

BY-LAWS

of

TUCSON MEDICAL PARK SOUTH ASSOCIATION

Article I. OFFICES

The principal office of the corporation in the State of Arizona shall be located in Tucson, Pima County, Arizona. The corporation may have such other offices, either within or without the State of Arizona as the Board of Directors may designate or as the business of the corporation may require from time to time.

Article II. SHAREHOLDERS

Section 1. ANNUAL MEETING. The annual meeting of the shareholders shall be held on the FIRST TUESDAY in the month of DECEMBER in each year, beginning with the year 1979 at the hour of 10:00 a.m. for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Arizona, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

Section 2. SPECIAL MEETING. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President

at the request of the holders of not less than one-quarter of all the outstanding shares of the corporation entitled to vote at the meeting.

Section 3. PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Arizona, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of Arizona, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Arizona.

Section 4. NOTICE OF MEETING. Written notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

Section 5. QUORUM. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at a meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 6. PROXIES. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting.

Section 7. CUMULATIVE VOTING. At all stockholders' meetings at which directors of this corporation are to be elected, each shareholder entitled to vote shall have as many votes as shall equal the number of shares of voting stock owned by him, multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

Section 8. Shareholders or stockholders, as used in these by-laws, means members, and shares refers to voting memberships in this corporation.

Article III. DIRECTORS

Section 1. NUMBER, QUALIFICATION AND TERMS. The

property and business of the corporation shall be managed by its Board of Directors, consisting of not less than 3 nor more than 5 directors, who shall be shareholders of this corporation. They shall be elected at the annual meeting of the shareholders, or from time to time by resolution of the Board of Directors, and each director shall be elected to serve until his successor shall be elected and shall qualify.

Section 2. VACANCIES. If the office of any director or directors shall become vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the remaining directors, though less than a quorum shall choose a successor or successors who shall hold office until the next annual election and until a successor or successors have been duly elected, unless sooner displaced.

Section 3. ADDITIONAL POWERS. In addition to the powers and authorities by these By-Laws expressly conferred upon it, the board may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or these By-Laws directed or required to be exercised or done by the shareholders.

Section 4. MEETING OF THE BOARD OF DIRECTORS. A regular meeting of the Board of Directors shall be held without notice immediately after the annual meeting of the shareholders at the same place at which such meeting is held, or at such other place within or without the State of Arizona as the directors shall designate; thereafter regular meetings of the board shall be held on five (5) days' notice,

at which time and such place as the Board of Directors shall designate.

Special meetings may be held at any time upon the call of the President, and shall be called by the President or Secretary or other officer performing his duties, on the request of two (2) directors, which request need not be in writing. Notice of special meetings shall be given by the Secretary or other officer performing his duties, orally or by telegraph, or by mail. Such notice shall be given or sent or mailed not less than five (5) days before the meeting. Meetings may be held at any time without the notice if all the directors are present or if those not present waive notice of the meeting in writing, either before or after the meeting.

Section 5. QUORUM. A majority of the directors shall constitute a quorum at any meeting, except when otherwise provided by law, but a less number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.

Section 6. ACTION WITHOUT A MEETING. The directors may by unanimous written consent authorize corporate action without a meeting.

Article IV. OFFICERS AND AGENTS

Section 1. ELECTION AND APPOINTMENT. The Board of Directors, as soon as may be after each annual meeting of stockholders and election, shall choose a president of the corporation, and from time to time shall choose one or more Vice-Presidents, a Secretary and a Treasurer, and from time to time may appoint such other officers, assistant officers, agents and employees as it may deem proper.

The office of secretary and treasurer may be held by the same person, and the president or a vice-president of the corporation may also be the treasurer. Any vice-president may also be a secretary. The president shall be chosen from among the directors.

Section 2. TERM OF OFFICE. The President shall hold office, unless sooner disqualified or sooner removed by a vote of a majority of all the members of the board, for the term of one (1) year or as otherwise prescribed by the board. All other officers shall hold office at the pleasure of the board.

Section 3. POWERS AND DUTIES OF THE PRESIDENT. The President shall be the chief executive officer of the corporation, and shall have the general management and superintendence of the affairs of the corporation. The President shall preside at all meetings of the stockholders and directors; and in all cases where, and to the extent that, the duties of the other officers of the corporation are not specially prescribed by the By-Laws, rules or regulations of the Board of Directors, the President may prescribe such duties. The President shall have and may exercise any and all powers and perform any and all duties pertaining to the office of President, or conferred or imposed upon the President by the By-Laws, or by the Board of Directors.

Subject to such limitations as the Board of Directors may from time to time prescribe, the President shall have power to appoint and dismiss all such agents and employees of the corporation, (including any appointed by the Board) as the

President may deem proper, and to prescribe their duties, and subject to like limitations, may from time to time, delegate to other officers of the corporation any of the powers and duties conferred upon the office by these By-Laws or by the Board of Directors.

Section 4. POWERS AND DUTIES OF THE VICE-PRESIDENT.

The Vice-President in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall perform such other duties, as may be prescribed by the Board of Directors, and subject thereto by the president.

Section 5. POWERS AND DUTIES OF THE SECRETARY. The Secretary shall attend all sessions of the board and all meetings of the stockholders and act as clerk thereof, and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for any committee of the board when required. The Secretary shall cause to be given notice of all meetings of stockholders and directors, shall perform such other duties as pertain to the office, shall keep in safe custody the seal of the corporation and when authorized by the Board of Directors, affix the seal when required to any instrument.

Section 6. POWERS AND DUTIES OF THE TREASURER. The Treasurer shall have the custody of all the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such

depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meetings of the Board, or whenever they may require it, an account of all the transactions as Treasurer and of the financial condition of the corporation.

Section 7. POWERS AND DUTIES OF OTHER OFFICERS. All other officers shall have such duties and exercise such powers as generally pertain to their respective offices as well as such duties and powers as from time to time may be prescribed by the President or the Board of Directors.

Article V. STOCK AND STOCK CERTIFICATES

Section 1. TRANSFERS. The membership of the corporation shall be transferable only on the books of the corporation.

Section 2. MEMBERSHIP CERTIFICATES. Certificates representing membership in the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President or a Vice-President and by the Treasurer, and shall be sealed with the corporate seal.

Section 3. Memberships shall be held, owned or transferred only as a part of the ownership of a leasehold interest in a lot or lots upon which offices or office suites have been constructed. No member may transfer or assign the ownership of a membership other than as part of an approved assignment or transfer of a leasehold interest.

Article VI. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of December and end on the 30th day of November of each year, unless otherwise provided by the Board of Directors.

Article VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks or other depositaries as the board may select.

Article VIII. DIVIDENDS

This non-profit corporation shall neither accumulate sums

toward nor pay out any sums of money as and for dividends.

Article IX. CORPORATE SEAL

The corporate seal of the corporation shall consist of two concentric circles, between which shall be the name of the corporation followed by the word "Arizona", and in the center shall be inscribed the year of its incorporation and the words "corporate seal", as the seal actually is.

Article X. WAIVER OF NOTICE

Any stockholder, officer or director may waive any notice required to be given under these By-Laws.

When under the provisions of these By-Laws, notice is required to be given to any directors, officer, or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing by depositing the same in a post office or letter box, in a postpaid, sealed wrapper, addressed to such stockholder, officer or director, at such address as appears on the books of the corporation.

Article XI. AMENDMENTS

The By-Laws of this corporation shall be adopted and may be amended or revised by the Board of Directors until or unless otherwise provided by a resolution passed by a majority vote of the stock issued and outstanding of this corporation.

At any annual meeting of the stockholders or any special meeting of the stockholders called for that purpose, the Articles of Incorporation may be amended by the affirmative vote of a majority of the stock issued and outstanding upon notice as shall be required by law.