
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	✓	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		✓
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	✓	
b	Each committee with authority to act on behalf of the governing body?	8b	✓	
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*	9		✓

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		✓
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	✓	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	✓	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	✓	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	✓	
13	Did the organization have a written whistleblower policy?	13	✓	
14	Did the organization have a written document retention and destruction policy?	14	✓	
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	15a		✓
b	Other officers or key employees of the organization. If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	15b		✓
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?	16a		✓
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ None

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made 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 made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ BBCH Community Partners C/O Denise Brooks-Williams (269)245-8001 300 North Avenue, Battle Creek MI 49016

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check 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 (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(1) Neil Nyberg Chairperson	1	✓		✓				0	0	0
(2) Cindy Ruble Vice Chair	1	✓		✓				0	0	0
(3) La June Montgomery Tabron Treasurer	1	✓		✓				0	0	0
(4) Peggy Sindt Secretary	1	✓		✓				0	0	0
(5) Denise Brooks-Williams President	40	✓		✓				0	0	0
(6) Mary Ellen Benzik M.D. Trustee	1	✓						0	0	0
(7) Karen Cooper-Boyer Trustee	1	✓						0	0	0
(8) Seshagiri R Dandamudi M.D. Trustee	1	✓						0	0	0
(9) Karl Dehn Trustee	1	✓						0	0	0
(10) Randall Eberts Trustee	1	✓						0	0	0
(11) Gregory Fuller D.O. Trustee	1	✓						0	0	0
(12) William Greer Trustee	1	✓						0	0	0
(13) Brendel Hatley Trustee	1	✓						0	0	0
(14) Brenda Hunt Trustee	1	✓						0	0	0

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: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(15) Mahesh Karamchandani M.D. Trustee	1	✓						0	0	0
(16) Nelson Karre Trustee	1	✓						0	0	0
(17) Nancy Lassen Trustee	1	✓						0	0	0
(18) Steven Lins, M.D. Trustee	1	✓						0	0	0
(19) James McHale Trustee	1	✓						0	0	0
(20) Kerri Murray M.D. Trustee	1	✓						0	0	0
(21) Donald Parfet Trustee	1	✓						0	0	0
(22) Erick Stewart Trustee	1	✓						0	0	0
(23)										
(24)										
(25)										

	(D)	(E)	(F)
1b Sub-total . . . ▶	0.00	0.00	0.00
c Total from continuation sheets to Part VII, Section A . . . ▶			
d Total (add lines 1b and 1c) . . . ▶	0.00	0.00	0.00

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		✓
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? *If "Yes," complete Schedule J for such individual*	4		✓
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		✓

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. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
Foster ,Swift, Collins and Smith, P.C. 313 South Washington Square Lansing, MI	Legal	335,139

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 1

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					
	g Noncash contributions included in lines 1a-1f. $						
	h **Total.** Add lines 1a–1f ▶			0.00			
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) ▶			13,438.00			13,438.00
	4 Income from investment of tax-exempt bond proceeds ▶						
	5 Royalties ▶						
		(i) Real	(ii) Personal				
	6a Gross rents						
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss) ▶						
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other 8,592.990.00				
	b Less. cost or other basis and sales expenses		335,229.00				
	c Gain or (loss)		8,257,761.00				
	d Net gain or (loss) ▶			8,257,761.00			8,257,761.00
	8a Gross income from fundraising events (not including $ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events ▶						
	9a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities ▶						
	10a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b					
	c 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. ▶			8,271,199.00			8,271,199.00

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).

Check if Schedule O contains a response to any question in this Part IX . . . ☐

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 United States. See Part IV, line 21	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	0			
10 Payroll taxes	0			
11 Fees for services (non-employees)				
a Management	0			
b Legal	0			
c Accounting	0			
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	0			
g Other	0			
12 Advertising and promotion	0			
13 Office expenses	0			
14 Information technology	0			
15 Royalties	0			
16 Occupancy	0			
17 Travel	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	0			
23 Insurance	0			
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a				
b				
c				
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e				
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		1	
	2	Savings and temporary cash investments	128,752.00	2	8,389,653.00
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		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		12	
	13	Investments—program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	83,915,106.00	15	62,157,683.00
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	84,043,858.00	16	70,547,336.00
Liabilities	17	Accounts payable and accrued expenses		17	
	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 (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25		26	
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☐ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	84,043,858.00	27	70,547,336.00
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ 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	84,043,858.00	33	70,547,336.00
	34	Total liabilities and net assets/fund balances	84,043,858.00	34	70,547,336.00

Part XI Reconciliation of Net Assets

Check 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	8,271,199.00
2	Total expenses (must equal Part IX, column (A), line 25)	2	0.00
3	Revenue less expenses. Subtract line 2 from line 1	3	8,271,199.00
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	84,043,858.00
5	Other changes in net assets or fund balances (explain in Schedule O)	5	
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	70,547,336.00

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990. ☐ Cash ☑ Accrual ☐ 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?	2a		✓
b	Were the organization's financial statements audited by an independent accountant?	2b		✓
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?	2c		
	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: ☐ Separate basis ☐ Consolidated basis ☐ 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?	3a		✓
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	3b		

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

2011

Open to Public Inspection

Name of the organization	Employer identification number
BBCH Community Partners	**38-1359244**

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?

		Yes	No
(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?	11g(i)		✓
(ii) A family member of a person described in (i) above?	11g(ii)		✓
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		✓

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? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support
(A) Bronson Battle Creek Hospital	38-2776791	Hospital	✓		✓		✓		0.00
(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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** . . . ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) . . . 14 %

15 Public support percentage from 2010 Schedule A, Part II, line 14 . . . 15 %

16a **33 1/3% support test—2011.** 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 . . . ▶ ☐

b **33 1/3% support test—2010.** 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 . . . ▶ ☐

17a **10%-facts-and-circumstances test—2011.** 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 . . . ▶ ☐

b **10%-facts-and-circumstances test—2010.** 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 . . . ▶ ☐

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 . . . ▶ ☐

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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						
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						
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.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
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.)						

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** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2010** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests—2011.** 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—2010.** 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

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization: **BBCH Community Partners**

Employer identification number: **38-1359244**

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? ☐ Yes ☐ 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? ☐ Yes ☐ 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
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

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

			Amount
c	Beginning balance	1c	
d	Additions during the year	1d	
e	Distributions during the year	1e	
f	Ending balance	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 current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ ________ %

b Permanent endowment ▶ ________ %

c Temporarily restricted endowment ▶ ________ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

			Yes	No
	(i) unrelated organizations	3a(i)		
	(ii) related organizations	3a(ii)		
b	If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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 property	(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).)* ▶

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		
(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) **Investment in Affiliate, Bronson Battle Creek Hospital**	**62,157,683.00**
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 15.)* ▶	**62,157,683.00**

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

1. (a) Description of liability	(b) Book value
(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	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	

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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
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	
3	Subtract line **2e** from line **1**			3	
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	

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

1	Total expenses and losses per audited financial statements			1	
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	
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	

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 XIV **Supplemental Information** *(continued)*

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

2011

Open to Public Inspection

Name of the organization	Employer identification number
BBCH Community Partners	38-1359244

Part V Line 3b-Form 990-T was not required to be filed as there was no unrelated business income.

Part VI Section A line 7a- Bronson HealthCare group, Inc. selects a minority membership, of governing board and the remaining members are selected by BBCH Community Partners board of directors.

Part VI Section B Line 11a- The Form 990 is internally prepared and submitted to the governing body for review. It also reviewed by legal counsel and signed by an officer of BBCH Community Partners.

Part VI Section B Line 12c- BBCH Community Partners monitors compliance with the policy by collecting annual statements; periodic review of compensation arrangements; periodic reviews of other transactions that may result in inurement; and periodic reviews of partnership and joint venture arrangements.

Part VI Section C Line 19 - BBCH Community Partners makes its 990 available to the public upon request following required public disclosure guidelines at the adminsistrative offices of the Bronson Battle Creek Hospital.

Part VI Line 4, On July 1, 2011 Trinity Health-Michigan sold its interest in Battle Creek Health System to Bronson Healthcare Group, Inc. BBCH Community Partners sold one (1) percent of its interest as well as part of this transaction, governance was revised. The restated bylaws and restated articles of incorporation are attached. Additionally, as part of the new relationship BBCH Community Partners will be changing it's accounting period to the calendar year, to match the accounting period of Bronson Battle Creek Hospital and Bronson HealthCare group Inc.

Name of the organization	Employer identification number

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047
2011
Open to Public Inspection

Name of the organization: BBCH Community Partners

Employer identification number

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	No
(1) Bronson Battle Creek Hospital 38-2776791	Hospital	Michigan	501(c) (3)	509(a) (1);	N/A		✓
(2)			and 509 (a) (1)	170(b)(1)(A) (iii)			
(3)				Type III			
(4)							
(5)							
(6)							
(7)							

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

			Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II–IV?			
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a		✓
b	Gift, grant, or capital contribution to related organization(s)	1b		✓
c	Gift, grant, or capital contribution from related organization(s)	1c		✓
d	Loans or loan guarantees to or for related organization(s)	1d		✓
e	Loans or loan guarantees by related organization(s)	1e		✓
f	Sale of assets to related organization(s)	1f		✓
g	Purchase of assets from related organization(s)	1g		✓
h	Exchange of assets with related organization(s)	1h		✓
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		✓
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		✓
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		✓
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		✓
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		✓
n	Sharing of paid employees with related organization(s)	1n		✓
o	Reimbursement paid to related organization(s) for expenses	1o		✓
p	Reimbursement paid by related organization(s) for expenses	1p		✓
q	Other transfer of cash or property to related organization(s)	1q		✓
r	Other transfer of cash or property from related organization(s)	1r		✓

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a–r)	(c) Amount involved	(d) Method of determining amount involved
(1)	Bronson Health Care Group	F	8,592,990.00	1% of Hospital
(2)				at FMV
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

RESTATED
BYLAWS

of

BBCH COMMUNITY PARTNERS

Definitions

For the purposes of these Bylaws, the terms herein referred to shall have the following meanings:

1. The term "Corporation" means BBCH Community Partners (f/k/a Westbrook Board and f/k/a Community Hospital Association of Battle Creek, Michigan), a Michigan nonprofit corporation, unless from its context or use, it clearly has a different meaning.

2. The term "Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term "Director" means an individual member of the Board of Directors of the Corporation.

3. The term "Bronson Battle Creek Hospital" or "BBCH" refers to Bronson Battle Creek Hospital, a Michigan nonprofit corporation.

4. The term "Bronson" refers to Bronson Health Care Group, Inc.

Article I
Name

Section 1. Name. The name of the Corporation is BBCH Community Partners.

Article II
Purposes

Section 1. Purposes and Powers. The purposes of the Corporation shall be:

(a) To further any and all charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code 1986, as amended from time to time, or comparable provisions of subsequent legislation (the "Code").

(b) To operate exclusively for the benefit of, to perform the functions of, or to carry out any of the purposes of, and to otherwise be operated, in connection with BBCH, so long as it is an organization described in Section 501(c)(3) of the Code and is an organization described in either Section 509(a)(1) or Section 509(a)(2) of the Code.

(c) To do such things and to perform such acts, directly or through one or more subsidiaries or affiliates, related to the delivery of health care or the promotion of the well being and health of the Battle Creek community including all geographic areas served by BBCH and related services of every kind, nature and description which, in the opinion of the Board of Directors, are appropriate to carry out the purposes of the Corporation, with all the powers conferred on nonprofit corporations by the laws of the State of Michigan.

(d) Notwithstanding any other provisions of these Restated Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by:

(i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code;

(ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; or

(iii) a corporation described in Section 509(a)(3) of the Code (or, if the Corporation is so classified, Section 509(a)(1) or 509(a)(2) of the Code).

Article III
Directorship Basis

Section 1. Directorship. The Corporation shall be organized upon a directorship basis. The property, business, and officers of the Corporation shall be managed by its Board of Directors.

Article IV
Directors

Section 1. Powers. The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors which may exercise all such powers of the Corporation. The powers of the Board shall specifically include, but are not limited to, the power:

(a) To elect from its membership the Chairperson, Vice Chairperson, Secretary, and Treasurer of the Corporation and, from time to time, to create such other offices, and to elect persons thereto;
(b) To appoint standing and special committees;
(c) To provide management and governance services to BBCH by appointing six (6) members to the BBCH Board of Directors and to the Bronson Board of Directors; provided however, that at least one of the six members appointed to the Bronson and the BBCH Board of Directors shall also be a Director of the Corporation;
(d) The Board may appoint additional members to the Bronson and BBCH Board of Directors and to certain committees of Bronson as permitted in

accordance with a Purchase Agreement executed among BBCH, Community Partners, Trinity Health-Michigan and Bronson ("Purchase Agreement");

(e) To appoint potentially two persons with a guarantee of one person to each of the standing committees of Bronson and BBCH, including the Executive Committee;

(f) To receive gifts, bequests, and devises of money and real and personal property for the benefit of the Corporation and to sell, exchange, lease, and mortgage property, and invest and reinvest the proceeds thereof; provided, however, that that any investment policy of the Corporation shall have the approval of BBCH's Board of Directors;

(g) To control the financial affairs of the Corporation and the disbursement of its funds;

(h) To borrow money for the purposes of the Corporation, to issue promissory notes or bonds or other evidence of indebtedness of the Corporation in connection wherewith, and to mortgage or pledge property of the Corporation as security for repayment thereof; and

(i) To designate the Corporation's officers and Directors, or members of the BBCH administrative staff who shall have authority to sign or countersign checks on the bank accounts of the Corporation.

Section 2. Reserved Powers as a Shareholder of BBCH. The following actions, which are to be reflected in the BBCH Bylaws, are reserved to Corporation and Bronson as the shareholders of BBCH and shall be reflected in the BBCH Bylaws:

(a) Appointment and removal of the President / CEO of BBCH;
(b) Amendment, restatement or revision of the Articles of Incorporation or Bylaws of BBCH, including any change in the name;
(c) Closure of any hospital owned or controlled by BBCH;
(d) Any substantial reduction, deletion or transfer of inpatient services, in whole or in part, provided by BBCH in Calhoun County;
(e) Dissolution or sale of all or substantially all of the assets of BBCH, or merger or consolidation of BBCH or any other change in the corporate form, causing a fundamental reorganization of BBCH; and
(f) Any additional member, shareholder or owner of BBCH.

If the Board of Directors of Corporation takes an action described in this Section as a reserved power, such action shall not be effective unless it is also approved by Bronson, the other shareholder of BBCH. The shareholders of BBCH shall have the power to take (per their bylaws) any of the actions described in this Section only by written consent of both shareholders.

Section 3. Number and Qualifications. The Board of Directors shall consist of not less than seven (7) persons. The exact number of Directors shall be specified from time to time by Board resolution. The President / CEO of BBCH shall serve on the Corporation's Board of Directors, ex officio, with a vote on all matters not involving the President's employment by BBCH. Bronson may appoint the greater of (i) two (2) or (ii)

20% of the members of the Community Partners Board of Directors, who may also be on the BBCH Board of Directors. The remaining members of the Board shall be elected in accordance with Article IV, Section 5.

Section 4. Term of Office. Except for the President / CEO of BBCH, each Director appointed or reappointed shall serve a three (3) year term, or such shorter term as may be determined by the Directors in order to achieve continuity in Board composition. To the extent possible, the terms of the individual Directors shall be arranged in such a way that each year the term of one-third (1/3) of the Directors shall expire at the annual meeting of the Board of Directors. The Directors in office as of the date these Bylaws are adopted shall be assigned into three (3) classes, with one (1) class's term expiring at each of the next three (3) annual meetings of Directors.

Other than the President / CEO of BBCH, and excepting any term less than a full three (3) year term, no Director may serve for more than three (3) complete three (3) year terms. Former Directors are eligible for reappointment after a one (1) year absence from service.

Section 5. Election and Appointment of Directors. At each annual meeting of the Board, the Board shall elect individuals to the Board of Directors who are not appointed by Bronson or who are not ex officio such as the President.

Section 6. Honorary Directors. The Board of Directors may from time to time elect as Honorary Directors persons who, in the judgement of the Board, have rendered faithful or meritorious service to, or conferred notable benefits upon the Corporation. Such Honorary Directors shall not be entitled to vote. Their respective terms of office shall not be fixed but shall be discretionary with the Board of Directors. An Honorary Director shall receive notice of regular, special and annual meetings of the Board in accordance with these Bylaws, may attend Board meetings and may participate in the discussion of issues appearing before the Board. Honorary Board members may receive minutes of meetings of the Board of Directors of the Corporation.

Section 7. Vacancies. Vacancies on the Board of Directors shall be filled by the Board at any meeting by vote of a majority of a quorum, or, if a majority of the remaining Directors shall be less than a quorum, by vote of a majority of such remaining Directors; provided, however, that any vacancies on the Board who were appointed by Bronson shall be filled by Bronson. A person elected to fill a vacancy in the Board shall hold office as such for the unexpired term of such Director, and no longer, unless re-elected. Recommendations for all vacancies, except those filled by Bronson, shall be made by the Nominating Committee (Article V, Section 2).

Section 8. Annual, Regular, and Special Meetings of the Corporation. The Annual Meeting of the Directors shall be held during the month of November of each year, or at such other date and time as shall be designated by the Board of Directors. Regular meetings of the Board of Directors shall be held at such other time or times as may be determined by the Board of Directors. Special meetings of the Board may be called by the Chairperson or any five (5) members of the Board of Directors.

Section 9. Place of Meetings. All meetings, either special or annual, may be held either within the State of Michigan or any other jurisdiction and shall be held at such place as shall be determined by the Board of Directors; provided, however, in the absence of designation of a place for the meeting by the Board of Directors, the Chairman of the Corporation or President may fix a place for the meeting.

Section 10. Notice of Meeting. Except as otherwise may be provided by express requirement of Michigan law, notice of the date, time, place, and purpose or purposes of all meetings, Annual, Regular, and Special shall be given in writing by the Secretary or other officer designated to give notice by the Board of Directors not less than three (3) nor more than ninety (90) days before the date of the meeting. The notice may be given by mail, courier service, fax, electronic mail (conveyance), or delivery in person.

Section 11. Waiver of Notice. Presence at any meeting of the Board of Directors shall constitute waiver of notice of the meeting, unless a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened. Notice also may be waived in writing, either before or after the meeting by filing a written waiver with the Secretary or President of the Corporation. Any waiver of notice need not specify the purpose or place of the meeting.

Section 12. Quorum and Valid Director Action. Except as otherwise provided by these Bylaws, at all meetings of the Board of Directors, a majority of the Directors entitled to vote shall constitute quorum for the transaction of business. The act of a majority of the Directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise provided by express requirement of Michigan law, the Articles of Incorporation, or these Bylaws.

Section 13. Adjournment. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time and to another place without notice other than announcement at the meeting, until a quorum shall be present.

Section 14. Resignation and Removal. A Director may resign by written notice to the Chairperson. The resignation is effective upon its stated date and notification to the Board of Directors. A Director may be removed at any time, with or without cause, by majority vote of the existing Board members then in office; provided that the Bronson appointed Directors may only be removed with or without cause by Bronson and removed only for cause by the Board of Directors of the Corporation.

Section 15. Communication Equipment. Directors may participate in a meeting of the Board by means of teleconference, video conference, or similar communications equipment by virtue of which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section shall constitute presence in person at such a meeting.

Section 16. Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if, before or after the action, all members of the Board consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the Board or committee. Such consent shall have the same effect as a vote of the Board or committee for all purposes.

Section 17. Compensation. No Director of the Corporation shall receive any compensation for his or her services to the Corporation as Director, other than reimbursement for reasonable out-of-pocket expenses incurred in performing such services; provided, however, a Director may serve the Corporation in any other capacity and receive reasonable compensation therefore.

Section 18. Conflicts of Interest – Disclosure and Voting. Any Director having a material financial interest, or having an immediate family member with a material financial interest, in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval or ratification shall make a prompt, full, and frank disclosure of such person's interest to the Board or committee prior to its acting on such contract or transaction. The Board or committee to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or to respond to question) in the discussions and deliberations with respect to such contract or transactions. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and where applicable, the abstention from voting and participation, and whether a quorum was present. For purposes of this section, a person shall be deemed to have a 'material financial interest' in a contract or other transaction if such person is the party (or one of the parties) contracting or dealing with the Corporation, or is a director, Director, or officer of, or has a significant financial or influential interest in, the entity contracting with the Corporation.

In addition to the above rules, all members of the Board of Directors are expected to complete an annual statement of disclosure form provided as part of the Annual Meeting.

Article V
Committees

Section 1. Committees. The Board of Directors may establish such special or standing committees that it shall deem necessary to conduct the activities of the Corporation and shall define the powers and responsibilities of such committees.

Committees shall serve at the pleasure of the Board of Directors. The members and all chairs of committees shall be appointed by the Chairperson of the Board with approval of the Board. The chair or at least one (1) co-chair of each committee must be a member of the Board of Directors. Each committee shall keep minutes in a manner reasonably intended to record the business that occurred at the meeting and shall forward these minutes to the Board of Directors.

Section 2. The Nominating Committee. The Board shall establish a Nominating Committee, which shall serve three (3) primary roles:

(a) Review annually and recommend the criteria for membership on the Corporation's Board of Directors, review the Board of Directors composition based on the criteria, and recommend Directors to the full Board;
(b) Make recommendations to fill any vacancies on the BBCH Board of Directors and Bronson's Board of Directors to be filled by Corporation; and
(c) Make recommendations on Corporation appointees to serve on any BBCH standing committees, including the Executive and Nominating Committees.

All recommendations of the Nominating Committee must be approved by the Corporation's Board of Directors to become effective.

Section 3. Prohibited Actions by Committee. No committee of the Board shall have the power or authority to take any action which a committee is prohibited by law from taking, or which is reserved to the Board of Directors by these Bylaws.

Article VI
Officers and Employees

Section 1. Officers. Following approval by the Board of Directors, the President of BBCH shall be the President of the Corporation. The officers of the Corporation, except for the President, shall be chosen by the Board of Directors at each annual meeting of the Directors and shall consist of a Chairperson, Vice-Chairperson, Secretary, Treasurer, and such other officers as the Board of Directors may designate. The officers of the Corporation shall be chosen from among the Board's own membership, and shall serve one-year terms or until their successors are elected and qualified. There shall be no limit on the number of successive terms for officers. The offices of Secretary and Treasurer may be combined.

Section 2. Officers Serve at Pleasure of Board. The officers of the Corporation shall hold office at the pleasure of the Board of Directors. Any officer may be removed by the Board of Directors at any time, with or without cause. Any vacancy occurring in any office of the Corporation by death, resignation, removal, or otherwise shall be filled by the Board of Directors.

Section 3. Duties of the Chairperson. The Chairperson shall be selected from the Board's own membership by the Board of Directors. The Chairpersons duties and responsibilities shall be determined from time to time by the Board of Directors, but shall include at a minimum:

(a) To provide leadership in the government of the Corporation;
(b) To ensure that the Board of Directors establishes its objectives and develops plans to achieve them;
(c) To ensure the development of an on-going educational program for Directors;
(d) To provide for a review of the effectiveness of the Board;
(e) To ensure that consideration is given to ethical and conflict-of-interest aspects of matters coming before the Board of Directors for action; and
(f) In general, to perform all duties and have all powers incident to the office of Chairperson as from time to time are determined by the Board of Directors.

Section 4. Duties of the Vice-Chairperson. The Vice-Chairperson shall be selected from the Board's own membership by the Board of Directors. The Vice-Chairperson's duties shall be to exercise the duties of the Chairperson in the absence of the Chairperson, and to perform such other duties as the Chairperson of the Board of Directors determines from time to time.

Section 5. Duties of the Secretary. The duties of the Secretary shall be:

(a) To keep or cause to be kept the minutes of the meetings of the Board of Directors in one (1) or more books provided for that purpose;
(b) To see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
(c) To be the custodian of the corporate records and seal of the Corporation and see that the seal of the Corporation is affixed to all documents wherein the same is required; and
(d) In general, to perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 6. Duties of the Treasurer. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors determines. He/she will have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as are selected by the Corporation, and 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/her by the President or by the Board of Directors.

Section 7. Customary Powers. To the extent the powers and duties of the several officers are not provided from time to time by resolution, these Bylaws, or the directive of the Board of Directors, the officers shall have all powers incident to their offices and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this Corporation.

Section 8. Acting Officer. The Board of Directors may appoint any person to perform the duties of an officer whenever, for any reason, it is impractical for the officer to act personally. An acting officer so appointed shall have the power and be subject to all the restrictions upon the officer to whose office he or she is appointed, unless otherwise provided by resolution of the Board of Directors, and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 9. Employees. The Board of Directors may direct the officers of the Corporation to hire one or more employees or agents to perform services on behalf of the Corporation in order for the Corporation to achieve its purposes and goals.

Article VII
Indemnification of Directors and Officers

Section 1. Third party suits. To the extent permitted by Michigan law from time to time in effect and subject to the provisions of this Article VII, the Corporation will indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent or another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonable incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonable believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe such person's conduct was unlawful.

Section 2. Suits by or in right of the Corporation. To the extent permitted by Michigan law from time to time in effect and subject to the provisions of this Article VII, the Corporation will indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonable incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to be best interests of the Corporation, except that no indemnification will be made in respect of any claim, issue, or matter as to which such person will have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation unless and only to the extent that the court in which such action or suit was brought will determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such court will deem proper.

Section 3. Indemnification against expenses. To the extent that a person who is or was a Director, officer, employee, or agent of the Corporation, or a Director, officer, employee, or agent of any other corporation, partnership, joint venture, trust, or other enterprise with which such person is or was serving at the request of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article VII, or in defense of any claim, issue, or matter referred to in Sections 1 and 2 of this Article VII, such person will be indemnified against expenses (including attorneys' fees) actually and reasonable incurred by such person in connection with such claim, issue, or matter.

Section 4. Determination that indemnification is proper. Any indemnification under Sections 1 and 2 of this Article VII (unless ordered by a court) will be made by the Corporation only upon a determination that indemnification of the person is proper in the circumstances because such person has met the applicable standard of conduct set forth in said Sections 1 and 2. Such determination will be made (i) by action of a majority of the Directors, who were not parties to such action, suit, or proceeding, or (ii) if such action is not obtainable, or if a majority of the Directors who were not parties to such action, suit, or proceeding so directs, by independent legal counsel in a written opinion.

Section 5. Reimbursement of expenses. Expenses incurred by any person who may have a right to indemnification under this Article VII in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided by Section 4 of this Article VII upon receipt of an undertaking by or on behalf of such person to repay such amount unless it is ultimately determined that such person is entitled to be indemnified by the Corporation pursuant to this Article.

Section 6. Bylaws not exclusive. The indemnification provided by this Article VII will not be deemed exclusive of any other rights to which any person may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding office, except to the extent that such indemnification may be contrary to law.

Section 7. Insurance. The Corporation may purchase and maintain insurance (and pay the entire premium therefor) on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of the Michigan Nonprofit Corporation Act.

Section 8. Merged and reorganized corporations. For the purposes of this Article VII, references to the Corporation include all constituent corporations absorbed by the Corporation in a consolidation or merger, so that a person who is or was acting as a Director, officer, employee, or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise will stand in the same position under the provision of this Article VII with respect to the Corporation as such person would if such person had served the Corporation in the same capacity.

Section 9. Employee benefit plans. For the purposes of this Article VII, "other enterprises" will include employee benefit plans; "fines" will include any excise taxes assessed on a person with respect to an employee benefit plan; "serving at the request of the Corporation" will include any service as a Director, officer, employee, or agent of the Corporation which imposes duties on, or involves services by, the Director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonable believed to be in the interest of the participants and beneficiaries of an employee benefit plan will be considered to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.

Section 10. Severability. The invalidity or unenforceability of any provision of this Article VII will not affect the validity or enforceability of the remaining provisions of this Article VII.

Article VIII
Non-Discrimination

Section 1. Non-Discrimination. The Board of Directors shall at all times interpret and apply these Bylaws and operate the Corporation in such a manner as not to discriminate on the basis of religion, race, color, national origin, age, gender, height, weight, sexual orientation, marital status, or handicap in any manner which would violate State or Federal law or regulations.

Article IX
Financial Accounts

Section 1. Accounts. All funds of the Corporation and otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time designate.

Section 2. Signatures. All checks, drafts, or demands for money and notes of the Corporation shall be signed by those authorized by the Board of Directors or pursuant to a policy adopted by the Board of Directors.

Article X
General Provisions

Section 1. Annual Report of BBCH. Within a reasonable period of time after the close of each fiscal year, the President of BBCH shall submit to the Board of Directors annual reports which shall contain:

(a) Audited financial statements for BBCH's immediately preceding fiscal year; and

(b) A copy of the capital budget and the operating budget for BBCH's current fiscal year.

Section 2. General Liability. No officer or committee of this Corporation or other person shall contract or incur any debts on behalf of the Corporation other than in the regular course of his or her employment, or in any other way render it liable unless authorized by the Board of Directors. No officer, committee, or employee of the Corporation is authorized to promise moral or financial support of any charitable organization without the approval of the Board of Directors.

Section 3. Fiscal Year. The fiscal year of the Corporation shall end on the thirtieth (30^{th}) day of June of each year or such other date as shall be fixed from time to time by resolution of the Board of Directors.

Section 4. Books and Records. The Corporation shall keep within or without the State of Michigan books and records of accounts and minutes of the proceedings of its Board of Directors and shareholders. The Corporation shall keep at its registered office records containing the names and addresses of all Directors and shareholders. Any of such books, records, or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 5. Internal Affairs. These Bylaws shall govern the internal affairs of the Corporation to the extent they are consistent with law and the Articles of Incorporation. Nothing contained in these Bylaws shall, however, prevent the imposition by contract of great voting, notice, or other requirements than those set forth in these Bylaws.

Article XI
Amendments

Section 1. Amendments. These Bylaws may be amended or repealed and new Bylaws may be adopted in lieu of these Bylaws by the affirmative action of a majority of the Directors then in office, if a notice of the proposed alteration, repeal, or substitution is contained in the notice of the meeting at which such action is to take place.

Article XII
Approval

Section 1. Approval. These Bylaws were approved by Directors on the 24th day of May, 2011.

Chairperson
BBCH Community Partners
Board of Directors

Michigan Department of Licensing and Regulatory Affairs

Filing Endorsement

This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION

for

BBCH COMMUNITY PARTNERS

ID NUMBER: 785391

received by facsimile transmission on May 26, 2011 is hereby endorsed

Filed on May 27, 2011 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 27TH day of May, 2011.

Director

Bureau of Commercial Services

Sent bv Facsimile Transmission 11147

BCS/CD-515 (Rev 4/09)

MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document

Name		
Gary J. McRay, Esq. Foster, Swift, Collins & Smith, P.C.		
Address		
313 S. Washington Square		
City	State	Zip Code
Lansing	MI	48933

EFFECTIVE DATE

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: BCHS Community Partners

2 The identification number assigned by the Bureau is: 785391

3. Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I

The name of the Corporation is: BBCH Community Partners

4. **Nonprofit corporation only: Member, shareholder, or board approval**

The foregoing amendment to the Articles of Incorporation was duly adopted on the __________ day of

May, 2011 by the (check one of the following)

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

☐ members or shareholders at a meeting in accordance with Section 611(2) of the Act

☐ written consent of the members or shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)

☐ written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

☒ directors at a meeting in accordance with Section 611(2) of the Act

☐ written consent of all directors pursuant to Section 525 of the Act

Nonprofit Corporations

Signed this 25 day of May, 2011

By Denise Brooks-Williams

(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Denise Brooks-Williams (Type or Print Name)

President and CEO (Type or Print Title)

BCS/CD-515 (Rev 4/09)

Name of person or organization remitting fees

Foster, Swift, Collins & Smith, P.C.

Preparer's name and business telephone number

Kelly A. LaGrave, ACP, Paralegal

(517) 371-8287

INFORMATION AND INSTRUCTIONS

1. This form may be used to draft your Certificate of Amendment to the Articles of Incorporation. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act The format provided contains only the minimal information required to make the document fileable and may not meet your needs This is a legal document and agency staff cannot provide legal advice

2 Submit one original of this document Upon filing, the document will be added to the records of the Bureau of Commercial Services The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document

   Since this document will be maintained on electronic format, it is important that the filing be legible Documents with poor black and white contrast, or otherwise illegible, will be rejected.

3 This Certificate is to be used pursuant to the provisions of section 631 of Act 284, P.A. of 1972 or Act 162, P.A of 1982, for the purpose of amending the Articles of Incorporation of a domestic profit corporation or nonprofit corporation. Do not use this form for restated articles

4. Item 2 - Enter the identification number previously assigned by the Bureau If this number is unknown, leave it blank

5 Item 3 - The article(s) being amended must be set forth in its entirety However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included

6 If the amendment changes the term of existence to other than perpetual, all nonprofit corporations except churches must obtain a consent to dissolution, or a written statement that the consent is not required, from the Michigan Attorney General, Consumer Protection and Charitable Trusts Division, P.O Box 30214, Lansing, MI 48909, (517) 373-1152 Application for the consent should be made at least 45 day before the desired effective date of the dissolution This certificate cannot be filed unless it is accompanied by the consent or written statement

7. This document is effective on the date endorsed "filed" by the Bureau A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.

8. **Signatures:**

   Profit Corporations: (Complete either Item 4 or Item 5)

   1) Item 4 must be signed by at least a majority of the Incorporators listed in the Articles of Incorporation
   2) Item 5 must be signed by an authorized officer or agent of the corporation

   Nonprofit Corporations: (Complete either Item 4 or Item 6)

   1) Item 4 must be signed by all of the incorporators listed in the Articles of Incorporation
   2) Item 6 must be signed by either the president, vice-president, chairperson or vice-chairperson

9 FEES· Make remittance payable to the State of Michigan Include corporation name and identification number on check or money order

   NONREFUNDABLE FEE $10.00

   ADDITIONAL FEES DUE FOR INCREASED AUTHORIZED SHARES OF PROFIT CORPORATIONS ARE

Amount of Increase	Fee
1-60,000	$50 00
60,001-1,000,000	$100.00
1,000,001-5,000,000	$300 00
5,000,001-10,000,000	$500 00
More than 10,000,000	$500 00 for first 10,000,000 plus $1000 00 for each additional 10,000,000, or portion thereof

To submit by mail

Michigan Department of Energy, Labor & Economic Growth
Bureau of Commercial Services - Corporation Division
P.O. Box 30054
Lansing, Michigan 48909

To submit in person.

2501 Woodlake Circle
Okemos, MI
Telephone (517) 241-6470

Fees may be paid by VISA or Mastercard when delivered in person to our office

MICH-ELF (Michigan Electronic Filing System)
First time users Call (517) 241-6470, or visit our website at http.//www.michigan gov/corporations
Customer with MICH-ELF Filer Account. Send document to (517) 636-6437

DELEG is an equal opportunity employer/program Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

New expedited services beginning January 1, 2006.
Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The expedited service fees are in addition to the regular fees applicable to the specific document·

Please complete a separate BCS/CD 272 form for expedited service for each document via in person, mail and MICH-ELF.

24-hour service - $50 for formation documents and applications for certificate of authority.

24-hour service - $100 for any document concerning an existing entity.

Same day service

- **Same day - $100 for formation documents and applications for certificate of authority.**
  Same day - $200 for any document concerning an existing entity
  Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST or EDT.

- **Two hour - $500**
  Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST or EDT.

- **One hour - $1000**
  Review completed within one hour on day of receipt. Document and request for one hour expedited service must be received by 4 p.m. EST or EDT.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. BCS/CD-901

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service, form BCS/CD-901.

Rev. 8/06

Michigan Department of Licensing and Regulatory Affairs

Filing Endorsement

This is to Certify that the RESTATED ARTICLES OF INCORPORATION - NONPROFIT

for

BCHS COMMUNITY PARTNERS

ID NUMBER: 785391

received by facsimile transmission on May 2, 2011 is hereby endorsed

Filed on May 2, 2011 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 2ND day of May, 2011.

Director

Bureau of Commercial Services

Sent by Facsimile Transmission 11122

BCS/CD-511 (Rev 07/10)

MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document

Name		
Gary J. McRay, Esq. Foster, Swift, Collins & Smith, P.C.		
Address 313 S. Washington Square		
City Lansing	State MI	Zip Code 48933-2193

EFFECTIVE DATE

Document will be returned to the name and address you enter above.
If left blank, document will be mailed to the registered office.

RESTATED ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the Corporation is: BCHS Community Partners
2. The identification number assigned by the Bureau is: 785391
3. All former names of the Corporation are:

   Battle Creek General Hospital Association
   Community Hospital Association, of Battle Creek, Michigan
   Women's Hospital
   Westbrook Hospital
4. The date of filing the original Articles of Incorporation was: September 28, 1929

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the Corporation is: BCHS Community Partners

ARTICLE II

The purpose or purposes for which the Corporation is organized are:

1. To further any and all charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code 1986, as amended from time to time, or comparable provisions of subsequent legislation (the "Code").

2. To operate exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, and to otherwise be operated in connection with the Battle Creek Health System, a Michigan nonprofit corporation ("BCHS"), so long as Battle Creek Health System is an organization described in Section 501(c)(3) of the Code and is an organization described in either Section 509(a)(1) or Section 509(a)(2) of the Code.

3. To do such things and to perform such acts, directly or through one or more subsidiaries or affiliates, related to the delivery of health care or the promotion of the well being and health of the Battle Creek community including all geographic areas served by BCHS and related services of every kind, nature and description which, in the opinion of the Board of Directors, are appropriate to carry out the purposes of the Corporation, with all the powers conferred on nonprofit corporations by the laws of the State of Michigan.

ARTICLE II (continued)

4. Notwithstanding any other provisions of these Restated Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by.

   A. a corporation exempt from federal income tax under Section 501(c)(3) of the Code,

   B. a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or

   C. a corporation described in Section 509(a)(3) of the Code (or, if the Corporation is so classified, Section 509(a)(1) or 509(a)(2) of the Code).

ARTICLE III

1 The Corporation is organized upon a nonstock, directorship basis, and therefore there shall be no members or shareholders of the Corporation

   A. The description and value of its real property assets are· None

   B. The description and value of its personal property assets: cash and investments of approximately $75,252,000.00

   C. The valuation of the above assets was as of June 30, 2010.

2. The Corporation is to be financed under the following general plan: reimbursement and payment for services rendered and items furnished, grants and donations from federal and state governments, and contributions and loans by corporations, organizations and individuals

ARTICLE IV

1. The name of the resident agent is: Denise Brooks-Williams

2 The address of the registered office is· 300 North Avenue, Battle Creek, Michigan 49016

3. The mailing address of the registered office, if different than above: same as above

ARTICLE V

The Corporation is organized exclusively for charitable, educational and scientific purposes as enumerated in Article II hereof. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation may make payments and distributions: (1) to organizations exempt from federal income tax under Section 501(c)(3) of the Code; (2) to further the exempt purposes of the Corporation; and (3) as reasonable compensation for services rendered to or on behalf of the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Code Section 501[h]), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office

ARTICLE VI

If the Corporation liquidates and dissolves, then after the payment of all the Corporation's debts, obligations and liabilities, including all costs of liquidation, the remaining assets of the Corporation (except assets held upon condition, requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with those requirements) shall be distributed to (a) BCHS, provided BCHS at the time of the distribution qualifies as an exempt organization under Section 501(c)(3) of the Code, or (b) in the event that BCHS at the time of distribution does not qualify as an exempt organization under Section 501(c)(3) of the Code, an organization or organizations organized and operated for the purpose of furthering the community health care needs of the residents of the Battle Creek community, which at the time of distribution qualify or qualifies as an exempt organization or exempt organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE VII

1. Volunteer Director and Officer Liability. A volunteer director and a volunteer officer shall not be personally liable to the Corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty as a director or officer, except for liability: (a) for any breach of the director's or officer's duty of loyalty to the Corporation or its members; (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (c) for any violation of Section 551(1) of the Michigan Nonprofit Corporation Act, as amended (the "Act"); (d) for any transaction from which the director or officer derived an improper personal benefit; (e) for any act or omission that is grossly negligent; or (f) for any act or omission occurring before the date this article is filed with the Michigan Department of Consumer & Industry Services

2 Assumption of Volunteer Director Liability The Corporation assumes all liability to any person, other than the Corporation or its members for all acts or omissions of a volunteer director occurring on or after the effective date of these Articles of Incorporation and incurred in the good faith performance of the volunteer director's duties as such.

3. Assumption of Volunteer Liability. The Corporation assumes all liability to any person for the acts or omissions of a volunteer director, volunteer officer or other volunteer occurring on or after the effective date of this article, provided that all of the following conditions are met:

A. The volunteer was acting or reasonably believed that he or she was acting within the scope of his or her authority.

B The volunteer was acting in good faith.

C. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.

D. The volunteer's conduct was not an intentional tort

E. The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed under Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956.

4. Amendment of Liability Law. For purposes of this article, a volunteer director shall mean a director who does not receive anything of more than nominal value from the Corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the director in his or her capacity as a director.

For purposes of this article, a volunteer officer shall mean an officer who does not receive anything of more than nominal value from the Corporation for serving as an officer other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the officer in his or her capacity as an officer

In the event the Act is amended after the filing of this article of the Articles of Incorporation with the Michigan Department of Energy, Labor & Economic Growth to authorize corporate action further eliminating or limiting the personal liability of volunteers, then the liability of volunteers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, except to the extent such limitation or elimination is inconsistent with the status of the Corporation as a nonprofit corporation.

Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this article shall not adversely affect any right or protection of a volunteer of the Corporation existing at the time of such repeal, modification or adoption.

5 ☒ These Restated Articles of Incorporation were duly adopted on the 26th day of April, 2011 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and **do further amend** the provisions of the Articles of Incorporation, and: (Check one of the following)

☒ were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

☐ were duly adopted by the written consent of **all** the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

☐ were duly adopted by the written consent of **all** the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis

☐ were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation)

Signed this 28 day of April, 2011

By [signature]
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Denise Brooks-Williams President + CEO
(Type or Print Name) (Type or Print Title)

Preparer's Name Gary J. McRay

Business telephone number (517) 371-8285

INFORMATION AND INSTRUCTIONS

1 The Articles of Incorporation cannot be restated until this form, or a comparable document, is submitted.

2. Submit one original of this document Upon filing, the document will be added to the records of the Bureau of Commercial Services The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document

   Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected

3. This document is to be used pursuant to the provisions of Act 162, P A of 1982 for the purpose of restating the Articles of Incorporation of a domestic nonprofit corporation Restated Articles of Incorporation are an integration into a single instrument of the current provisions of the corporation's Articles of Incorporation, along with any desired amendments to those articles.

4. Item 2 - Enter the identification number previously assigned by the Bureau If this number is unknown, leave it blank.

5. Item 5 - Restated Articles of Incorporation which do not amend the Articles of Incorporation may be adopted by the Board of Directors without a vote of the shareholders by completing Item 5(a). Restated Articles of Incorporation which amend the Articles of Incorporation require adoption by the shareholders, by the members, or by the Board of Directors if organized on a nonstock directorship basis by completing Item 5(b). A nonprofit corporation organized on a nonstock directorship basis as authorized by Section 302 of the Act may or may not have members, but if it does, the members are not entitled to vote

6. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated

7. This document must be signed by: (COMPLETE Item 5(a) or 5(b), BUT NOT BOTH)
   Item 5(a): must be signed in ink by an authorized officer or agent.
   Item 5(b). must be signed in ink by the president, vice-president, chairperson or vice-chairperson of the corporation.

8. **NONREFUNDABLE FEE**: Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order. **$10.00**

Submit with check or money order by mail

Michigan Department of Energy, Labor & Economic Growth
Bureau of Commercial Services
Corporation Division
P.O Box 30054
Lansing, MI 48909

To submit in person

2501 Woodlake Circle
Okemos, MI
Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System).

First time users: Call (517) 241-6470, or visit our website at http://www michigan.gov/corporations
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

DELEG is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

Optional expedited service.
Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The nonrefundable expedited service fee is in addition to the regular fees applicable to the specific document.

Please complete a separate BCS/CD 272 form for expedited service for each document submitted in person, by mail or MICH-ELF.

24-hour service - $50 for formation documents and applications for certificate of authority.

24-hour service - $100 for any document concerning an existing entity.

Same day service

- **Same day - $100 for formation documents and applications for certificate of authority.**
- **Same day - $200 for any document concerning an existing entity.**

Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST or EDT.

- **Two hour - $500**

Review completed within two hours on day of receipt. Document and request for 2 hour expedited service must be received by 3 p.m. EST or EDT.

- **One hour - $1000**

Review completed within one hour on day of receipt Document and request for 1 hour expedited service must be received by 4 p.m. EST or EDT.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. BCS/CD-901.

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service. BCS/CD-901.

Documents submitted by mail are delivered to a remote location for receipts processing and are then forwarded to the Corporation Division for review. Day of receipt for mailed expedited service requests is the day the Corporation Division receives the request.

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