

JEFFERSON HEALTH SYSTEM, INC.

RESOLUTION

RE: JHS-FHCS Realignment Agreement

...IT IS THEREFORE **RESOLVED**, that, based on the recommendation of Special Committee II:...

(b) the following actions, all to be effectuated upon Closing (collectively and individually, the "Closing Transactions"), are hereby approved.....:

4. Amendment of the JHS Bylaws to remove references to FHCS and the elimination of FHCS's four nominees or designees to the JHS Board;

5. Amendment of the JHS Bylaws and the RSAA to provide that the JHS Board shall consist of ten voting Trustees, specifically one voting Trustee, who shall be the JHS CEO, one voting Trustee nominated or designated by Magee, and four voting Trustees nominated or designated by each of MLH and TJUH, both amendments to be effective immediately after Closing;...

Effective: December 31, 2008