

BY-LAWS
OF
THE QUALITY AND CHARITY CARE TRUST, INC.

ARTICLE I

Offices

Section 1.1 Principal Office. The principal office of the Corporation in the Commonwealth of Kentucky shall be located in the City of Louisville. The Corporation may have such other offices either within or without the Commonwealth of Kentucky, as the business of the Corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the Corporation may be, but need not be, identical with its principal office in the Commonwealth of Kentucky. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Governing Bodies and Committees

Section 2.1 Board of Directors. Effective May 1, 1983, the government of the Corporation shall be vested in a Board of Directors composed of six persons appointed by the Board of Trustees of the University of Louisville (one of whom will be selected upon the recommendation of the Governor of the Commonwealth of Kentucky) and three other directors selected by the Board of Trustees, two from a list of at least five nominees submitted by the Mayor of Louisville Metro and one from a list of three nominees submitted by the Louisville Metro Board of Health.

Section 2.2 Executive Committee. There shall be an Executive Committee which shall consist of the Chairman, Vice Chairman, Secretary, and Treasurer of the Board of Directors. The Chairman of the Board of Directors shall serve as Chairman of the Executive Committee. The Committee shall act for the Board of Directors in the interim between

meetings of the Board, and it shall not be required that actions of the Executive Committee be ratified by the Board. The delegation of power and authority from the Board of Directors to the Executive Committee shall be complete, subject only to the limitations imposed by the Kentucky Revised Statutes.

Powers of the Committee shall not extend to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation, restating articles of incorporation adopting a plan or merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

Section 2.3 Other Committees. The Board of Directors may appoint such other committees for specified purposes as it may deem appropriate.

Section 2.4 Organization of Committees. Each committee (except the Executive Committee) of the Board of Directors shall have a Chairman who shall be appointed by the Chairman of the Board of Directors, subject to approval of the Board of Directors.

ARTICLE III

Officers

Section 3.1 Principal Officers. The officers of The Quality and Charity Care Trust, Inc., shall be a Chairman of the Board of Directors; a Vice Chairman; a Secretary; and a Treasurer who shall be elected annually by the Board of Directors. Each such officer shall be a director of the Corporation. There may also be such other officers as the Board of Directors may appoint, none of such additional officers need be directors of the Corporation.

Section 3.2 Chairman of the Board of Directors. The Chairman of the Board of Directors, annually elected by the Board of Directors, shall

preside at all meetings of the Board of Directors and shall perform such other duties and have such additional powers as may from time to time be prescribed by the Board of Directors. The Chairman shall call the regular and annual meetings of the Board of Directors in accordance with these by-laws.

Section 3.3 Vice Chairman of the Board of Directors. The Vice Chairman of the Board of Directors, annually elected by the Board of Directors, shall perform all the duties and have all the powers of the Chairman during the absence or disability of the latter and shall perform such other duties and have such additional powers as may from time to time be prescribed by the Board of Directors.

Section 3.4 Secretary. The Secretary, annually elected by the Board of Directors, shall keep the minutes of all proceedings of the Board of Directors, and shall see that proper minutes and records are kept of all proceedings of committees of the Board of Directors. He shall make and keep a proper record thereof which shall be attested by him. In addition, he shall keep such other books and records as may be required of him by the Board of Directors and shall have charge of the corporate seal. He shall see that notices are duly given in accordance with these by-laws. He shall generally perform such other and further duties as may be required of him by the Board of Directors. In the absence of the Secretary or in the event of his disability, his duties shall be performed by any Assistant Secretary or by any member of the Board of Directors who may be appointed by the Chairman or by the Board of Directors.

Section 3.5 Treasurer. The Treasurer, annually elected by the Board of Directors from its membership, shall have general supervision over the financial matters of the Corporation and shall see that reports as to the financial conditions of the Corporation are made at each regular meeting of the Board of Directors, or at such other times as may be required by the Board of Directors. The duties of the Treasurer may be performed by an Assistant Treasurer.

Section 3.6 Agents and employees. The Board of Directors shall have the power to appoint such agents and employees as the Board may deem necessary for transaction of the business of the Corporation.

Section 3.7 Compensation. The compensation of agents and employees shall be fixed by the Board. Directors shall not receive compensation, but may receive reimbursement for expenditures made in the performance of their official duties, as authorized from time to time by the Board.

Section 3.8 Requirement of bonds. The Board of Directors may require any officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of his duties.

Section 3.9 Removal of Officers, Agents, and Employees. Any officer, agent, or employee elected or appointed may be removed by the Directors whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer, agent, or employee shall be without prejudice to the contract rights, if any, of the officer, agent, or employee so removed. Election or appointment of an officer, agent, or employee, shall not of itself create contract rights.

Section 3.10 Any director or officer or former officer or director of the corporation is hereby indemnified to the full extent permitted by law against expenses actually and reasonably incurred by him in connection with defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such officer or director, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation.

ARTICLE IV

Meetings

Section 4.1 Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors shall be held during the month of November of each calendar year at the call of the Chairman of the Board. At each annual meeting, the Board of Directors shall elect its officers to serve for terms of one year each and until their respective successors are elected and accept office.

Section 4.2 Regular Meeting of the Board of Directors. A regular meeting of the Board of Directors shall be held each year during the month of May at the call of the Chairman of the Board.

Section 4.3 Special Meetings of the Board of Directors. Special meetings of the Board of Directors shall be held at the call of the Chairman of the Corporation, or at the request of four or more of voting member of the Board of Directors.

Section 4.4 Notice of Meetings of the Board of Directors. Reasonable notice, orally or in writing, of each annual, regular and special meeting of the Board of Directors shall be given by the person calling it or by the Secretary to the members of said Board of Directors, but such notice may be waived by any person entitled thereto. Attendance of a member of the Board of Directors at any meeting shall constitute waiver of such meeting, except when such member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice, or waiver of notice of such meeting.

Section 4.5 Quorum of the Board of Directors. A majority of all the members of the Board of Directors entitled to vote shall constitute a quorum of the Board of Directors which shall act by a majority of those present at a meeting at which a quorum is present; but in the absence of a quorum a meeting may be adjourned from time to time by consent of a majority of the voting members present, without notice other than by announcement at the meeting.

Section 4.6 Organization of Meetings of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings thereof. In his absence, the Vice Chairman shall preside, but if both of them be absent, a Chairman pro tempore shall be chosen at the meeting from among the voting members of the Board of Directors there present. The Secretary of the Board of Directors shall act as Secretary of all meetings thereof, but if he be absent, the Chairman shall appoint a Secretary pro tempore.

Section 4.7 Executive Committee Meetings. Meetings of the Executive Committee shall be held as often as necessary. Special meetings shall be held upon call of its Chairman.

Section 4.8 Committee Meetings for Other Committees. Prior to a committee meeting the Chairman of the committee, or the President of the Corporation shall, orally or in writing, give reasonable notice to each member of the committee, stating the time, place and purpose thereof. Any committee having any of the power of the Board of Directors shall keep the minutes of its meeting, which shall become part of the minutes of the Corporation upon approval by the Board of Directors. The transactions of each committee during the interim between Board of Directors meetings shall be reported to the next regular meeting of the Board of Directors by the Chairman of the respective committees.

ARTICLE V

Miscellaneous

Section 5.1 Amendments. The Board of Directors shall have the power and authority to alter, amend or repeal the by-laws of the Corporation at any regular or special meeting at which a quorum is present by the vote of a majority of the entire voting membership of the Board of Directors.

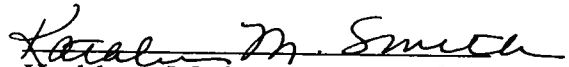
Section 5.2 Fiscal Year. The fiscal year of the Board of Directors shall be the same as that of the Commonwealth of Kentucky.

Section 5.3 Seal. The Board of Directors may adopt a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Board of Directors, the words "Commonwealth of Kentucky," and the word "Seal."

Section 5.4 Waiver of Notice. Whenever any notice is required to be given under the provisions of these by-laws or under the provisions of the laws of the Commonwealth of Kentucky, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the stated therein, shall be equivalent to the giving of such notice.

Section 5.5 Construction. Unless the context specifically requires otherwise, any reference in these by-laws to any gender shall include all other genders; any reference to the singular shall include the plural; and any reference to the plural shall include the singular.

The above by laws of
The Quality and Charity
Care Trust, Inc.
were adopted by the members
of the Board of Directors on
February 18, 2004


Kathleen M. Smith
Assistant Secretary