

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**AMENDMENT NO. 3
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

UNIVERSAL HEALTH SERVICES, INC.

and the Subsidiary Guarantors listed on the
Table of Additional Registrants*
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

8062
(Primary Standard Industrial
Classification Code Number)

23-2077891
(I.R.S. Employer
Identification No.)

**Universal Corporate Center
367 South Gulph Road
King of Prussia, Pennsylvania
(610) 768-3300**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Alan B. Miller
Chairman of the Board and Chief Executive Officer
Universal Health Services, Inc.
Universal Corporate Center
367 South Gulph Road
King of Prussia, Pennsylvania 19406
(610) 768-3300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Warren J. Nimetz, Esq.
Manuel G. Rivera, Esq.
Fulbright & Jaworski L.L.P.
666 Fifth Avenue
New York, New York 10103
(212) 318-3000**

Approximate date of commencement of proposed sale of the securities to the public:

As soon as practicable after the effectiveness of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ☐

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ☐

* Includes certain subsidiaries of Universal Health Services, Inc. identified on the Table of Additional Registrants beginning on the following page.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

TABLE OF ADDITIONAL REGISTRANTS(1)

| <u>Exact Name of Registrant Subsidiary Guarantor</u> | <u>State or Other Jurisdiction of Incorporation or Formation</u> | <u>IRS Employer Identification Number</u> | <u>Primary Industrial Classification Code</u> |
|--|--|---|---|
| AIKEN REGIONAL MEDICAL CENTERS, INC. | SC | 23-2791808 | 8062 |
| ALLIANCE HEALTH CENTER, INC. | MS | 64-0777521 | 8093 |
| ALTERNATIVE BEHAVIORAL SERVICES, INC. | VA | 54-1757063 | 8093 |
| ASSOCIATED CHILD CARE EDUCATIONAL SERVICES, INC. | CA | 68-0227018 | 8093 |
| ATLANTIC SHORES HOSPITAL, LLC | DE | 20-3788069 | 8093 |
| AUBURN REGIONAL MEDICAL CENTER, INC. | WA | 51-0263246 | 8062 |
| BEHAVIORAL HEALTHCARE LLC | DE | 62-1516830 | 8093 |
| BENCHMARK BEHAVIORAL HEALTH SYSTEM, INC. | UT | 93-0893928 | 8093 |
| BHC ALHAMBRA HOSPITAL, INC. | TN | 62-1658521 | 8093 |
| BHC BELMONT PINES HOSPITAL, INC. | TN | 62-1658523 | 8093 |
| BHC FAIRFAX HOSPITAL, INC. | TN | 62-1658528 | 8093 |
| BHC FOX RUN HOSPITAL, INC. | TN | 62-1658531 | 8093 |
| BHC FREMONT HOSPITAL, INC. | TN | 62-1658532 | 8093 |
| BHC HEALTH SERVICES OF NEVADA, INC. | NV | 88-0300031 | 8093 |
| BHC HERITAGE OAKS HOSPITAL, INC. | TN | 62-1658494 | 8093 |
| BHC HOLDINGS, INC. | DE | 92-0189593 | 8093 |
| BHC INTERMOUNTAIN HOSPITAL, INC. | TN | 62-1658493 | 8093 |
| BHC MESILLA VALLEY HOSPITAL, LLC | DE | 20-2612295 | 8093 |
| BHC MONTEVISTA HOSPITAL, INC. | NV | 88-0299907 | 8093 |
| BHC NORTHWEST PSYCHIATRIC HOSPITAL, LLC | DE | 20-0085660 | 8093 |
| BHC OF INDIANA, GENERAL PARTNERSHIP | TN | 62-1780700 | 8093 |
| BHC PINNACLE POINTE HOSPITAL, INC. | TN | 62-1658502 | 8093 |
| BHC PROPERTIES, LLC | TN | 62-1660875 | 8093 |
| BHC SIERRA VISTA HOSPITAL, INC. | TN | 62-1658512 | 8093 |
| BHC STREAMWOOD HOSPITAL, INC. | TN | 62-1658515 | 8093 |
| BRENTWOOD ACQUISITION, INC. | TN | 20-0773985 | 8093 |
| BRENTWOOD ACQUISITION-SHREVEPORT, INC. | DE | 20-0474854 | 8093 |
| BRYNN MARR HOSPITAL, INC. | NC | 56-1317433 | 8093 |
| CANYON RIDGE HOSPITAL, INC. | CA | 20-2935031 | 8093 |
| CCS/LANSING, INC. | MI | 62-1681824 | 8093 |
| CEDAR SPRINGS HOSPITAL, INC. | DE | 74-3081810 | 8093 |
| CHILDREN’S COMPREHENSIVE SERVICES, INC. | TN | 62-1240866 | 8093 |
| COLUMBUS HOSPITAL PARTNERS, LLC | TN | 62-1664739 | 8093 |
| CUMBERLAND HOSPITAL PARTNERS, LLC | DE | 26-1871761 | 8093 |
| CUMBERLAND HOSPITAL, LLC | VA | 02-0567575 | 8093 |
| DEL AMO HOSPITAL, INC. | CA | 23-2646424 | 8093 |
| EMERALD COAST BEHAVIORAL HOSPITAL, LLC | DE | 27-0720873 | 8093 |
| FIRST HOSPITAL CORPORATION OF VIRGINIA BEACH | VA | 54-1414205 | 8093 |
| FIRST HOSPITAL PANAMERICANO, INC. | PR | 66-0490148 | 8093 |
| FORT DUNCAN MEDICAL CENTER, L.P. | DE | 23-3044530 | 8062 |
| FRONTLINE BEHAVIORAL HEALTH, INC. | DE | 72-1539453 | 8093 |
| FRONTLINE HOSPITAL, LLC | DE | 72-1539530 | 8093 |
| FRONTLINE RESIDENTIAL TREATMENT CENTER, LLC | DE | 72-1539254 | 8093 |
| GREAT PLAINS HOSPITAL, INC. | MO | 43-1328523 | 8093 |
| H.C. CORPORATION | AL | 63-0870528 | 8093 |
| H.C. PARTNERSHIP | AL | 63-0862148 | 8093 |
| HAVENWYCK HOSPITAL INC. | MI | 38-2409580 | 8093 |
| HHC AUGUSTA, INC. | GA | 20-3854156 | 8093 |
| HHC CONWAY INVESTMENT, INC. | SC | 20-3854265 | 8093 |
| HHC DELAWARE, INC. | DE | 20-3854210 | 8093 |
| HHC FOCUS FLORIDA, INC. | FL | 20-3798265 | 8093 |
| HHC PENNSYLVANIA, LLC | DE | 20-5353753 | 8093 |
| HHC POPLAR SPRINGS, INC. | VA | 20-0959684 | 8093 |
| HHC RIVER PARK, INC. | WV | 20-2652863 | 8093 |
| HHC ST. SIMONS, INC. | GA | 20-3854107 | 8093 |
| HICKORY TRAIL HOSPITAL, L.P. | DE | 20-4976326 | 8093 |
| HOLLY HILL HOSPITAL, LLC | TN | 62-1692189 | 8093 |
| HORIZON HEALTH CORPORATION | DE | 75-2293354 | 8093 |
| HORIZON HEALTH HOSPITAL SERVICES, LLC | DE | 20-3798133 | 8093 |
| HORIZON MENTAL HEALTH MANAGEMENT, LLC | TX | 36-3709746 | 8093 |
| HSA HILL CREST CORPORATION | AL | 95-3900761 | 8093 |
| KEYS GROUP HOLDINGS LLC | DE | 62-1863023 | 8093 |
| KEYSTONE CONTINUUM, LLC | TN | 48-1274107 | 8093 |
| KEYSTONE EDUCATION AND YOUTH SERVICES, LLC | TN | 62-1842126 | 8093 |
| KEYSTONE MARION, LLC | VA | 74-3108285 | 8093 |
| KEYSTONE NEWPORT NEWS, LLC | VA | 32-0066225 | 8093 |
| KEYSTONE NPS LLC | CA | 68-0520286 | 8093 |
| KEYSTONE RICHLAND CENTER, LLC | OH | 48-1274207 | 8093 |
| KEYSTONE WSNC, L.L.C. | NC | 20-1943356 | 8093 |
| KEYSTONE MEMPHIS, LLC | TN | 62-1837606 | 8093 |
| KEYSTONE/CCS PARTNERS LLC | DE | 73-1657607 | 8093 |

| <u>Exact Name of Registrant Subsidiary Guarantor</u> | <u>State or Other Jurisdiction of Incorporation or Formation</u> | <u>IRS Employer Identification Number</u> | <u>Primary Industrial Classification Code</u> |
|--|--|---|---|
| KIDS BEHAVIORAL HEALTH OF UTAH, INC. | UT | 62-1681825 | 8093 |
| KINGWOOD PINES HOSPITAL, LLC | TX | 73-1726285 | 8093 |
| KMI ACQUISITION, LLC | DE | 20-5048153 | 8093 |
| LA AMISTAD RESIDENTIAL TREATMENT CENTER, LLC | FL | 58-1791069 | 8093 |
| LANCASTER HOSPITAL CORPORATION | CA | 95-3565954 | 8062 |
| LAUREL OAKS BEHAVIORAL HEALTH CENTER, INC. | DE | 52-2090040 | 8093 |
| LEBANON HOSPITAL PARTNERS, LLC | TN | 62-1664738 | 8093 |
| MANATEE MEMORIAL HOSPITAL, L.P. | DE | 23-2798290 | 8062 |
| MCALLEN HOSPITALS, L.P. | DE | 23-3069260 | 8062 |
| MCALLEN MEDICAL CENTER, INC. | DE | 23-3069210 | 8062 |
| MERION BUILDING MANAGEMENT, INC. | DE | 23-2309517 | 1542 |
| MERRIDELL ACHIEVEMENT CENTER, INC. | TX | 74-1655289 | 8093 |
| MICHIGAN PSYCHIATRIC SERVICES, INC. | MI | 38-2423002 | 8093 |
| NEURO INSTITUTE OF AUSTIN, L.P. | TX | 56-2274069 | 8093 |
| NORTH SPRING BEHAVIORAL HEALTHCARE, INC. | TN | 20-1215130 | 8093 |
| NORTHERN INDIANA PARTNERS, LLC | TN | 62-1664737 | 8093 |
| NORTHWEST TEXAS HEALTHCARE SYSTEM, INC. | TX | 23-2238976 | 8062 |
| OAK PLAINS ACADEMY OF TENNESSEE, INC. | TN | 62-1725123 | 8093 |
| OCALA BEHAVIORAL HEALTH, LLC | DE | 32-0235544 | 8093 |
| PALMETTO BEHAVIORAL HEALTH HOLDINGS, LLC | DE | 22-3600673 | 8093 |
| PALMETTO BEHAVIORAL HEALTH SYSTEM, L.L.C. | SC | 57-1101379 | 8093 |
| PALMETTO LOWCOUNTRY BEHAVIORAL HEALTH, L.L.C. | SC | 57-1101380 | 8093 |
| PARK HEALTHCARE COMPANY | TN | 62-1166882 | 8093 |
| PENDLETON METHODIST HOSPITAL, L.L.C. | DE | 75-3128254 | 8062 |
| PENNSYLVANIA CLINICAL SCHOOLS, INC. | PA | 62-1735966 | 8093 |
| PREMIER BEHAVIORAL SOLUTIONS OF FLORIDA, INC. | DE | 65-0816927 | 8093 |
| PREMIER BEHAVIORAL SOLUTIONS, INC. | DE | 63-0857352 | 8093 |
| PSI SURETY, INC. | SC | 42-1565042 | 8093 |
| PSJ ACQUISITION, LLC | ND | 26-4314533 | 8093 |
| PSYCHIATRIC SOLUTIONS HOSPITALS, LLC | DE | 62-1658476 | 8093 |
| PSYCHIATRIC SOLUTIONS OF VIRGINIA, INC. | TN | 62-1732340 | 8093 |
| PSYCHIATRIC SOLUTIONS, INC. | DE | 23-2491707 | 8093 |
| RAMSAY MANAGED CARE, LLC | DE | 72-1249464 | 8093 |
| RAMSAY YOUTH SERVICES OF GEORGIA, INC. | DE | 35-2174803 | 8093 |
| RIVER OAKS, INC. | LA | 72-0687735 | 8093 |
| RIVEREDGE HOSPITAL HOLDINGS, INC. | DE | 22-3682759 | 8093 |
| ROLLING HILLS HOSPITAL, LLC | TN | 20-5566098 | 8093 |
| SAMSON PROPERTIES, LLC | FL | 59-3653863 | 8093 |
| SHADOW MOUNTAIN BEHAVIORAL HEALTH SYSTEM, LLC | DE | 43-2001465 | 8093 |
| SHC-KPH, LP | TX | 73-1726290 | 8093 |
| SOUTHEASTERN HOSPITAL CORPORATION | TN | 62-1606554 | 8093 |
| SP BEHAVIORAL, LLC | FL | 20-5202539 | 8093 |
| SPARKS FAMILY HOSPITAL, INC. | NV | 88-0159958 | 8062 |
| SPRINGFIELD HOSPITAL, INC. | DE | 26-0388272 | 8093 |
| STONINGTON BEHAVIORAL HEALTH, INC. | DE | 20-0687971 | 8093 |
| SUMMIT OAKS HOSPITAL, INC. | NJ | 20-1021210 | 8093 |
| SUNSTONE BEHAVIORAL HEALTH, LLC | TN | 80-0051894 | 8093 |
| TBD ACQUISITION, LLC | DE | 20-5048087 | 8093 |
| TBJ BEHAVIORAL CENTER, LLC | DE | 20-4865566 | 8093 |
| TENNESSEE CLINICAL SCHOOLS, LLC | TN | 62-1715237 | 8093 |
| TEXAS CYPRESS CREEK HOSPITAL, L.P. | TX | 62-1864266 | 8093 |
| TEXAS HOSPITAL HOLDINGS, INC. | DE | 62-1871091 | 8093 |
| TEXAS LAUREL RIDGE HOSPITAL, L.P. | TX | 43-2002326 | 8093 |
| TEXAS SAN MARCOS TREATMENT CENTER, L.P. | TX | 43-2002231 | 8093 |
| TEXAS WEST OAKS HOSPITAL, L.P. | TX | 62-1864265 | 8093 |
| THE ARBOUR, INC. | MA | 23-2238962 | 8093 |
| THE BRIDGEWAY, INC. | AR | 23-2238973 | 8093 |
| THE NATIONAL DEAF ACADEMY, LLC | FL | 59-3653865 | 8093 |
| THE PINES RESIDENTIAL TREATMENT CENTER, INC. | VA | 54-1465094 | 8093 |
| THREE RIVERS BEHAVIORAL HEALTH, LLC | SC | 57-1106645 | 8093 |
| THREE RIVERS HEALTHCARE GROUP, LLC | SC | 20-3842446 | 8093 |
| TOLEDO HOLDING CO., LLC | DE | 27-0607591 | 8093 |
| TURNING POINT CARE CENTER, INC. | GA | 58-1534607 | 8093 |
| TWO RIVERS PSYCHIATRIC HOSPITAL, INC. | DE | 23-2279129 | 8093 |
| UHS CHILDREN SERVICES, INC. | DE | 20-3577381 | 8093 |
| UHS HOLDING COMPANY, INC. | NV | 23-2367472 | 8062 |
| UHS KENTUCKY HOLDINGS, L.L.C. | DE | 20-5396036 | 8093 |
| UHS OF ANCHOR, L.P. | DE | 23-3044975 | 8093 |
| UHS OF BENTON, INC. | DE | 20-0930981 | 8093 |
| UHS OF BOWLING GREEN, LLC | DE | 20-0931121 | 8093 |
| UHS OF CENTENNIAL PEAKS, L.L.C. | DE | 26-3973154 | 8093 |
| UHS OF CORNERSTONE HOLDINGS, INC. | DE | 20-3184635 | 8062 |
| UHS OF CORNERSTONE, INC. | DE | 20-3184613 | 8062 |

| <u>Exact Name of Registrant Subsidiary Guarantor</u> | <u>State or Other Jurisdiction of Incorporation or Formation</u> | <u>IRS Employer Identification Number</u> | <u>Primary Industrial Classification Code</u> |
|--|--|---|---|
| UHS OF D.C., INC. | DE | 23-2896723 | 8062 |
| UHS OF DELAWARE, INC. | DE | 23-2369986 | 8062 |
| UHS OF DENVER, INC. | DE | 20-5227927 | 8093 |
| UHS OF DOVER, L.L.C. | DE | 20-5093162 | 8093 |
| UHS OF DOYLESTOWN, L.L.C. | DE | 20-8179692 | 8093 |
| UHS OF FAIRMOUNT, INC. | DE | 23-3044432 | 8093 |
| UHS OF FULLER, INC. | MA | 23-2801395 | 8093 |
| UHS OF GEORGIA HOLDINGS, INC. | DE | 23-3044428 | 8062 |
| UHS OF GEORGIA, INC. | DE | 23-3044429 | 8093 |
| UHS OF GREENVILLE, INC. | DE | 23-3044427 | 8093 |
| UHS OF HAMPTON, INC. | NJ | 23-2985430 | 8093 |
| UHS OF HARTGROVE, INC. | IL | 23-2983574 | 8093 |
| UHS OF LAKESIDE, LLC | DE | 23-3044425 | 8093 |
| UHS OF LAUREL HEIGHTS, L.P. | DE | 23-3045288 | 8093 |
| UHS OF NEW ORLEANS, INC. | LA | 72-0802368 | 8093 |
| UHS OF OKLAHOMA, INC. | OK | 23-3041933 | 8093 |
| UHS OF PARKWOOD, INC. | DE | 23-3044435 | 8093 |
| UHS OF PEACHFORD, L.P. | DE | 23-3044978 | 8093 |
| UHS OF PENNSYLVANIA, INC. | PA | 23-2842434 | 8093 |
| UHS OF PROVO CANYON, INC. | DE | 23-3044423 | 8093 |
| UHS OF PUERTO RICO, INC. | DE | 23-2937744 | 8093 |
| UHS OF RIDGE, LLC | DE | 23-3044431 | 8093 |
| UHS OF RIVER PARISHES, INC. | LA | 23-2238966 | 8062 |
| UHS OF ROCKFORD, LLC | DE | 23-3044421 | 8093 |
| UHS OF SALT LAKE CITY, L.L.C. | DE | 26-0464201 | 8093 |
| UHS OF SAVANNAH, L.L.C. | DE | 20-0931196 | 8093 |
| UHS OF SPRING MOUNTAIN, INC. | DE | 20-0930346 | 8093 |
| UHS OF SPRINGWOODS, L.L.C. | DE | 20-5395878 | 8093 |
| UHS OF SUMMITRIDGE, L.L.C. | DE | 26-2203865 | 8093 |
| UHS OF TEXOMA, INC. | DE | 20-5908627 | 8062 |
| UHS OF TIMBERLAWN, INC. | TX | 23-2853139 | 8093 |
| UHS OF TIMPANOGOS, INC. | DE | 20-3687800 | 8093 |
| UHS OF WESTWOOD PEMBROKE, INC. | MA | 23-3061361 | 8093 |
| UHS OF WYOMING, INC. | DE | 20-3367209 | 8093 |
| UHS OKLAHOMA CITY LLC | OK | 20-2901605 | 8093 |
| UHS SAHARA, INC. | DE | 20-3955217 | 8093 |
| UHS-CORONA, INC. | DE | 52-1247839 | 8062 |
| UNITED HEALTHCARE OF HARDIN, INC. | TN | 62-1244469 | 8093 |
| UNIVERSAL HEALTH SERVICES OF PALMDALE, INC. | DE | 23-3101502 | 8062 |
| UNIVERSAL HEALTH SERVICES OF RANCHO SPRINGS, INC. | CA | 23-3059262 | 8062 |
| UNIVERSITY BEHAVIORAL, LLC | FL | 20-5202458 | 8093 |
| VALLE VISTA HOSPITAL PARTNERS, LLC | TN | 62-1658516 | 8093 |
| VALLE VISTA, LLC | DE | 62-1740366 | 8093 |
| VALLEY HOSPITAL MEDICAL CENTER, INC. | NV | 23-2117855 | 8062 |
| WEKIVA SPRINGS CENTER, LLC | DE | 20-4865588 | 8093 |
| WELLINGTON REGIONAL MEDICAL CENTER, INCORPORATED | FL | 23-2306491 | 8062 |
| WELLSTONE REGIONAL HOSPITAL ACQUISITION, LLC | IN | 20-3062075 | 8093 |
| WILLOW SPRINGS, LLC | DE | 62-1814471 | 8093 |
| WINDMOOR HEALTHCARE INC. | FL | 23-2922437 | 8093 |
| WINDMOOR HEALTHCARE OF PINELLAS PARK, INC. | DE | 59-3480410 | 8093 |
| ZEUS ENDEAVORS, LLC | FL | 59-3653864 | 8093 |

(1) Address and telephone number of the principal executive office of each Additional Registrant are the same as those of Universal Health Services, Inc.

EXPLANATORY NOTE

The sole purpose of this pre-effective amendment is to file certain exhibits to the Registration Statement on Form S-4 (File No. 333-173267) of Universal Health Services, Inc. and certain subsidiaries of Universal Health Services, Inc. listed as additional registrants herein. No change is made to the Registration Statement other than with respect to Item 21(a) of Part II—Exhibits and Financial Statement Schedules. Accordingly, this pre-effective amendment consists only of the facing page, this Explanatory Note and Item 21(a) of Part II, the signatures and the Exhibit Index of the Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 21. Exhibits and Financial Statement Schedules.

(a) The following documents are filed as exhibits to this Registration Statement, including those exhibits incorporated herein by reference to a prior filing of Universal Health Services, Inc. ("UHS") under the Securities Act or the Exchange Act, as indicated:

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|---|
| 3.1 | Restated Certificate of Incorporation of Universal Health Services, Inc., and amendments thereto, previously filed as Exhibit 3.1 to UHS's Quarterly Report on Form 10-Q for the quarter ended June 30, 1997, are incorporated herein by reference. |
| 3.2 | Bylaws of Universal Health Services, Inc., as amended, previously filed as Exhibit 3.2 to UHS's Annual Report on Form 10-K for the year ended December 31, 1987, is incorporated herein by reference. |
| 3.3 | Amendment to the Restated Certificate of Incorporation of Universal Health Services, Inc., previously filed as Exhibit 3.1 to UHS's Current Report on Form 8-K dated July 3, 2001, is incorporated herein by reference. |
| 3.4* | Aiken Regional Medical Centers, Inc. Articles of Incorporation. |
| 3.5* | Bylaws of Aiken Regional Medical Centers, Inc. |
| 3.6* | Alliance Health Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.7* | Amended and Restated Bylaws of Alliance Health Center, Inc. |
| 3.8* | Alternative Behavioral Services, Inc. Articles of Incorporation and amendments thereto. |
| 3.9* | Amended and Restated Bylaws of Alternative Behavioral Services, Inc. |
| 3.10* | Associated Child Care Educational Services Inc. Articles of Incorporation and amendments thereto. |
| 3.11* | Amended and Restated Bylaws of Associated Child Care Educational Services Inc. |
| 3.12* | Atlantic Shores Hospital, LLC Certificate of Formation and amendment thereto. |
| 3.13* | Atlantic Shores Hospital, LLC Amended and Restated Operating Agreement. |
| 3.14* | Auburn Regional Medical Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.15* | Bylaws of Auburn Regional Medical Center, Inc. |
| 3.16* | Behavioral Healthcare LLC Certificate of Formation and amendments thereto. |
| 3.17* | Behavioral Healthcare LLC Amended and Restated Operating Agreement. |
| 3.18* | Benchmark Behavioral Health System, Inc. Articles of Incorporation and amendments thereto. |
| 3.19* | Amended and Restated Bylaws of Benchmark Behavioral Health System, Inc. |
| 3.20* | BHC Alhambra Hospital, Inc. Charter. |
| 3.21* | Amended and Restated Bylaws of BHC Alhambra Hospital, Inc. |
| 3.22* | BHC Belmont Pines Hospital, Inc. Charter. |
| 3.23* | Amended and Restated Bylaws of BHC Belmont Pines Hospital, Inc. |
| 3.24* | BHC Fairfax Hospital, Inc. Charter. |
| 3.25* | Amended and Restated Bylaws of BHC Fairfax Hospital, Inc. |
| 3.26* | BHC Fox Run Hospital, Inc. Charter. |
| 3.27* | Amended and Restated Bylaws of BHC Fox Run Hospital, Inc. |
| 3.28* | BHC Fremont Hospital, Inc. Charter. |
| 3.29* | Amended and Restated Bylaws of BHC Fremont Hospital, Inc. |
| 3.30* | BHC Health Services of Nevada, Inc. Articles of Incorporation. |
| 3.31* | Amended and Restated Bylaws of BHC Health Services of Nevada, Inc. |
| 3.32* | BHC Heritage Oaks Hospital, Inc. Charter. |
| 3.33* | Amended and Restated Bylaws of BHC Heritage Oaks Hospital, Inc. |
| 3.34* | BHC Holdings, Inc. Certificate of Incorporation and amendments thereto. |
| 3.35* | Amended and Restated Bylaws of BHC Holdings, Inc. |
| 3.36* | BHC Intermountain Hospital, Inc. Charter. |
| 3.37* | Amended and Restated Bylaws of BHC Intermountain Hospital, Inc. |
| 3.38* | BHC Mesilla Valley Hospital, LLC Certificate of Formation and amendments thereto. |
| 3.39* | BHC Mesilla Valley Hospital, LLC Amended and Restated Operating Agreement. |
| 3.40* | BHC Montevista Hospital, Inc. Articles of Incorporation and amendments thereto. |
| 3.41* | Amended and Restated Bylaws of BHC Montevista Hospital, Inc. |
| 3.42* | BHC Northwest Psychiatric Hospital, LLC Certificate of Formation and amendments thereto. |

- 3.43* BHC Northwest Psychiatric Hospital, LLC Amended and Restated Operating Agreement.
- 3.44* BHC of Indiana, General Partnership Amended and Restated Agreement of General Partnership

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|--|
| 3.45* | BHC Pinnacle Pointe Hospital, Inc. Charter. |
| 3.46* | Amended and Restated Bylaws of BHC Pinnacle Pointe Hospital, Inc. |
| 3.47* | BHC Properties, LLC Certificate of Formation. |
| 3.48* | BHC Properties, LLC Amended and Restated Operating Agreement. |
| 3.49* | BHC Sierra Vista Hospital, Inc. Charter. |
| 3.50* | Amended and Restated Bylaws of BHC Sierra Vista Hospital, Inc. |
| 3.51* | BHC Streamwood Hospital, Inc. Charter. |
| 3.52* | Amended and Restated Bylaws of BHC Streamwood Hospital, Inc. |
| 3.53* | Brentwood Acquisition, Inc. Charter. |
| 3.54* | Amended and Restated Bylaws of Brentwood Acquisition, Inc. |
| 3.55* | Brentwood Acquisition-Shreveport, Inc. Certificate of Incorporation and amendments thereto. |
| 3.56* | Amended and Restated Bylaws of Brentwood Acquisition - Shreveport, Inc. |
| 3.57* | Brynn Marr Hospital, Inc. Articles of Incorporation and amendments thereto. |
| 3.58* | Amended and Restated Bylaws of Brynn Marr Hospital, Inc. |
| 3.59* | Canyon Ridge Hospital, Inc. Articles of Incorporation. |
| 3.60* | Amended and Restated Bylaws of Canyon Ridge Hospital, Inc. |
| 3.61* | CCS/Lansing, Inc. Articles of Incorporation. |
| 3.62* | Amended and Restated Bylaws of CCS/Lansing, Inc. |
| 3.63* | Cedar Springs Hospital, Inc. Certificate of Incorporation and amendment thereto. |
| 3.64* | Amended and Restated Bylaws of Cedar Springs Hospital, Inc. |
| 3.65* | Children's Comprehensive Services, Inc. Restated Charter and amendments thereto. |
| 3.66* | Bylaws of Children's Comprehensive Services, Inc. |
| 3.67* | Columbus Hospital Partners, LLC Certificate of Formation. |
| 3.68* | Columbus Hospital Partners, LLC Amended and Restated Operating Agreement. |
| 3.69* | Cumberland Hospital Partners, LLC Certificate of Formation and amendments thereto. |
| 3.70* | Cumberland Hospital Partners, LLC Amended and Restated Operating Agreement. |
| 3.71* | Cumberland Hospital, LLC Articles of Organization and amendments thereto. |
| 3.72* | Cumberland Hospital, LLC Amended and Restated Operating Agreement. |
| 3.73* | Del Amo Hospital, Inc. Articles of Incorporation. |
| 3.74* | Amended and Restated Bylaws of Del Amo Hospital, Inc. |
| 3.75* | Emerald Coast Behavioral Hospital, LLC Certificate of Formation. |
| 3.76* | Emerald Coast Behavioral Hospital, LLC Amended and Restated Operating Agreement. |
| 3.77* | First Hospital Corporation of Virginia Beach Articles of Incorporation and amendments thereto. |
| 3.78* | Amended and Restated Bylaws of First Hospital Corporation of Virginia Beach |
| 3.79* | First Hospital Panamericano, Inc. Certificate of Incorporation and amendments thereto. |
| 3.80* | Amended and Restated Bylaws of First Hospital Panamericano, Inc. |
| 3.81* | Fort Duncan Medical Center, L.P. Certificate of Limited Partnership. |
| 3.82* | Agreement of Limited Partnership of Fort Duncan Medical Center, L.P. |
| 3.83* | Frontline Behavioral Health, Inc. Certificate of Incorporation and amendments thereto. |
| 3.84* | Bylaws of Frontline Behavioral Health, Inc. |
| 3.85* | Frontline Hospital, LLC Amended and Restated Certificate of Formation. |
| 3.86* | Frontline Hospital, LLC Amended and Restated Operating Agreement. |
| 3.87* | Frontline Residential Treatment Center, LLC Amended and Restated Certificate of Formation. |
| 3.88* | Frontline Residential Treatment Center, LLC Amended and Restated Operating Agreement. |
| 3.89* | Great Plains Hospital, Inc. Articles of Incorporation. |
| 3.90* | Amended and Restated Bylaws of Great Plains Hospital, Inc. |
| 3.91* | H.C. Corporation Articles of Incorporation. |
| 3.92* | Amended and Restated Bylaws of H.C. Corporation. |
| 3.93* | Agreement of General Partnership. of H.C. Partnership. |

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| 3.94* | Havenwyck Hospital Inc. Articles of Incorporation and amendments thereto. |
| 3.95* | Amended and Restated Bylaws of Havenwyck Hospital Inc. |
| 3.96* | HHC Augusta, Inc. Articles of Incorporation. |
| 3.97* | Amended and Restated Bylaws of HHC Augusta, Inc. |
| 3.98* | HHC Conway Investment, Inc. Articles of Incorporation. |
| 3.99* | Amended and Restated Bylaws of HHC Conway Investment, Inc. |
| 3.100* | HHC Delaware, Inc. Certificate of Incorporation. |
| 3.101* | Amended and Restated Bylaws of HHC Delaware, Inc. |
| 3.102* | HHC Focus Florida, Inc. Articles of Incorporation and amendments thereto. |
| 3.103* | Amended and Restated Bylaws of HHC Focus Florida, Inc. |
| 3.104* | HHC Pennsylvania, LLC Certificate of Formation. |

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|---|
| 3.105* | HHC Pennsylvania, LLC Amended and Restated Operating Agreement. |
| 3.106* | HHC Poplar Springs, Inc. Articles of Incorporation. |
| 3.107* | Amended and Restated Bylaws of HHC Poplar Springs, Inc. |
| 3.108* | HHC River Park, Inc. Articles of Incorporation. |
| 3.109* | Amended and Restated Bylaws of HHC River Park, Inc. |
| 3.110* | HHC St. Simons, Inc. Articles of Incorporation. |
| 3.111* | Amended and Restated Bylaws of HHC St. Simons, Inc. |
| 3.112* | Hickory Trail Hospital, L.P. Certificate of Limited Partnership. |
| 3.113* | Amended and Restated Agreement of Limited Partnership of Hickory Trail Hospital, L.P. |
| 3.114* | Holly Hill Hospital, LLC Certificate of Formation. |
| 3.115* | Holly Hill Hospital, LLC Amended and Restated Operating Agreement. |
| 3.116* | Horizon Health Corporation Amended and Restated Certificate of Incorporation. |
| 3.117* | Amended and Restated Bylaws of Horizon Health Corporation. |
| 3.118* | Horizon Health Hospital Services, LLC Certificate of Formation. |
| 3.119* | Horizon Health Hospital Services, LLC Amended and Restated Operating Agreement. |
| 3.120* | Horizon Mental Health Management, LLC Certificate of Formation. |
| 3.121* | Horizon Mental Health Management, LLC Amended and Restated Operating Agreement. |
| 3.122* | HSA Hill Crest Corporation Articles of Incorporation and amendments thereto. |
| 3.123* | Amended and Restated Bylaws of HSA Hill Crest Corporation. |
| 3.124* | Keys Group Holdings LLC Certificate of Formation and amendments thereto. |
| 3.125* | Keys Group Holdings LLC Amended and Restated Operating Agreement. |
| 3.126* | Keystone Continuum, LLC Articles of Organization. |
| 3.127* | Keystone Continuum, LLC Amended and Restated Operating Agreement. |
| 3.128* | Keystone Education and Youth Services, LLC Articles of Organization and amendments thereto. |
| 3.129* | Keystone Education and Youth Services, LLC Amended and Restated Operating Agreement. |
| 3.130* | Keystone Marion, LLC Articles of Organization. |
| 3.131* | Keystone Marion, LLC Amended and Restated Operating Agreement. |
| 3.132* | Keystone Newport News, LLC Articles of Organization. |
| 3.133* | Keystone Newport News, LLC Amended and Restated Operating Agreement. |
| 3.134* | Keystone NPS LLC Articles of Organization and amendments. |
| 3.135* | Keystone NPS LLC Amended and Restated Operating Agreement. |
| 3.136* | Keystone Richland Center, LLC Articles of Organization. |
| 3.137* | Keystone Richland Center, LLC Amended and Restated Operating Agreement. |
| 3.138* | Keystone WSNC, L.L.C. Articles of Organization. |
| 3.139* | Keystone WSNC, L.L.C. Amended and Restated Operating Agreement. |
| 3.140* | Keystone Memphis, LLC Articles of Organization. |
| 3.141* | Keystone Memphis, LLC Amended and Restated Operating Agreement. |
| 3.142* | Keystone / CCS Partners LLC Certificate of Formation and amendments thereto. |
| 3.143* | Keystone / CCS Partners LLC Amended and Restated Operating Agreement. |
| 3.144* | Kids Behavioral Health of Utah, Inc. Articles of Incorporation and amendments thereto. |
| 3.145* | Amended and Restated Bylaws of Kids Behavioral Health of Utah, Inc. |
| 3.146* | Kingwood Pines Hospital, LLC Articles of Incorporation and amendments thereto. |
| 3.147* | Kingwood Pines Hospital, LLC Amended and Restated Operating Agreement. |
| 3.148* | KMI Acquisition, LLC Certificate of Formation. |
| 3.149* | KMI Acquisition, LLC Amended and Restated Operating Agreement. |
| 3.150* | La Amistad Residential Treatment Center, LLC Articles of Organization. |
| 3.151* | La Amistad Residential Treatment Center, LLC Amended and Restated Operating Agreement. |
| 3.152* | Lancaster Hospital Corporation Articles of Incorporation. |
| 3.153* | Bylaws of Lancaster Hospital Corporation. |

- 3.154* Laurel Oaks Behavioral Health Center, Inc. Certificate of Incorporation and amendments thereto.
- 3.155* Amended and Restated Bylaws of Laurel Oaks Behavioral Health Center, Inc.
- 3.156* Lebanon Hospital Partners, LLC Certificate of Formation.
- 3.157* Lebanon Hospital Partners, LLC Amended and Restated Operating Agreement.
- 3.158* Manatee Memorial Hospital, L.P. Certificate of Limited Partnership and amendments thereto.
- 3.159* Agreement of Limited Partnership of Manatee Memorial Hospital, L.P.
- 3.160* McAllen Hospitals, L.P. Certificate of Limited Partnership and amendments thereto.
- 3.161* Agreement of Limited Partnership and amendments thereto of McAllen Hospitals, L.P.
- 3.162* McAllen Medical Center, Inc. Certificate of Incorporation and amendments thereto.
- 3.163* Bylaws of McAllen Medical Center, Inc.
- 3.164* Merion Building Management, Inc. Certificate of Incorporation and amendments thereto.

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|--|
| 3.165* | Bylaws of Merion Building Management, Inc. |
| 3.166* | Merridell Achievement Center, Inc. Articles of Incorporation and amendments thereto.. |
| 3.167* | Amended and Restated Bylaws of Merridell Achievement Center, Inc. |
| 3.168* | Michigan Psychiatric Services, Inc. Articles of Incorporation and amendments thereto. |
| 3.169* | Amended and Restated Bylaws of Michigan Psychiatric Services, Inc. |
| 3.170* | Neuro Institute of Austin, L.P. Certificate of Limited Partnership and amendments thereto. |
| 3.171* | Amended and Restated Agreement of Limited Partnership of Neuro Institute of Austin, L.P. |
| 3.172* | North Spring Behavioral Healthcare, Inc. Charter and amendments thereto. |
| 3.173* | Amended and Restated Bylaws of North Spring Behavioral Healthcare, Inc. |
| 3.174* | Northern Indiana Partners, LLC Certificate of Formation. |
| 3.175* | Northern Indiana Partners, LLC Amended and Restated Operating Agreement. |
| 3.176* | Northwest Texas Healthcare System, Inc. Articles of Incorporation and amendments thereto. |
| 3.177* | Bylaws of Northwest Texas Healthcare System, Inc. |
| 3.178* | Oak Plains Academy of Tennessee, Inc. Charter and amendments thereto. |
| 3.179* | Amended and Restated Bylaws of Oak Plains Academy of Tennessee, Inc. |
| 3.180* | Ocala Behavioral Health, LLC Certificate of Formation and amendments thereto. |
| 3.181* | Ocala Behavioral Health, LLC Amended and Restated Operating Agreement. |
| 3.182* | Palmetto Behavioral Health Holdings, LLC Certificate of Formation and amendments thereto. |
| 3.183* | Palmetto Behavioral Health Holdings, LLC Amended and Restated Operating Agreement. |
| 3.184* | Palmetto Behavioral Health System, L.L.C. Articles of Organization. |
| 3.185* | Palmetto Behavioral Health System, L.L.C. Amended and Restated Operating Agreement. |
| 3.186* | Palmetto Lowcountry Behavioral Health, L.L.C. Articles of Organization. |
| 3.187* | Palmetto Lowcountry Behavioral Health, L.L.C. Amended and Restated Operating Agreement. |
| 3.188* | Park Healthcare Company Charter and amendments thereto. |
| 3.189* | Bylaws of Park Healthcare Company. |
| 3.190* | Pendleton Methodist Hospital, L.L.C. Certificate of Formation. |
| 3.191* | Pendleton Methodist Hospital, L.L.C. Operating Agreement and amendments thereto. |
| 3.192* | Pennsylvania Clinical Schools, Inc. Articles of Incorporation. |
| 3.193* | Amended and Restated Bylaws of Pennsylvania Clinical Schools, Inc. |
| 3.194* | Premier Behavioral Solutions of Florida, Inc. Certificate of Incorporation and amendments thereto. |
| 3.195* | Amended and Restated Bylaws of Premier Behavioral Solutions of Florida, Inc. |
| 3.196* | Premier Behavioral Solutions, Inc. Restated Certificate of Incorporation and amendments thereto. |
| 3.197* | Amended and Restated Bylaws of Premier Behavioral Solutions, Inc. |
| 3.198* | PSI Surety, Inc. Articles of Domestication. |
| 3.199* | Amended and Restated Bylaws of PSI Surety, Inc. |
| 3.200* | PSJ Acquisition, LLC Articles of Organization. |
| 3.201* | PSJ Acquisition, LLC Amended and Restated Operating Agreement. |
| 3.202* | Psychiatric Solutions Hospitals, LLC Certificate of Formation and amendments thereto. |
| 3.203* | Psychiatric Solutions Hospitals, LLC Amended and Restated Operating Agreement. |
| 3.204* | Psychiatric Solutions of Virginia, Inc. Certificate of Incorporation and amendments thereto. |
| 3.205* | Amended and Restated Bylaws of Psychiatric Solutions of Virginia, Inc. |
| 3.206* | Psychiatric Solutions, Inc. Amended and Restated Certificate of Incorporation and amendments thereto |
| 3.207* | Amended and Restated Bylaws of Psychiatric Solutions, Inc. |
| 3.208* | Ramsay Managed Care, LLC Certificate of Formation. |
| 3.209* | Ramsay Managed Care, LLC Amended and Restated Operating Agreement. |
| 3.210* | Ramsay Youth Services of Georgia, Inc. Certificate of Incorporation. |
| 3.211* | Amended and Restated Bylaws of Ramsay Youth Services of Georgia, Inc. |
| 3.212* | River Oaks, Inc. Restatement of Restated Articles of Incorporation and amendments thereto. |
| 3.213* | Amended and Restated Bylaws of River Oaks, Inc. |

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| 3.214* | Riveredge Hospital Holdings, Inc. Certificate of Incorporation and amendments thereto. |
| 3.215* | Amended and Restated Bylaws of Riveredge Hospital Holdings, Inc. |
| 3.216* | Rolling Hills Hospital, LLC Articles of Organization. |
| 3.217* | Rolling Hills Hospital, LLC Amended and Restated Operating Agreement. |
| 3.218* | Samson Properties, LLC Articles of Organization. |
| 3.219* | Samson Properties, LLC Amended and Restated Operating Agreement. |
| 3.220* | Shadow Mountain Behavioral Health System, LLC Certificate of Formation and amendments thereto. |
| 3.221* | Shadow Mountain Behavioral Health System, LLC Amended and Restated Operating Agreement. |
| 3.222* | SHC-KPH, LP Certificate of Limited Partnership and amendments thereto. |
| 3.223* | SHC-KPH, LP Amended and Restated Agreement of Limited Partnership. |
| 3.224* | Southeastern Hospital Corporation Charter. |

| <u>Exhibit No.</u> | <u>Description</u> |
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| 3.225* | Bylaws of Southeastern Hospital Corporation |
| 3.226* | SP Behavioral, LLC Articles of Organization. |
| 3.227* | SP Behavioral, LLC Amended and Restated Operating Agreement. |
| 3.228* | Sparks Family Hospital, Inc. Articles of Incorporation and amendments thereto. |
| 3.229* | Bylaws of Sparks Family Hospital, Inc. |
| 3.230* | Springfield Hospital, Inc. Certificate of Incorporation. |
| 3.231* | Amended and Restated Bylaws of Springfield Hospital, Inc. |
| 3.232* | Stonington Behavioral Health, Inc. Certificate of Incorporation. |
| 3.233* | Amended and Restated Bylaws of Stonington Behavioral Health, Inc. |
| 3.234* | Summit Oaks Hospital, Inc. Certificate of Incorporation and amendments thereto. |
| 3.235* | Amended and Restated Bylaws of Summit Oaks Hospital, Inc. |
| 3.236* | Sunstone Behavioral Health, LLC Certificate of Formation. |
| 3.237* | Sunstone Behavioral Health, LLC Amended and Restated Operating Agreement. |
| 3.238* | TBD Acquisition, LLC Certificate of Formation and amendments thereto. |
| 3.239* | TBD Acquisition, LLC Amended and Restated Operating Agreement. |
| 3.240* | TBJ Behavioral Center, LLC Certificate of Formation and amendments thereto. |
| 3.241* | TBJ Behavioral Center, LLC Amended and Restated Operating Agreement. |
| 3.242* | Tennessee Clinical Schools, LLC Articles of Organization. |
| 3.243* | Tennessee Clinical Schools, LLC Amended and Restated Operating Agreement. |
| 3.244* | Texas Cypress Creek Hospital, L.P. Certificate of Limited Partnership and amendments thereto. |
| 3.245* | Amended and Restated Agreement of Limited Partnership of Texas Cypress Creek Hospital, L.P. |
| 3.246* | Texas Hospital Holdings, Inc. Certificate of Incorporation and amendments thereto. |
| 3.247* | Texas Hospital Holdings, Inc. Amended and Restated Bylaws. |
| 3.248* | Texas Laurel Ridge Hospital, L.P. Certificate of Limited Partnership. |
| 3.249* | Amended and Restated Agreement of Limited Partnership of Texas Laurel Ridge Hospital, L.P. |
| 3.250* | Texas San Marcos Treatment Center, L.P. Certificate of Limited Partnership. |
| 3.251* | Amended and Restated Agreement of Limited Partnership of Texas San Marcos Treatment Center, L.P. |
| 3.252* | Texas West Oaks Hospital, L.P. Certificate of Limited Partnership and amendments thereto. |
| 3.253* | Amended and Restated Agreement of Limited Partnership of Texas West Oaks Hospital, L.P. |
| 3.254* | The Arbour, Inc. Articles of Organization and amendments thereto. |
| 3.255* | Amended and Restated Bylaws of The Arbour, Inc. |
| 3.256* | The Bridgeway, Inc. Articles of Incorporation and amendments thereto. |
| 3.257* | Amended and Restated Bylaws of The Bridgeway, Inc. |
| 3.258* | The National Deaf Academy, LLC Articles of Organization and amendments thereto. |
| 3.259* | The National Deaf Academy, LLC Amended and Restated Operating Agreement. |
| 3.260* | The Pines Residential Treatment Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.261* | Amended and Restated Bylaws of The Pines Residential Treatment Center, Inc. |
| 3.262* | Three Rivers Behavioral Health, LLC Restated Articles of Organization. |
| 3.263* | Three Rivers Behavioral Health, LLC Amended and Restated Operating Agreement. |
| 3.264* | Three Rivers Healthcare Group, LLC Restated Articles of Organization. |
| 3.265* | Three Rivers Healthcare Group, LLC Amended and Restated Operating Agreement. |
| 3.266* | Toledo Holding Co., LLC Certificate of Formation. |
| 3.267* | Toledo Holding Co., LLC Amended and Restated Operating Agreement. |
| 3.268* | Turning Point Care Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.269* | Amended and Restated Bylaws of Turning Point Care Center, Inc. |
| 3.270* | Two Rivers Psychiatric Hospital, Inc. Certificate of Incorporation and amendments thereto. |
| 3.271* | Amended and Restated Bylaws of Two Rivers Psychiatric Hospital, Inc. |
| 3.272* | UHS Children Services, Inc. Certificate of Incorporation. |
| 3.273* | Bylaws of UHS Children Services, Inc. |

- 3.274* UHS Holding Company, Inc. Articles of Incorporation.
- 3.275* Bylaws of UHS Holding Company, Inc.
- 3.276* UHS Kentucky Holdings, L.L.C. Certificate of Formation and amendments thereto.
- 3.277* UHS Kentucky Holdings, L.L.C. Amended and Restated Operating Agreement.
- 3.278* UHS of Anchor, L.P. Certificate of Limited Partnership and amendments thereto.
- 3.279* Agreement of Limited Partnership of UHS of Anchor, L.P.
- 3.280* UHS of Benton, Inc. Certificate of Incorporation.
- 3.281* Amended and Restated Bylaws of UHS of Benton, Inc.
- 3.282* UHS of Bowling Green, LLC Certificate of Formation and amendments thereto.
- 3.283* UHS of Bowling Green, LLC Amended and Restated Operating Agreement.
- 3.284* UHS of Centennial Peaks, L.L.C. Certificate of Formation.

| <u>Exhibit No.</u> | <u>Description</u> |
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| 3.285* | UHS of Centennial Peaks, L.L.C. Amended and Restated Operating Agreement. |
| 3.286* | UHS of Cornerstone Holdings, Inc. Certificate of Incorporation. |
| 3.287* | UHS of Cornerstone Holdings, Inc. Bylaws |
| 3.288* | UHS of Cornerstone, Inc. Certificate of Incorporation. |
| 3.289* | UHS of Cornerstone, Inc. Bylaws |
| 3.290* | UHS of D.C., Inc. Certificate of Incorporation. |
| 3.291* | Bylaws of UHS of D.C., Inc. |
| 3.292* | UHS of Delaware, Inc. Certificate of Incorporation and amendments thereto. |
| 3.293* | Bylaws of UHS of Delaware, Inc. |
| 3.294* | UHS of Denver, Inc. Certificate of Incorporation. |
| 3.295* | Amended and Restated Bylaws of UHS of Denver, Inc. |
| 3.296* | UHS of Dover, L.L.C. Certificate of Formation. |
| 3.297* | UHS of Dover, L.L.C. Amended and Restated Operating Agreement. |
| 3.298* | UHS of Doylestown, L.L.C. Certificate of Formation. |
| 3.299* | UHS of Doylestown, L.L.C. Amended and Restated Operating Agreement. |
| 3.300* | UHS of Fairmount, Inc. Certificate of Incorporation. |
| 3.301* | Amended and Restated Bylaws of UHS of Fairmount, Inc. |
| 3.302* | UHS of Fuller, Inc. Articles of Organization. |
| 3.303* | Amended and Restated Bylaws of UHS of Fuller, Inc. |
| 3.304* | UHS of Georgia Holdings, Inc. Certificate of Incorporation. |
| 3.305* | Bylaws of UHS of Georgia Holdings, Inc. |
| 3.306* | UHS of Georgia, Inc. Certificate of Incorporation. |
| 3.307* | Bylaws of UHS of Georgia, Inc. |
| 3.308* | UHS of Greenville, Inc. Certificate of Incorporation. |
| 3.309* | Amended and Restated Bylaws of UHS of Greenville, Inc. |
| 3.310* | UHS of Hampton, Inc. Certificate of Incorporation. |
| 3.311* | Amended and Restated Bylaws of UHS of Hampton, Inc. |
| 3.312* | UHS of Hartgrove, Inc. Articles of Incorporation. |
| 3.313* | Amended and Restated Bylaws of UHS of Hartgrove, Inc. |
| 3.314* | UHS of Lakeside, LLC Certificate of Formation. |
| 3.315* | UHS of Lakeside, LLC Amended and Restated Operating Agreement. |
| 3.316* | UHS of Laurel Heights, L.P. Certificate of Limited Partnership. |
| 3.317* | Agreement of Limited Partnership of UHS of Laurel Heights, L.P. |
| 3.318* | UHS of New Orleans, Inc. Articles of Incorporation. |
| 3.319* | Bylaws of UHS of New Orleans, Inc. |
| 3.320* | UHS of Oklahoma, Inc. Certificate of Incorporation and amendments thereto. |
| 3.321* | Bylaws of UHS of Oklahoma, Inc. |
| 3.322* | UHS of Parkwood, Inc. Certificate of Incorporation. |
| 3.323* | Amended and Restated Bylaws of UHS of Parkwood, Inc. |
| 3.324* | UHS of Peachford, L.P. Certificate of Limited Partnership. |
| 3.325* | Agreement of Limited Partnership of UHS of Peachford, L.P. |
| 3.326* | UHS of Pennsylvania, Inc. Articles of Incorporation. |
| 3.327* | Amended and Restated Bylaws of UHS of Pennsylvania, Inc. |
| 3.328* | UHS of Provo Canyon, Inc. Certificate of Incorporation and amendments thereto. |
| 3.329* | Amended and Restated Bylaws of UHS of Provo Canyon, Inc. |
| 3.330* | UHS of Puerto Rico, Inc. Certificate of Incorporation and amendments thereto. |
| 3.331* | Amended and Restated Bylaws of UHS of Puerto Rico, Inc. |
| 3.332* | UHS of Ridge, LLC Certificate of Formation. |
| 3.333* | UHS of Ridge, LLC Amended and Restated Operating Agreement. |

- 3.334* UHS of River Parishes, Inc. Articles of Incorporation and amendments thereto.
- 3.335* Bylaws of UHS of River Parishes, Inc.
- 3.336* UHS of Rockford, LLC Certificate of Formation.
- 3.337* UHS of Rockford, LLC Amended and Restated Operating Agreement.
- 3.338* UHS of Salt Lake City, L.L.C. Certificate of Formation.
- 3.339* UHS of Salt Lake City, L.L.C. Amended and Restated Operating Agreement.
- 3.340* UHS of Savannah, L.L.C. Certificate of Formation.
- 3.341* UHS of Savannah, L.L.C. Amended and Restated Operating Agreement.
- 3.342* UHS of Spring Mountain, Inc. Certificate of Incorporation.
- 3.343* Amended and Restated Bylaws of UHS of Spring Mountain, Inc.
- 3.344* UHS of Springwoods, L.L.C. Certificate of Formation.

| <u>Exhibit No.</u> | <u>Description</u> |
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| 3.345* | UHS of Springwoods, L.L.C. Amended and Restated Operating Agreement. |
| 3.346* | UHS of Summitridge, L.L.C. Certificate of Formation. |
| 3.347* | UHS of Summitridge, L.L.C. Amended and Restated Operating Agreement. |
| 3.348* | UHS of Texoma, Inc. Certificate of Incorporation. |
| 3.349* | Bylaws of UHS of Texoma, Inc. |
| 3.350* | UHS of Timberlawn, Inc. Articles of Incorporation and amendments thereto. |
| 3.351* | Amended and Restated Bylaws of UHS of Timberlawn, Inc. |
| 3.352* | UHS of Timpanogos, Inc. Certificate of Incorporation. |
| 3.353* | Amended and Restated Bylaws of UHS of Timpanogos, Inc. |
| 3.354* | UHS of Westwood Pembroke, Inc. Articles of Organization and amendments thereto. |
| 3.355* | Amended and Restated Bylaws of UHS of Westwood Pembroke, Inc. |
| 3.356* | UHS of Wyoming, Inc. Certificate of Incorporation. |
| 3.357* | Amended and Restated Bylaws of UHS of Wyoming, Inc. |
| 3.358* | UHS of Oklahoma City LLC Articles of Organization and amendments thereto. |
| 3.359* | UHS of Oklahoma City LLC Operating Agreement. |
| 3.360* | UHS Sahara, Inc. Certificate of Incorporation. |
| 3.361* | Amended and Restated Bylaws of UHS Sahara, Inc. |
| 3.362* | UHS-Corona, Inc. Certificate of Incorporation and amendments thereto. |
| 3.363* | Bylaws of UHS-Corona, Inc. |
| 3.364* | United Healthcare of Hardin, Inc. Charter and amendments thereto. |
| 3.365* | Amended and Restated Bylaws of United Healthcare of Hardin, Inc. |
| 3.366* | Universal Health Services of Palmdale, Inc. Certificate of Incorporation. |
| 3.367* | Amended and Restated Bylaws of Universal Health Services of Palmdale, Inc. |
| 3.368* | Universal Health Services of Rancho Springs, Inc. Articles of Incorporation and amendments thereto. |
| 3.369* | Amended and Restated Bylaws of Universal Health Services of Rancho Springs, Inc. |
| 3.370* | University Behavioral, LLC Articles of Organization and amendments thereto. |
| 3.371* | University Behavioral, LLC Amended and Restated Operating Agreement. |
| 3.372* | Valle Vista Hospital Partners, LLC Certificate of Formation. |
| 3.373* | Valle Vista Hospital Partners, LLC Amended and Restated Operating Agreement. |
| 3.374* | Valle Vista, LLC Certificate of Formation and amendments thereto. |
| 3.375* | Valle Vista, LLC Amended and Restated Operating Agreement. |
| 3.376* | Valley Hospital Medical Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.377* | Bylaws of Valley Hospital Medical Center, Inc. |
| 3.378* | Wekiva Springs Center, LLC Certificate of Formation and amendments thereto. |
| 3.379* | Wekiva Springs Center, LLC Amended and Restated Operating Agreement. |
| 3.380* | Wellington Regional Medical Center, Incorporated Articles of Incorporation and amendments thereto. |
| 3.381* | Amended and Restated Bylaws Wellington Regional Medical Center, Incorporated |
| 3.382* | Wellstone Regional Hospital Acquisition, LLC Certificate of Formation and amendments thereto. |
| 3.383* | Wellstone Regional Hospital Acquisition, LLC Amended and Restated Operating Agreement. |
| 3.384* | Willow Springs, LLC Certificate of Formation and amendments thereto. |
| 3.385* | Willow Springs, LLC Amended and Restated Operating Agreement. |
| 3.386* | Windmoor Healthcare Inc. Articles of Incorporation. |
| 3.387* | Amended and Restated Bylaws Windmoor Healthcare Inc. |
| 3.388* | Windmoor Healthcare of Pinellas Park, Inc. Certificate of Incorporation and amendments thereto. |
| 3.389* | Amended and Restated Bylaws Windmoor Healthcare of Pinellas Park, Inc. |
| 3.390* | Zeus Endeavors, LLC Articles of Organization. |
| 3.391* | Zeus Endeavors, LLC Amended and Restated Operating Agreement. |
| 4.1 | Indenture, dated as of September 29, 2010, between UHS, as successor by merger to UHS Escrow Corporation, and Union Bank, N.A., as Trustee (the “Indenture”), previously filed as Exhibit 4.1 to UHS’s Current Report on Form 8-K dated October 5, 2010, is incorporated herein by reference. |
| 4.2 | Supplemental Indenture to the Indenture, dated as of November 15, 2010, between UHS, as successor by merger to UHS Escrow Corporation, the |

subsidiary guarantors party thereto and Union Bank, N.A., as Trustee, relating to the \$250,000,000 aggregate principal amount of UHS's 7% Senior Notes due 2018, previously filed as Exhibit 4.1 to UHS's Current Report on Form 8-K dated November 17, 2010, is incorporated herein by reference.

- 4.3 Form of 7% Senior Note due 2018 (contained in Indenture filed as Exhibit 4.1 to this Registration Statement).
- 5.1† Opinion of Fulbright & Jaworski L.L.P.
- 5.2* Opinion of Matthew D. Klein, Vice President and General Counsel of UHS.

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|--|
| 10.1 | Registration Rights Agreement, dated as of September 29, 2010, among Universal Health Services, Inc., certain of its subsidiaries, UHS Escrow Corporation, and J.P. Morgan Securities LLC, for itself and as representative of the several initial purchasers of the Senior Notes, previously filed as Exhibit 4.3 to UHS's Current Report on Form 8-K dated October 5, 2010, is incorporated herein by reference. |
| 12.1* | Statement of Computation of Ratio of Earnings to Fixed Charges. |
| 23.1* | Consent of PricewaterhouseCoopers LLP. |
| 23.2† | Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1). |
| 23.3* | Consent of Matthew D. Klein, Vice President and General Counsel of UHS (included in Exhibit 5.2). |
| 23.4* | Consent of Ernst & Young LLP. |
| 24.1* | Powers of Attorney (included on signature pages). |
| 25.1* | Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of Union Bank, N.A. to act as trustee under the Indenture. |
| 99.1* | Form of Letter of Transmittal. |
| 99.2* | Form of Notice of Guaranteed Delivery. |
| 99.3* | Form of Letter to DTC Participants. |
| 99.4* | Form of Letter to Beneficial Holders. |

* Previously filed

† Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 3 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of King of Prussia, Commonwealth of Pennsylvania, on April 8, 2011.

UNIVERSAL HEALTH SERVICES, INC.

By: /S/ ALAN B. MILLER
Alan B. Miller
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 3 to the registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| <u>Signatures</u> | <u>Title</u> | <u>Date</u> |
|--|---|---------------|
| <u>/S/ ALAN B. MILLER</u> Alan B. Miller | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | April 8, 2011 |
| <u>/S/ MARC D. MILLER</u> Marc D. Miller | Director and President | April 8, 2011 |
| <u>*</u> Leatrice Ducat | Director | April 8, 2011 |
| <u>*</u> John H. Herrell | Director | April 8, 2011 |
| <u>*</u> Robert H. Hotz | Director | April 8, 2011 |
| <u>*</u> Anthony Pantaleoni | Director | April 8, 2011 |
| <u>Rick Santorum</u> | Director | |
| <u>*</u> Daniel B. Silvers | Director | April 8, 2011 |
| <u>/S/ STEVE FILTON</u> Steve Filton | Senior Vice President, Chief Financial Officer, Chief Accounting Officer and Secretary (Principal Financial Officer and Principal Accounting Officer) | April 8, 2011 |

*By /S/ ALAN B. MILLER
Alan B. Miller
As Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the registrants has duly caused this Amendment No. 3 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of King of Prussia, Commonwealth of Pennsylvania, on April 8, 2011.

ASSOCIATED CHILD CARE EDUCATIONAL SERVICES, INC.
CCS/LANSING, INC.
CHILDREN’S COMPREHENSIVE SERVICES, INC.
DEL AMO HOSPITAL, INC.
FRONTLINE BEHAVIORAL HEALTH, INC.
MERRIDELL ACHIEVEMENT CENTER, INC.
OAK PLAINS ACADEMY OF TENNESSEE, INC.
PARK HEALTHCARE COMPANY
PENNSYLVANIA CLINICAL SCHOOLS, INC.
RIVER OAKS, INC.
SOUTHEASTERN HOSPITAL CORPORATION
STONINGTON BEHAVIORAL HEALTH, INC.
THE ARBOUR, INC.
THE BRIDGEWAY, INC.
TURNING POINT CARE CENTER, INC.
TWO RIVERS PSYCHIATRIC HOSPITAL, INC.
UHS CHILDREN SERVICES, INC.
UHS OF BENTON, INC.
UHS OF DENVER, INC.
UHS OF FAIRMOUNT, INC.
UHS OF FULLER, INC.
UHS OF GEORGIA, INC.
UHS OF GEORGIA HOLDINGS, INC.
UHS OF GREENVILLE, INC.
UHS OF HAMPTON, INC.
UHS OF HARTGROVE, INC.
UHS OF LAKESIDE, LLC
UHS OF PARKWOOD, INC.
UHS OF PENNSYLVANIA, INC.
UHS OF PROVO CANYON, INC.
UHS OF SPRING MOUNTAIN, INC.
UHS OF TIMBERLAWN, INC.
UHS OF TIMPANOGOS, INC.
UHS OF WESTWOOD PEMBROKE, INC.
UHS OF WYOMING, INC.
UHS SAHARA, INC.
UNITED HEALTHCARE OF HARDIN, INC.

By: _____ /S/ STEVE FILTON
Name: Steve Filton
Title: Vice President

FRONTLINE HOSPITAL, LLC
FRONTLINE RESIDENTIAL TREATMENT CENTER, LLC

By: Frontline Behavioral Health, Inc.
Its sole member

By: _____ /S/ STEVE FILTON
Name: Steve Filton
Title: Vice President

KEYS GROUP HOLDINGS LLC

By: UHS Children Services, Inc.
Its sole member

By: _____ /S/ STEVE FILTON
Name: Steve Filton
Title: Vice President

KEYSTONE/CCS PARTNERS LLC

By: Children’s Comprehensive Services, Inc.
Its Minority Member

By: KEYS Group Holdings LLC
Its Managing Member and sole member of the minority member

By: UHS Children Services, Inc.
Its sole member

By: _____ /S/ STEVE FILTON
Name: Steve Filton
Title: Vice President

KEYSTONE CONTINUUM, LLC
KEYSTONE NPS LLC
KEYSTONE RICHLAND CENTER, LLC

By: Keystone/CCS Partners LLC
Its managing member

By: Children’s Comprehensive Services, Inc.
Its minority member

By: KEYS Group Holdings LLC
Its managing member and sole member of the minority member

By: UHS Children Services, Inc.
Its sole member

By: _____/s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

KEYSTONE EDUCATION AND YOUTH SERVICES, LLC

By: KEYS Group Holdings LLC
Its managing member

By: UHS Children Services, Inc.
Its sole member

By: _____/s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

UHS OF SAVANNAH, L.L.C.

By: UHS of Georgia Holdings, Inc.
Its sole member

By: _____/s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

KEYSTONE MARION, LLC
KEYSTONE MEMPHIS, LLC
KEYSTONE NEWPORT NEWS, LLC
KEYSTONE WSNC, L.L.C.

By: Keystone Education and Youth Services, LLC
Its managing member

By: KEYS Group Holdings LLC
Its managing member

By: UHS Children Services, Inc.
Its sole member

By: _____/s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

UHS OF CENTENNIAL PEAKS, L.L.C.

By: UHS of Denver, Inc.
Its sole member

By: _____/s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

UHS OF DOYLESTOWN, L.L.C.

By: UHS of Pennsylvania, Inc.
Its sole member

By: _____/s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

UHS OF SALT LAKE CITY, L.L.C.

By: UHS of Provo Canyon, Inc.
Its sole member

By: _____/s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

UHS OF SUMMITRIDGE, LLC

By: UHS of Peachford, L.P,
Its managing member

By: UHS of Georgia, Inc.
Its general partner

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

UHS OF ANCHOR, L.P.
UHS OF LAUREL HEIGHTS, L.P.
UHS OF PEACHFORD, L.P.

By: UHS of Georgia, Inc.
Its general partner

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 3 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|--------------------------------------|---|---------------|
| /s/ ALAN B. MILLER Alan B. Miller | President (Principal Executive Officer), Director | April 8, 2011 |
| /s/ STEVE FILTON Steve Filton | Vice President (Principal Financial and Accounting Officer), Director | April 8, 2011 |
| * Debra K. Osteen | Director | April 8, 2011 |

*By /s/ STEVE FILTON
Steve Filton
As Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the registrants has duly caused this Amendment No. 3 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of King of Prussia, Commonwealth of Pennsylvania, on April 8, 2011.

AIKEN REGIONAL MEDICAL CENTERS, INC.
AUBURN REGIONAL MEDICAL CENTER, INC.
LANCASTER HOSPITAL CORPORATION
MCALLEN MEDICAL CENTER, INC.
MERION BUILDING MANAGEMENT, INC.
NORTHWEST TEXAS HEALTHCARE SYSTEM, INC.
SPARKS FAMILY HOSPITAL, INC.
UHS HOLDING COMPANY, INC.
UHS OF CORNERSTONE, INC.
UHS OF CORNERSTONE HOLDINGS, INC.
UHS OF D.C., INC.
UHS OF DELAWARE, INC.
UHS OF NEW ORLEANS, INC.
UHS OF OKLAHOMA, INC.
UHS OF PUERTO RICO, INC.
UHS OF RIVER PARISHES, INC.
UHS OF TEXOMA, INC.
UHS-CORONA, INC.
UNIVERSAL HEALTH SERVICES OF PALMDALE, INC.
UNIVERSAL HEALTH SERVICES OF RANCHO SPRINGS, INC.
VALLEY HOSPITAL MEDICAL CENTER, INC.
WELLINGTON REGIONAL MEDICAL CENTER, INCORPORATED

By: _____ /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

MANATEE MEMORIAL HOSPITAL, L.P.

By: Wellington Regional Medical Center, Incorporated
Its general partner

By: _____ /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

MCALLEN HOSPITALS, L.P.

By: McAllen Medical Center, Inc.
Its general partner

By: _____ /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

PENDLETON METHODIST HOSPITAL, L.L.C.

By: UHS of River Parishes, Inc.
Its managing member

By: _____ /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

UHS KENTUCKY HOLDINGS, L.L.C.

By: UHS of Delaware, Inc.
Its managing member

By: _____ /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

UHS OKLAHOMA CITY LLC **UHS OF SPRINGWOODS, L.L.C.**

By: UHS of New Orleans, Inc.
Its sole member

By: _____ /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

FORT DUNCAN MEDICAL CENTER, L.P.

By: Fort Duncan Medical Center, Inc.
Its general partner

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 3 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|--------------------------------------|---|---------------|
| /s/ ALAN B. MILLER Alan B. Miller | President (Principal Executive Officer), Director | April 8, 2011 |
| /s/ STEVE FILTON Steve Filton | Vice President (Principal Accounting and Financial Officer), Director | April 8, 2011 |
| /s/ MARC D. MILLER Marc D. Miller | Vice President, Director | April 8, 2011 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the registrants has duly caused this Amendment No. 3 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of King of Prussia, Commonwealth of Pennsylvania, on April 8, 2011.

ALLIANCE HEALTH CENTER, INC.
ALTERNATIVE BEHAVIORAL SERVICES, INC.
BENCHMARK BEHAVIORAL HEALTH SYSTEM, INC.
BHC ALHAMBRA HOSPITAL, INC.
BHC BELMONT PINES HOSPITAL, INC.
BHC FAIRFAX HOSPITAL, INC.
BHC FOX RUN HOSPITAL, INC.
BHC FREMONT HOSPITAL, INC.
BHC HEALTH SERVICES OF NEVADA, INC.
BHC HERITAGE OAKS HOSPITAL, INC.
BHC HOLDINGS, INC.
BHC INTERMOUNTAIN HOSPITAL, INC.
BHC MONTEVISTA HOSPITAL, INC.
BHC PINNACLE POINTE HOSPITAL, INC.
BHC SIERRA VISTA HOSPITAL, INC.
BHC STREAMWOOD HOSPITAL, INC.
BRENTWOOD ACQUISITION, INC.
BRENTWOOD ACQUISITION-SHREVEPORT, INC.
BRYNN MARR HOSPITAL, INC.
CANYON RIDGE HOSPITAL, INC.
CEDAR SPRINGS HOSPITAL, INC.
FIRST HOSPITAL CORPORATION OF VIRGINIA BEACH
FIRST HOSPITAL PANAMERICANO, INC.
GREAT PLAINS HOSPITAL, INC.
H. C. CORPORATION
HAVENWYCK HOSPITAL INC.
HHC AUGUSTA, INC.
HHC CONWAY INVESTMENT, INC.
HHC DELAWARE, INC.
HHC FOCUS FLORIDA, INC.
HHC POPLAR SPRINGS, INC.
HHC RIVER PARK, INC.
HHC ST. SIMONS, INC.
HORIZON HEALTH CORPORATION
HSA HILL CREST CORPORATION
KIDS BEHAVIORAL HEALTH OF UTAH, INC.
LAUREL OAKS BEHAVIORAL HEALTH CENTER, INC.
MICHIGAN PSYCHIATRIC SERVICES, INC.
NORTH SPRING BEHAVIORAL HEALTHCARE, INC.

PREMIER BEHAVIORAL SOLUTIONS OF FLORIDA, INC.
PREMIER BEHAVIORAL SOLUTIONS, INC.
PSI SURETY, INC.
PSYCHIATRIC SOLUTIONS, INC.
PSYCHIATRIC SOLUTIONS OF VIRGINIA, INC.
RAMSAY YOUTH SERVICES OF GEORGIA, INC.
RIVEREDGE HOSPITAL HOLDINGS, INC.
SPRINGFIELD HOSPITAL, INC.
SUMMIT OAKS HOSPITAL, INC.
TEXAS HOSPITAL HOLDINGS, INC.
THE PINES RESIDENTIAL TREATMENT CENTER, INC.
WINDMOOR HEALTHCARE INC.
WINDMOOR HEALTHCARE OF PINELLAS PARK, INC.

By: _____ /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

ATLANTIC SHORES HOSPITAL, L.L.C.
EMERALD COAST BEHAVIORAL HOSPITAL, LLC
OCALA BEHAVIORAL HEALTH, LLC
PALMETTO BEHAVIORAL HEALTH HOLDINGS, LLC
RAMSAY MANAGED CARE, LLC
SAMSON PROPERTIES, LLC
TBJ BEHAVIORAL CENTER, LLC
THREE RIVERS HEALTHCARE GROUP, LLC
WEKIVA SPRINGS CENTER, LLC
ZEUS ENDEAVORS, LLC

By: Premier Behavioral Solutions, Inc.
Its Sole Member

By: _____ /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

BEHAVIORAL HEALTHCARE, LLC

By: BHC Holdings, Inc.
Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

BHC MESILLA VALLEY HOSPITAL, LLC
BHC NORTHWEST PSYCHIATRIC HOSPITAL, LLC
CUMBERLAND HOSPITAL PARTNERS, LLC

By: BHC Properties, LLC
Its Sole Member

By: Behavioral Healthcare LLC
Its Sole Member

By: BHC Holdings, Inc.
Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

BHC OF INDIANA, GENERAL PARTNERSHIP

By: Columbus Hospital Partners, LLC
Its General Partner

By: Lebanon Hospital Partners, LLC
Its General Partner

By: Northern Indiana Partners, LLC
Its General Partner

By: Valle Vista Hospital Partners, LLC
Its General Partner

By: BHC Healthcare, LLC
The Sole Member of each of the above General Partners

By: BHC Holdings, Inc.
Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

BHC PROPERTIES, LLC
COLUMBUS HOSPITAL PARTNERS, LLC
HOLLY HILL HOSPITAL, LLC
LEBANON HOSPITAL PARTNERS, LLC
NORTHERN INDIANA PARTNERS, LLC
VALLE VISTA HOSPITAL PARTNERS, LLC

By: Behavioral Healthcare LLC
Its Sole Member

By: BHC Holdings, Inc.
Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

CUMBERLAND HOSPITAL, LLC

By: Cumberland Hospital Partners, LLC
Its Managing Member

By: BHC Properties, LLC
Its Minority Member and Sole Member
of the Managing Member

By: Behavioral Healthcare LLC
Its Sole Member

By: BHC Holdings, Inc.
Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

H.C. PARTNERSHIP

By: H.C. Corporation
Its General Partner

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

By: HSA Hill Crest Corporation
Its General Partner

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

HHC PENNSYLVANIA, LLC
KINGWOOD PINES HOSPITAL, LLC
TOLEDO HOLDING CO., LLC

By: Horizon Health Hospital Services, LLC
Its Sole Member

By: Horizon Health Corporation
Its Sole Member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

HICKORY TRAIL HOSPITAL, L.P.
NEURO INSTITUTE OF AUSTIN, L.P.
TEXAS CYPRESS CREEK HOSPITAL, L.P.
TEXAS LAUREL RIDGE HOSPITAL, L.P.
TEXAS SAN MARCOS TREATMENT CENTER, L.P.
TEXAS WEST OAKS HOSPITAL, L.P.

By: Texas Hospital Holdings, LLC
Its General Partner

By: Psychiatric Solutions Hospitals, LLC
Its Sole Member

By: Psychiatric Solutions, Inc.
Its Sole Member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

HORIZON HEALTH HOSPITAL SERVICES, LLC
HORIZON MENTAL HEALTH MANAGEMENT, LLC
SUNSTONE BEHAVIORAL HEALTH, LLC

By: Horizon Health Corporation
Its Sole Member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

KMI ACQUISITION, LLC
ROLLING HILLS HOSPITAL, LLC
PSJ ACQUISITION, LLC
SHADOW MOUNTAIN BEHAVIORAL HEALTH
SYSTEM, LLC
TBD ACQUISITION, LLC

By: Psychiatric Solutions Hospitals, LLC
Its Sole Member

By: Psychiatric Solutions, Inc.
Its Sole Member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

PALMETTO BEHAVIORAL HEALTH SYSTEM, L.L.C.

By: Palmetto Behavioral Health Holdings, LLC
Its Sole Member

By: Premier Behavioral Solutions, Inc.
Its Sole Member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

PALMETTO LOWCOUNTRY BEHAVIORAL HEALTH, L.L.C.

By: Palmetto Behavioral Health System, L.L.C.
Its Sole Member

By: Palmetto Behavioral Health Holdings, LLC
Its Sole Member

By: Premier Behavioral Solutions, Inc.
Its Sole Member

By: _____ /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

PSYCHIATRIC SOLUTIONS HOSPITALS, LLC

By: Psychiatric Solutions, Inc.
Its Sole Member

By: _____ /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

THREE RIVERS BEHAVIORAL HEALTH, LLC

By: Three Rivers Healthcare Group, LLC
Its Sole Member

By: Premier Behavioral Solutions, Inc.
Its Sole Member

By: _____ /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

SHC-KPH, LP

By: HHC Kingwood Investment, LLC
Its General Partner

By: Kingwood Pines Hospital, LLC
Its Limited partner

By: Horizon Health Hospital Services, LLC
The Sole Member of the above Limited and General Partner

By: Horizon Health Corporation
Its sole member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

SP BEHAVIORAL, LLC
UNIVERSITY BEHAVIORAL, LLC

By: Ramsay Managed Care, LLC
Its Sole Member

By: Premier Behavioral Solutions, Inc.
Its Sole Member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

THE NATIONAL DEAF ACADEMY, LLC

By: Zeus Endeavors, LLC
Its Sole Member

By: Premier Behavioral Solutions, Inc.
Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

VALLE VISTA, LLC

By: BHC of Indiana, General Partnership
Its Sole Member

By: Columbus Hospital Partners, LLC
Its General Partner

By: Lebanon Hospital Partners, LLC
Its General Partner

By: Northern Indiana Partners, LLC
Its General Partner

By: Valle Vista Hospital Partners, LLC
Its General Partner

By: Behavioral Healthcare LLC
The Sole Member of each of the above General Partners

By: BHC Holdings, Inc.
Its Sole Member

By: _____ /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 3 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name
/s/ DEBRA K. OSTEEN

Debra K. Osteen

/s/ STEVE FILTON
Steve Filton

*

Larry Harrod

*By /s/ STEVE FILTON
Steve Filton
As Attorney-in-Fact

WELLSTONE REGIONAL HOSPITAL ACQUISITION, LLC

By: Wellstone Holdings, Inc.
Its Minority Member

By: Behavioral Healthcare LLC
Its Managing Member and Sole Member of the Minority
Member

By: BHC Holdings, Inc.
Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

WILLOW SPRINGS, LLC

By: BHC Health Services of Nevada, Inc.
Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

| <u>Title</u> | <u>Date</u> |
|--|---------------|
| President (Principal Executive Officer), Director | April 8, 2011 |
| Vice President (Principal Financial and Accounting Officer), Director | April 8, 2011 |
| Vice President, Director | April 8, 2011 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the registrants has duly caused this Amendment No. 3 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of King of Prussia, Commonwealth of Pennsylvania, on April 8, 2011.

**LA AMISTAD RESIDENTIAL TREATMENT CENTER,
LLC
TENNESSEE CLINICAL SCHOOLS, LLC
UHS OF BOWLING GREEN, LLC
UHS OF RIDGE, LLC
UHS OF ROCKFORD, LLC**

By: Universal Health Services, Inc.
Its managing member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Senior Vice President

UHS OF DOVER, L.L.C.

By: UHS of Rockford, LLC
Its sole member

By: Universal Health Services, Inc.
Its managing member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Senior Vice President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 3 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|---|---|---------------|
| <u>/s/ ALAN B. MILLER</u> Alan B. Miller | Chairman (Principal Executive Officer), Director | April 8, 2011 |
| <u>/s/ STEVE FILTON</u> Steve Filton | Secretary, Chief Financial Officer, Senior Vice President (Principal Accounting and Financial Officer), Director | April 8, 2011 |
| <u>/s/ MARC D. MILLER</u> Marc D. Miller | President, Director | April 8, 2011 |
| <u>Rick Santorum</u> | Director | |

| | | |
|--|----------|---------------|
| <div> * </div> <div> Leatrice Ducat </div> | Director | April 8, 2011 |
| <div> * </div> <div> John H. Herrell </div> | Director | April 8, 2011 |
| <div> * </div> <div> Robert H. Hotz </div> | Director | April 8, 2011 |
| <div> * </div> <div> Anthony Pantaleoni </div> | Director | April 8, 2011 |
| <div> * </div> <div> Daniel B. Silvers </div> | Director | April 8, 2011 |

*By

/s/

ALAN B. MILLER

Alan B. Miller

As Attorney-in-Fact

INDEX TO EXHIBITS

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 3.1 | Restated Certificate of Incorporation of Universal Health Services, Inc., and amendments thereto, previously filed as Exhibit 3.1 to UHS's Quarterly Report on Form 10-Q for the quarter ended June 30, 1997, are incorporated herein by reference. |
| 3.2 | Bylaws of Universal Health Services, Inc., as amended, previously filed as Exhibit 3.2 to UHS's Annual Report on Form 10-K for the year ended December 31, 1987, is incorporated herein by reference. |
| 3.3 | Amendment to the Restated Certificate of Incorporation of Universal Health Services, Inc., previously filed as Exhibit 3.1 to UHS's Current Report on Form 8-K dated July 3, 2001, is incorporated herein by reference. |
| 3.4* | Aiken Regional Medical Centers, Inc. Articles of Incorporation. |
| 3.5* | Bylaws of Aiken Regional Medical Centers, Inc. |
| 3.6* | Alliance Health Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.7* | Amended and Restated Bylaws of Alliance Health Center, Inc. |
| 3.8* | Alternative Behavioral Services, Inc. Articles of Incorporation and amendments thereto. |
| 3.9* | Amended and Restated Bylaws of Alternative Behavioral Services, Inc. |
| 3.10* | Associated Child Care Educational Services Inc. Articles of Incorporation and amendments thereto. |
| 3.11* | Amended and Restated Bylaws of Associated Child Care Educational Services Inc. |
| 3.12* | Atlantic Shores Hospital, LLC Certificate of Formation and amendment thereto. |
| 3.13* | Atlantic Shores Hospital, LLC Amended and Restated Operating Agreement. |
| 3.14* | Auburn Regional Medical Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.15* | Bylaws of Auburn Regional Medical Center, Inc. |
| 3.16* | Behavioral Healthcare LLC Certificate of Formation and amendments thereto. |
| 3.17* | Behavioral Healthcare LLC Amended and Restated Operating Agreement. |
| 3.18* | Benchmark Behavioral Health System, Inc. Articles of Incorporation and amendments thereto. |
| 3.19* | Amended and Restated Bylaws of Benchmark Behavioral Health System, Inc. |
| 3.20* | BHC Alhambra Hospital, Inc. Charter. |
| 3.21* | Amended and Restated Bylaws of BHC Alhambra Hospital, Inc. |
| 3.22* | BHC Belmont Pines Hospital, Inc. Charter. |
| 3.23* | Amended and Restated Bylaws of BHC Belmont Pines Hospital, Inc. |
| 3.24* | BHC Fairfax Hospital, Inc. Charter. |
| 3.25* | Amended and Restated Bylaws of BHC Fairfax Hospital, Inc. |
| 3.26* | BHC Fox Run Hospital, Inc. Charter. |
| 3.27* | Amended and Restated Bylaws of BHC Fox Run Hospital, Inc. |
| 3.28* | BHC Fremont Hospital, Inc. Charter. |
| 3.29* | Amended and Restated Bylaws of BHC Fremont Hospital, Inc. |
| 3.30* | BHC Health Services of Nevada, Inc. Articles of Incorporation. |
| 3.31* | Amended and Restated Bylaws of BHC Health Services of Nevada, Inc. |
| 3.32* | BHC Heritage Oaks Hospital, Inc. Charter. |
| 3.33* | Amended and Restated Bylaws of BHC Heritage Oaks Hospital, Inc. |
| 3.34* | BHC Holdings, Inc. Certificate of Incorporation and amendments thereto. |
| 3.35* | Amended and Restated Bylaws of BHC Holdings, Inc. |
| 3.36* | BHC Intermountain Hospital, Inc. Charter. |
| 3.37* | Amended and Restated Bylaws of BHC Intermountain Hospital, Inc. |
| 3.38* | BHC Mesilla Valley Hospital, LLC Certificate of Formation and amendments thereto. |
| 3.39* | BHC Mesilla Valley Hospital, LLC Amended and Restated Operating Agreement. |
| 3.40* | BHC Montevista Hospital, Inc. Articles of Incorporation and amendments thereto. |
| 3.41* | Amended and Restated Bylaws of BHC Montevista Hospital, Inc. |
| 3.42* | BHC Northwest Psychiatric Hospital, LLC Certificate of Formation and amendments thereto. |
| 3.43* | BHC Northwest Psychiatric Hospital, LLC Amended and Restated Operating Agreement. |
| 3.44* | BHC of Indiana, General Partnership Amended and Restated Agreement of General Partnership |
| 3.45* | BHC Pinnacle Pointe Hospital, Inc. Charter. |
| 3.46* | Amended and Restated Bylaws of BHC Pinnacle Pointe Hospital, Inc. |

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| 3.47* | BHC Properties, LLC Certificate of Formation. |
| 3.48* | BHC Properties, LLC Amended and Restated Operating Agreement. |
| 3.49* | BHC Sierra Vista Hospital, Inc. Charter. |
| 3.50* | Amended and Restated Bylaws of BHC Sierra Vista Hospital, Inc. |
| 3.51* | BHC Streamwood Hospital, Inc. Charter. |
| 3.52* | Amended and Restated Bylaws of BHC Streamwood Hospital, Inc. |
| 3.53* | Brentwood Acquisition, Inc. Charter. |

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|--|
| 3.54* | Amended and Restated Bylaws of Brentwood Acquisition, Inc. |
| 3.55* | Brentwood Acquisition-Shreveport, Inc. Certificate of Incorporation and amendments thereto. |
| 3.56* | Amended and Restated Bylaws of Brentwood Acquisition - Shreveport, Inc. |
| 3.57* | Brynn Marr Hospital, Inc. Articles of Incorporation and amendments thereto. |
| 3.58* | Amended and Restated Bylaws of Brynn Marr Hospital, Inc. |
| 3.59* | Canyon Ridge Hospital, Inc. Articles of Incorporation. |
| 3.60* | Amended and Restated Bylaws of Canyon Ridge Hospital, Inc. |
| 3.61* | CCS/Lansing, Inc. Articles of Incorporation. |
| 3.62* | Amended and Restated Bylaws of CCS/Lansing, Inc. |
| 3.63* | Cedar Springs Hospital, Inc. Certificate of Incorporation and amendment thereto. |
| 3.64* | Amended and Restated Bylaws of Cedar Springs Hospital, Inc. |
| 3.65* | Children's Comprehensive Services, Inc. Restated Charter and amendments thereto. |
| 3.66* | Bylaws of Children's Comprehensive Services, Inc. |
| 3.67* | Columbus Hospital Partners, LLC Certificate of Formation. |
| 3.68* | Columbus Hospital Partners, LLC Amended and Restated Operating Agreement. |
| 3.69* | Cumberland Hospital Partners, LLC Certificate of Formation and amendments thereto. |
| 3.70* | Cumberland Hospital Partners, LLC Amended and Restated Operating Agreement. |
| 3.71* | Cumberland Hospital, LLC Articles of Organization and amendments thereto. |
| 3.72* | Cumberland Hospital, LLC Amended and Restated Operating Agreement. |
| 3.73* | Del Amo Hospital, Inc. Articles of Incorporation. |
| 3.74* | Amended and Restated Bylaws of Del Amo Hospital, Inc. |
| 3.75* | Emerald Coast Behavioral Hospital, LLC Certificate of Formation. |
| 3.76* | Emerald Coast Behavioral Hospital, LLC Amended and Restated Operating Agreement. |
| 3.77* | First Hospital Corporation of Virginia Beach Articles of Incorporation and amendments thereto. |
| 3.78* | Amended and Restated Bylaws of First Hospital Corporation of Virginia Beach |
| 3.79* | First Hospital Panamericano, Inc. Certificate of Incorporation and amendments thereto. |
| 3.80* | Amended and Restated Bylaws of First Hospital Panamericano, Inc. |
| 3.81* | Fort Duncan Medical Center, L.P. Certificate of Limited Partnership. |
| 3.82* | Agreement of Limited Partnership of Fort Duncan Medical Center, L.P. |
| 3.83* | Frontline Behavioral Health, Inc. Certificate of Incorporation and amendments thereto. |
| 3.84* | Bylaws of Frontline Behavioral Health, Inc. |
| 3.85* | Frontline Hospital, LLC Amended and Restated Certificate of Formation. |
| 3.86* | Frontline Hospital, LLC Amended and Restated Operating Agreement. |
| 3.87* | Frontline Residential Treatment Center, LLC Amended and Restated Certificate of Formation. |
| 3.88* | Frontline Residential Treatment Center, LLC Amended and Restated Operating Agreement. |
| 3.89* | Great Plains Hospital, Inc. Articles of Incorporation. |
| 3.90* | Amended and Restated Bylaws of Great Plains Hospital, Inc. |
| 3.91* | H.C. Corporation Articles of Incorporation. |
| 3.92* | Amended and Restated Bylaws of H.C. Corporation. |
| 3.93* | Agreement of General Partnership. of H.C. Partnership. |
| 3.94* | Havenwyck Hospital Inc. Articles of Incorporation and amendments thereto. |
| 3.95* | Amended and Restated Bylaws of Havenwyck Hospital Inc. |
| 3.96* | HHC Augusta, Inc. Articles of Incorporation. |
| 3.97* | Amended and Restated Bylaws of HHC Augusta, Inc. |
| 3.98* | HHC Conway Investment, Inc. Articles of Incorporation. |
| 3.99* | Amended and Restated Bylaws of HHC Conway Investment, Inc. |
| 3.100* | HHC Delaware, Inc. Certificate of Incorporation. |
| 3.101* | Amended and Restated Bylaws of HHC Delaware, Inc. |
| 3.102* | HHC Focus Florida, Inc. Articles of Incorporation and amendments thereto. |

- 3.103* Amended and Restated Bylaws of HHC Focus Florida, Inc.
- 3.104* HHC Pennsylvania, LLC Certificate of Formation.
- 3.105* HHC Pennsylvania, LLC Amended and Restated Operating Agreement.
- 3.106* HHC Poplar Springs, Inc. Articles of Incorporation.
- 3.107* Amended and Restated Bylaws of HHC Poplar Springs, Inc.
- 3.108* HHC River Park, Inc. Articles of Incorporation.
- 3.109* Amended and Restated Bylaws of HHC River Park, Inc.
- 3.110* HHC St. Simons, Inc. Articles of Incorporation.
- 3.111* Amended and Restated Bylaws of HHC St. Simons, Inc.
- 3.112* Hickory Trail Hospital, L.P. Certificate of Limited Partnership.
- 3.113* Amended and Restated Agreement of Limited Partnership of Hickory Trail Hospital, L.P.

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|---|
| 3.114* | Holly Hill Hospital, LLC Certificate of Formation. |
| 3.115* | Holly Hill Hospital, LLC Amended and Restated Operating Agreement. |
| 3.116* | Horizon Health Corporation Amended and Restated Certificate of Incorporation. |
| 3.117* | Amended and Restated Bylaws of Horizon Health Corporation. |
| 3.118* | Horizon Health Hospital Services, LLC Certificate of Formation. |
| 3.119* | Horizon Health Hospital Services, LLC Amended and Restated Operating Agreement. |
| 3.120* | Horizon Mental Health Management, LLC Certificate of Formation. |
| 3.121* | Horizon Mental Health Management, LLC Amended and Restated Operating Agreement. |
| 3.122* | HSA Hill Crest Corporation Articles of Incorporation and amendments thereto. |
| 3.123* | Amended and Restated Bylaws of HSA Hill Crest Corporation. |
| 3.124* | Keys Group Holdings LLC Certificate of Formation and amendments thereto. |
| 3.125* | Keys Group Holdings LLC Amended and Restated Operating Agreement. |
| 3.126* | Keystone Continuum, LLC Articles of Organization. |
| 3.127* | Keystone Continuum, LLC Amended and Restated Operating Agreement. |
| 3.128* | Keystone Education and Youth Services, LLC Articles of Organization and amendments thereto. |
| 3.129* | Keystone Education and Youth Services, LLC Amended and Restated Operating Agreement. |
| 3.130* | Keystone Marion, LLC Articles of Organization. |
| 3.131* | Keystone Marion, LLC Amended and Restated Operating Agreement. |
| 3.132* | Keystone Newport News, LLC Articles of Organization. |
| 3.133* | Keystone Newport News, LLC Amended and Restated Operating Agreement. |
| 3.134* | Keystone NPS LLC Articles of Organization and amendments. |
| 3.135* | Keystone NPS LLC Amended and Restated Operating Agreement. |
| 3.136* | Keystone Richland Center, LLC Articles of Organization. |
| 3.137* | Keystone Richland Center, LLC Amended and Restated Operating Agreement. |
| 3.138* | Keystone WSNC, L.L.C. Articles of Organization. |
| 3.139* | Keystone WSNC, L.L.C. Amended and Restated Operating Agreement. |
| 3.140* | Keystone Memphis, LLC Articles of Organization. |
| 3.141* | Keystone Memphis, LLC Amended and Restated Operating Agreement. |
| 3.142* | Keystone / CCS Partners LLC Certificate of Formation and amendments thereto. |
| 3.143* | Keystone / CCS Partners LLC Amended and Restated Operating Agreement. |
| 3.144* | Kids Behavioral Health of Utah, Inc. Articles of Incorporation and amendments thereto. |
| 3.145* | Amended and Restated Bylaws of Kids Behavioral Health of Utah, Inc. |
| 3.146* | Kingwood Pines Hospital, LLC Articles of Incorporation and amendments thereto. |
| 3.147* | Kingwood Pines Hospital, LLC Amended and Restated Operating Agreement. |
| 3.148* | KMI Acquisition, LLC Certificate of Formation. |
| 3.149* | KMI Acquisition, LLC Amended and Restated Operating Agreement. |
| 3.150* | La Amistad Residential Treatment Center, LLC Articles of Organization. |
| 3.151* | La Amistad Residential Treatment Center, LLC Amended and Restated Operating Agreement. |
| 3.152* | Lancaster Hospital Corporation Articles of Incorporation. |
| 3.153* | Bylaws of Lancaster Hospital Corporation. |
| 3.154* | Laurel Oaks Behavioral Health Center, Inc. Certificate of Incorporation and amendments thereto. |
| 3.155* | Amended and Restated Bylaws of Laurel Oaks Behavioral Health Center, Inc. |
| 3.156* | Lebanon Hospital Partners, LLC Certificate of Formation. |
| 3.157* | Lebanon Hospital Partners, LLC Amended and Restated Operating Agreement. |
| 3.158* | Manatee Memorial Hospital, L.P. Certificate of Limited Partnership and amendments thereto. |
| 3.159* | Agreement of Limited Partnership of Manatee Memorial Hospital, L.P. |
| 3.160* | McAllen Hospitals, L.P. Certificate of Limited Partnership and amendments thereto. |
| 3.161* | Agreement of Limited Partnership and amendments thereto of McAllen Hospitals, L.P. |
| 3.162* | McAllen Medical Center, Inc. Certificate of Incorporation and amendments thereto. |

- 3.163* Bylaws of McAllen Medical Center, Inc.
- 3.164* Merion Building Management, Inc. Certificate of Incorporation and amendments thereto.
- 3.165* Bylaws of Merion Building Management, Inc.
- 3.166* Merridell Achievement Center, Inc. Articles of Incorporation and amendments thereto..
- 3.167* Amended and Restated Bylaws of Merridell Achievement Center, Inc.
- 3.168* Michigan Psychiatric Services, Inc. Articles of Incorporation and amendments thereto.
- 3.169* Amended and Restated Bylaws of Michigan Psychiatric Services, Inc.
- 3.170* Neuro Institute of Austin, L.P. Certificate of Limited Partnership and amendments thereto.
- 3.171* Amended and Restated Agreement of Limited Partnership of Neuro Institute of Austin, L.P.
- 3.172* North Spring Behavioral Healthcare, Inc. Charter and amendments thereto.
- 3.173* Amended and Restated Bylaws of North Spring Behavioral Healthcare, Inc.

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|--|
| 3.174* | Northern Indiana Partners, LLC Certificate of Formation. |
| 3.175* | Northern Indiana Partners, LLC Amended and Restated Operating Agreement. |
| 3.176* | Northwest Texas Healthcare System, Inc. Articles of Incorporation and amendments thereto. |
| 3.177* | Bylaws of Northwest Texas Healthcare System, Inc. |
| 3.178* | Oak Plains Academy of Tennessee, Inc. Charter and amendments thereto. |
| 3.179* | Amended and Restated Bylaws of Oak Plains Academy of Tennessee, Inc. |
| 3.180* | Ocala Behavioral Health, LLC Certificate of Formation and amendments thereto. |
| 3.181* | Ocala Behavioral Health, LLC Amended and Restated Operating Agreement. |
| 3.182* | Palmetto Behavioral Health Holdings, LLC Certificate of Formation and amendments thereto. |
| 3.183* | Palmetto Behavioral Health Holdings, LLC Amended and Restated Operating Agreement. |
| 3.184* | Palmetto Behavioral Health System, L.L.C. Articles of Organization. |
| 3.185* | Palmetto Behavioral Health System, L.L.C. Amended and Restated Operating Agreement. |
| 3.186* | Palmetto Lowcountry Behavioral Health, L.L.C. Articles of Organization. |
| 3.187* | Palmetto Lowcountry Behavioral Health, L.L.C. Amended and Restated Operating Agreement. |
| 3.188* | Park Healthcare Company Charter and amendments thereto. |
| 3.189* | Bylaws of Park Healthcare Company. |
| 3.190* | Pendleton Methodist Hospital, L.L.C. Certificate of Formation. |
| 3.191* | Pendleton Methodist Hospital, L.L.C. Operating Agreement and amendments thereto. |
| 3.192* | Pennsylvania Clinical Schools, Inc. Articles of Incorporation. |
| 3.193* | Amended and Restated Bylaws of Pennsylvania Clinical Schools, Inc. |
| 3.194* | Premier Behavioral Solutions of Florida, Inc. Certificate of Incorporation and amendments thereto. |
| 3.195* | Amended and Restated Bylaws of Premier Behavioral Solutions of Florida, Inc. |
| 3.196* | Premier Behavioral Solutions, Inc. Restated Certificate of Incorporation and amendments thereto. |
| 3.197* | Amended and Restated Bylaws of Premier Behavioral Solutions, Inc. |
| 3.198* | PSI Surety, Inc. Articles of Domestication. |
| 3.199* | Amended and Restated Bylaws of PSI Surety, Inc. |
| 3.200* | PSJ Acquisition, LLC Articles of Organization. |
| 3.201* | PSJ Acquisition, LLC Amended and Restated Operating Agreement. |
| 3.202* | Psychiatric Solutions Hospitals, LLC Certificate of Formation and amendments thereto. |
| 3.203* | Psychiatric Solutions Hospitals, LLC Amended and Restated Operating Agreement. |
| 3.204* | Psychiatric Solutions of Virginia, Inc. Certificate of Incorporation and amendments thereto. |
| 3.205* | Amended and Restated Bylaws of Psychiatric Solutions of Virginia, Inc. |
| 3.206* | Psychiatric Solutions, Inc. Amended and Restated Certificate of Incorporation and amendments thereto |
| 3.207* | Amended and Restated Bylaws of Psychiatric Solutions, Inc. |
| 3.208* | Ramsay Managed Care, LLC Certificate of Formation. |
| 3.209* | Ramsay Managed Care, LLC Amended and Restated Operating Agreement. |
| 3.210* | Ramsay Youth Services of Georgia, Inc. Certificate of Incorporation. |
| 3.211* | Amended and Restated Bylaws of Ramsay Youth Services of Georgia, Inc. |
| 3.212* | River Oaks, Inc. Restatement of Restated Articles of Incorporation and amendments thereto. |
| 3.213* | Amended and Restated Bylaws of River Oaks, Inc. |
| 3.214* | Riveredge Hospital Holdings, Inc. Certificate of Incorporation and amendments thereto. |
| 3.215* | Amended and Restated Bylaws of Riveredge Hospital Holdings, Inc. |
| 3.216* | Rolling Hills Hospital, LLC Articles of Organization. |
| 3.217* | Rolling Hills Hospital, LLC Amended and Restated Operating Agreement. |
| 3.218* | Samson Properties, LLC Articles of Organization. |
| 3.219* | Samson Properties, LLC Amended and Restated Operating Agreement. |
| 3.220* | Shadow Mountain Behavioral Health System, LLC Certificate of Formation and amendments thereto. |
| 3.221* | Shadow Mountain Behavioral Health System, LLC Amended and Restated Operating Agreement. |
| 3.222* | SHC-KPH, LP Certificate of Limited Partnership and amendments thereto. |

- 3.223* SHC-KPH, LP Amended and Restated Agreement of Limited Partnership.
- 3.224* Southeastern Hospital Corporation Charter.
- 3.225* Bylaws of Southeastern Hospital Corporation
- 3.226* SP Behavioral, LLC Articles of Organization.
- 3.227* SP Behavioral, LLC Amended and Restated Operating Agreement.
- 3.228* Sparks Family Hospital, Inc. Articles of Incorporation and amendments thereto.
- 3.229* Bylaws of Sparks Family Hospital, Inc.
- 3.230* Springfield Hospital, Inc. Certificate of Incorporation.
- 3.231* Amended and Restated Bylaws of Springfield Hospital, Inc.
- 3.232* Stonington Behavioral Health, Inc. Certificate of Incorporation.
- 3.233* Amended and Restated Bylaws of Stonington Behavioral Health, Inc.

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|--|
| 3.234* | Summit Oaks Hospital, Inc. Certificate of Incorporation and amendments thereto. |
| 3.235* | Amended and Restated Bylaws of Summit Oaks Hospital, Inc. |
| 3.236* | Sunstone Behavioral Health, LLC Certificate of Formation. |
| 3.237* | Sunstone Behavioral Health, LLC Amended and Restated Operating Agreement. |
| 3.238* | TBD Acquisition, LLC Certificate of Formation and amendments thereto. |
| 3.239* | TBD Acquisition, LLC Amended and Restated Operating Agreement. |
| 3.240* | TBJ Behavioral Center, LLC Certificate of Formation and amendments thereto. |
| 3.241* | TBJ Behavioral Center, LLC Amended and Restated Operating Agreement. |
| 3.242* | Tennessee Clinical Schools, LLC Articles of Organization. |
| 3.243* | Tennessee Clinical Schools, LLC Amended and Restated Operating Agreement. |
| 3.244* | Texas Cypress Creek Hospital, L.P. Certificate of Limited Partnership and amendments thereto. |
| 3.245* | Amended and Restated Agreement of Limited Partnership of Texas Cypress Creek Hospital, L.P. |
| 3.246* | Texas Hospital Holdings, Inc. Certificate of Incorporation and amendments thereto. |
| 3.247* | Texas Hospital Holdings, Inc. Amended and Restated Bylaws. |
| 3.248* | Texas Laurel Ridge Hospital, L.P. Certificate of Limited Partnership. |
| 3.249* | Amended and Restated Agreement of Limited Partnership of Texas Laurel Ridge Hospital, L.P. |
| 3.250* | Texas San Marcos Treatment Center, L.P. Certificate of Limited Partnership. |
| 3.251* | Amended and Restated Agreement of Limited Partnership of Texas San Marcos Treatment Center, L.P. |
| 3.252* | Texas West Oaks Hospital, L.P. Certificate of Limited Partnership and amendments thereto. |
| 3.253* | Amended and Restated Agreement of Limited Partnership of Texas West Oaks Hospital, L.P. |
| 3.254* | The Arbour, Inc. Articles of Organization and amendments thereto. |
| 3.255* | Amended and Restated Bylaws of The Arbour, Inc. |
| 3.256* | The Bridgeway, Inc. Articles of Incorporation and amendments thereto. |
| 3.257* | Amended and Restated Bylaws of The Bridgeway, Inc. |
| 3.258* | The National Deaf Academy, LLC Articles of Organization and amendments thereto. |
| 3.259* | The National Deaf Academy, LLC Amended and Restated Operating Agreement. |
| 3.260* | The Pines Residential Treatment Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.261* | Amended and Restated Bylaws of The Pines Residential Treatment Center, Inc. |
| 3.262* | Three Rivers Behavioral Health, LLC Restated Articles of Organization. |
| 3.263* | Three Rivers Behavioral Health, LLC Amended and Restated Operating Agreement. |
| 3.264* | Three Rivers Healthcare Group, LLC Restated Articles of Organization. |
| 3.265* | Three Rivers Healthcare Group, LLC Amended and Restated Operating Agreement. |
| 3.266* | Toledo Holding Co., LLC Certificate of Formation. |
| 3.267* | Toledo Holding Co., LLC Amended and Restated Operating Agreement. |
| 3.268* | Turning Point Care Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.269* | Amended and Restated Bylaws of Turning Point Care Center, Inc. |
| 3.270* | Two Rivers Psychiatric Hospital, Inc. Certificate of Incorporation and amendments thereto. |
| 3.271* | Amended and Restated Bylaws of Two Rivers Psychiatric Hospital, Inc. |
| 3.272* | UHS Children Services, Inc. Certificate of Incorporation. |
| 3.273* | Bylaws of UHS Children Services, Inc. |
| 3.274* | UHS Holding Company, Inc. Articles of Incorporation. |
| 3.275* | Bylaws of UHS Holding Company, Inc. |
| 3.276* | UHS Kentucky Holdings, L.L.C. Certificate of Formation and amendments thereto. |
| 3.277* | UHS Kentucky Holdings, L.L.C. Amended and Restated Operating Agreement. |
| 3.278* | UHS of Anchor, L.P. Certificate of Limited Partnership and amendments thereto. |
| 3.279* | Agreement of Limited Partnership of UHS of Anchor, L.P. |
| 3.280* | UHS of Benton, Inc. Certificate of Incorporation. |
| 3.281* | Amended and Restated Bylaws of UHS of Benton, Inc. |
| 3.282* | UHS of Bowling Green, LLC Certificate of Formation and amendments thereto. |

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| 3.283* | UHS of Bowling Green, LLC Amended and Restated Operating Agreement. |
| 3.284* | UHS of Centennial Peaks, L.L.C. Certificate of Formation. |
| 3.285* | UHS of Centennial Peaks, L.L.C. Amended and Restated Operating Agreement. |
| 3.286* | UHS of Cornerstone Holdings, Inc. Certificate of Incorporation. |
| 3.287* | UHS of Cornerstone Holdings, Inc. Bylaws |
| 3.288* | UHS of Cornerstone, Inc. Certificate of Incorporation. |
| 3.289* | UHS of Cornerstone, Inc. Bylaws |
| 3.290* | UHS of D.C., Inc. Certificate of Incorporation. |
| 3.291* | Bylaws of UHS of D.C., Inc. |
| 3.292* | UHS of Delaware, Inc. Certificate of Incorporation and amendments thereto. |
| 3.293* | Bylaws of UHS of Delaware, Inc. |

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|--|
| 3.294* | UHS of Denver, Inc. Certificate of Incorporation. |
| 3.295* | Amended and Restated Bylaws of UHS of Denver, Inc. |
| 3.296* | UHS of Dover, L.L.C. Certificate of Formation. |
| 3.297* | UHS of Dover, L.L.C. Amended and Restated Operating Agreement. |
| 3.298* | UHS of Doylestown, L.L.C. Certificate of Formation. |
| 3.299* | UHS of Doylestown, L.L.C. Amended and Restated Operating Agreement. |
| 3.300* | UHS of Fairmount, Inc. Certificate of Incorporation. |
| 3.301* | Amended and Restated Bylaws of UHS of Fairmount, Inc. |
| 3.302* | UHS of Fuller, Inc. Articles of Organization. |
| 3.303* | Amended and Restated Bylaws of UHS of Fuller, Inc. |
| 3.304* | UHS of Georgia Holdings, Inc. Certificate of Incorporation. |
| 3.305* | Bylaws of UHS of Georgia Holdings, Inc. |
| 3.306* | UHS of Georgia, Inc. Certificate of Incorporation. |
| 3.307* | Bylaws of UHS of Georgia, Inc. |
| 3.308* | UHS of Greenville, Inc. Certificate of Incorporation. |
| 3.309* | Amended and Restated Bylaws of UHS of Greenville, Inc. |
| 3.310* | UHS of Hampton, Inc. Certificate of Incorporation. |
| 3.311* | Amended and Restated Bylaws of UHS of Hampton, Inc. |
| 3.312* | UHS of Hartgrove, Inc. Articles of Incorporation. |
| 3.313* | Amended and Restated Bylaws of UHS of Hartgrove, Inc. |
| 3.314* | UHS of Lakeside, LLC Certificate of Formation. |
| 3.315* | UHS of Lakeside, LLC Amended and Restated Operating Agreement. |
| 3.316* | UHS of Laurel Heights, L.P. Certificate of Limited Partnership. |
| 3.317* | Agreement of Limited Partnership of UHS of Laurel Heights, L.P. |
| 3.318* | UHS of New Orleans, Inc. Articles of Incorporation. |
| 3.319* | Bylaws of UHS of New Orleans, Inc. |
| 3.320* | UHS of Oklahoma, Inc. Certificate of Incorporation and amendments thereto. |
| 3.321* | Bylaws of UHS of Oklahoma, Inc. |
| 3.322* | UHS of Parkwood, Inc. Certificate of Incorporation. |
| 3.323* | Amended and Restated Bylaws of UHS of Parkwood, Inc. |
| 3.324* | UHS of Peachford, L.P. Certificate of Limited Partnership. |
| 3.325* | Agreement of Limited Partnership of UHS of Peachford, L.P. |
| 3.326* | UHS of Pennsylvania, Inc. Articles of Incorporation. |
| 3.327* | Amended and Restated Bylaws of UHS of Pennsylvania, Inc. |
| 3.328* | UHS of Provo Canyon, Inc. Certificate of Incorporation and amendments thereto. |
| 3.329* | Amended and Restated Bylaws of UHS of Provo Canyon, Inc. |
| 3.330* | UHS of Puerto Rico, Inc. Certificate of Incorporation and amendments thereto. |
| 3.331* | Amended and Restated Bylaws of UHS of Puerto Rico, Inc. |
| 3.332* | UHS of Ridge, LLC Certificate of Formation. |
| 3.333* | UHS of Ridge, LLC Amended and Restated Operating Agreement. |
| 3.334* | UHS of River Parishes, Inc. Articles of Incorporation and amendments thereto. |
| 3.335* | Bylaws of UHS of River Parishes, Inc. |
| 3.336* | UHS of Rockford, LLC Certificate of Formation. |
| 3.337* | UHS of Rockford, LLC Amended and Restated Operating Agreement. |
| 3.338* | UHS of Salt Lake City, L.L.C. Certificate of Formation. |
| 3.339* | UHS of Salt Lake City, L.L.C. Amended and Restated Operating Agreement. |
| 3.340* | UHS of Savannah, L.L.C. Certificate of Formation. |
| 3.341* | UHS of Savannah, L.L.C. Amended and Restated Operating Agreement. |
| 3.342* | UHS of Spring Mountain, Inc. Certificate of Incorporation. |

- 3.343* Amended and Restated Bylaws of UHS of Spring Mountain, Inc.
- 3.344* UHS of Springwoods, L.L.C. Certificate of Formation.
- 3.345* UHS of Springwoods, L.L.C. Amended and Restated Operating Agreement.
- 3.346* UHS of Summitridge, L.L.C. Certificate of Formation.
- 3.347* UHS of Summitridge, L.L.C. Amended and Restated Operating Agreement.
- 3.348* UHS of Texoma, Inc. Certificate of Incorporation.
- 3.349* Bylaws of UHS of Texoma, Inc.
- 3.350* UHS of Timberlawn, Inc. Articles of Incorporation and amendments thereto.
- 3.351* Amended and Restated Bylaws of UHS of Timberlawn, Inc.
- 3.352* UHS of Timpanogos, Inc. Certificate of Incorporation.
- 3.353* Amended and Restated Bylaws of UHS of Timpanogos, Inc.

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|--|
| 3.354* | UHS of Westwood Pembroke, Inc. Articles of Organization and amendments thereto. |
| 3.355* | Amended and Restated Bylaws of UHS of Westwood Pembroke, Inc. |
| 3.356* | UHS of Wyoming, Inc. Certificate of Incorporation. |
| 3.357* | Amended and Restated Bylaws of UHS of Wyoming, Inc. |
| 3.358* | UHS of Oklahoma City LLC Articles of Organization and amendments thereto. |
| 3.359* | UHS of Oklahoma City LLC Operating Agreement. |
| 3.360* | UHS Sahara, Inc. Certificate of Incorporation. |
| 3.361* | Amended and Restated Bylaws of UHS Sahara, Inc. |
| 3.362* | UHS-Corona, Inc. Certificate of Incorporation and amendments thereto. |
| 3.363* | Bylaws of UHS-Corona, Inc. |
| 3.364* | United Healthcare of Hardin, Inc. Charter and amendments thereto. |
| 3.365* | Amended and Restated Bylaws of United Healthcare of Hardin, Inc. |
| 3.366* | Universal Health Services of Palmdale, Inc. Certificate of Incorporation. |
| 3.367* | Amended and Restated Bylaws of Universal Health Services of Palmdale, Inc. |
| 3.368* | Universal Health Services of Rancho Springs, Inc. Articles of Incorporation and amendments thereto. |
| 3.369* | Amended and Restated Bylaws of Universal Health Services of Rancho Springs, Inc. |
| 3.370* | University Behavioral, LLC Articles of Organization and amendments thereto. |
| 3.371* | University Behavioral, LLC Amended and Restated Operating Agreement. |
| 3.372* | Valle Vista Hospital Partners, LLC Certificate of Formation. |
| 3.373* | Valle Vista Hospital Partners, LLC Amended and Restated Operating Agreement. |
| 3.374* | Valle Vista, LLC Certificate of Formation and amendments thereto. |
| 3.375* | Valle Vista, LLC Amended and Restated Operating Agreement. |
| 3.376* | Valley Hospital Medical Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.377* | Bylaws of Valley Hospital Medical Center, Inc. |
| 3.378* | Wekiva Springs Center, LLC Certificate of Formation and amendments thereto. |
| 3.379* | Wekiva Springs Center, LLC Amended and Restated Operating Agreement. |
| 3.380* | Wellington Regional Medical Center, Incorporated Articles of Incorporation and amendments thereto. |
| 3.381* | Amended and Restated Bylaws Wellington Regional Medical Center, Incorporated |
| 3.382* | Wellstone Regional Hospital Acquisition, LLC Certificate of Formation and amendments thereto. |
| 3.383* | Wellstone Regional Hospital Acquisition, LLC Amended and Restated Operating Agreement. |
| 3.384* | Willow Springs, LLC Certificate of Formation and amendments thereto. |
| 3.385* | Willow Springs, LLC Amended and Restated Operating Agreement. |
| 3.386* | Windmoor Healthcare Inc. Articles of Incorporation. |
| 3.387* | Amended and Restated Bylaws Windmoor Healthcare Inc. |
| 3.388* | Windmoor Healthcare of Pinellas Park, Inc. Certificate of Incorporation and amendments thereto. |
| 3.389* | Amended and Restated Bylaws Windmoor Healthcare of Pinellas Park, Inc. |
| 3.390* | Zeus Endeavors, LLC Articles of Organization. |
| 3.391* | Zeus Endeavors, LLC Amended and Restated Operating Agreement. |
| 4.1 | Indenture, dated as of September 29, 2010, between UHS, as successor by merger to UHS Escrow Corporation, and Union Bank, N.A., as Trustee (the “Indenture”), previously filed as Exhibit 4.1 to UHS’s Current Report on Form 8-K dated October 5, 2010, is incorporated herein by reference. |
| 4.2 | Supplemental Indenture to the Indenture, dated as of November 15, 2010, between UHS, as successor by merger to UHS Escrow Corporation, the subsidiary guarantors party thereto and Union Bank, N.A., as Trustee, relating to the \$250,000,000 aggregate principal amount of UHS’s 7% Senior Notes due 2018, previously filed as Exhibit 4.1 to UHS’s Current Report on Form 8-K dated November 17, 2010, is incorporated herein by reference. |
| 4.3 | Form of 7% Senior Note due 2018 (contained in Indenture filed as Exhibit 4.1 to this Registration Statement). |
| 5.1† | Opinion of Fulbright & Jaworski L.L.P. |
| 5.2* | Opinion of Matthew D. Klein, Vice President and General Counsel of UHS. |
| 10.1 | Registration Rights Agreement, dated as of September 29, 2010, among Universal Health Services, Inc., certain of its subsidiaries, UHS Escrow Corporation, and J.P. Morgan Securities LLC, for itself and as representative of the several initial purchasers of the Senior Notes, previously filed as Exhibit 4.3 to UHS’s Current Report on Form 8-K dated October 5, 2010, is incorporated herein by reference. |
| 12.1* | Statement of Computation of Ratio of Earnings to Fixed Charges. |

- 23.1* Consent of PricewaterhouseCoopers LLP.
- 23.2† Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1).
- 23.3* Consent of Matthew D. Klein, Vice President and General Counsel of UHS (included in Exhibit 5.2).
- 23.4* Consent of Ernst & Young LLP.

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|--|
| 24.1* | Powers of Attorney (included on signature pages). |
| 25.1* | Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of Union Bank, N.A. to act as trustee under the Indenture. |
| 99.1* | Form of Letter of Transmittal. |
| 99.2* | Form of Notice of Guaranteed Delivery. |
| 99.3* | Form of Letter to DTC Participants. |
| 99.4* | Form of Letter to Beneficial Holders. |

* Previously filed

† Filed herewith

April 8, 2011

Universal Health Services, Inc.
and the Subsidiary Guarantors
367 South Gulph Road
King of Prussia, Pennsylvania 19406

Ladies and Gentlemen:

We have acted as counsel to Universal Health Services, Inc., a Delaware corporation (the “Company”) and the Subsidiary Guarantors (as defined below) in connection with the Registration Statement on Form S-4 (the “Registration Statement”) filed by the Company and the Subsidiary Guarantors with the United States Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Act”). The Registration Statement relates to the registration under the Act of (i) the offering and issuance of \$250,000,000 aggregate principal amount of the Company’s 7% Senior Notes due 2018 (the “Exchange Notes”) in exchange for a like principal amount of the Company’s issued and outstanding 7% Senior Notes due 2018 (the “Outstanding Notes”) as described in the Registration Statement (the “Exchange Offer”) and (ii) the guarantees of the Exchange Notes (the “Guarantees”) of the subsidiaries of the Company identified as registrant subsidiary guarantors in the Registration Statement (the “Subsidiary Guarantors”). The Outstanding Notes were issued, and the Exchange Notes will be issued, under an Indenture (the “Indenture”), dated as of September 29, 2010, between the Company, as successor by merger to UHS Escrow Corporation, and Union Bank, N.A., as trustee (the “Trustee”), as amended by the Supplemental Indenture, dated as of November 15, 2010, among the Company, the Trustee and the Subsidiary Guarantors. The Subsidiary Guarantors that are incorporated or organized under the laws of the States of California, Delaware and Texas are identified in Schedule A hereto (the “Applicable Subsidiary Guarantors”).

In connection with the foregoing, we have examined originals or copies of such corporate, limited liability company or partnership records of the Company and the Applicable Subsidiary Guarantors, certificates and other communications of public officials, certificates of officers, members or partners of the Company and the Applicable Subsidiary Guarantors, and such other documents as we have deemed relevant or necessary for the purpose of rendering the opinions expressed herein. As to the questions of fact material to those opinions, we have, to the extent we deemed appropriate, relied on certificates of officers, members or partners of the Company and the Applicable Subsidiary Guarantors and on certificates and other communications of public officials. We have assumed the genuineness of all signatures on, and the authenticity of, all documents submitted to us as originals, the conformity to authentic original documents of all

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documents submitted to us as copies thereof, the due authorization, execution and delivery by the parties thereto other than the Company and the Applicable Subsidiary Guarantors of all documents examined by us, and the legal capacity of each individual who signed any of those documents. We have also assumed that the Registration Statement and any amendments thereto (including post-effective amendments) will have become effective under the Act and the Indenture will have been qualified under the Trust Indenture Act of 1939, as amended.

Based upon the foregoing, and upon an examination of such questions of law as we have considered necessary or appropriate, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we advise you that, in our opinion:

- (a) When the Exchange Notes have been duly executed, authenticated and delivered in accordance with the Indenture and the Exchange Offer, the Exchange Notes will be legally issued and will constitute valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms.
- (b) When the Exchange Notes have been duly executed, authenticated and delivered in accordance with the Indenture and the Exchange Offer, the Guarantee of each Subsidiary Guarantor will be legally issued and will constitute a valid and legally binding obligation of such Subsidiary Guarantor, enforceable against such Subsidiary Guarantor in accordance with its terms.

Our opinions in paragraphs (a) and (b) above are subject to any applicable bankruptcy, insolvency (including, without limitation, all laws relating to fraudulent transfers), reorganization, moratorium and similar laws relating to or affecting creditors' rights generally and to general equitable principles (regardless of whether enforcement is sought in a proceeding in equity or at law). In addition, we express no opinion concerning (i) the validity or enforceability of any provisions of the Exchange Notes or the Guarantees that purport to waive or not give effect to rights to notices, defenses, subrogation or other rights or benefits that cannot be effectively waived under applicable law; (ii) any provision that relates to severability or separability or purports to require that all amendments, supplements or waivers to be in writing; or (iii) the enforceability of indemnification provisions to the extent they purport to relate to liabilities resulting from or based upon negligence or any violation of federal or state securities or blue sky laws. For purposes of our opinion in paragraph (b), we have relied on the opinion of Matthew D. Klein, General Counsel of the Company, dated April 1, 2011, as to the due authorization of the Indenture and the Guarantees by the Subsidiary Guarantors other than the Applicable Subsidiary Guarantors.

The foregoing opinions are expressly limited to matters under and governed by the federal laws of the United States of America, the Delaware General Corporation Law, the Delaware Limited Liability Company Act and the Delaware Revised Uniform Limited Partnership Act (including

the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting each of the foregoing Delaware statutes), and the internal laws of the States of California, New York and Texas, in each case in effect on the date hereof, and we express no opinion as to the effect of the laws of any other jurisdiction, domestic or foreign.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and the reference to this firm under the caption “Legal Matters” in the prospectus contained therein. This consent is not to be construed as an admission that we are a party whose consent is required to be filed with the Registration Statement under Section 7 of the Act.

Sincerely yours,

/s/ FULBRIGHT & JAWORSKI L.L.P.

Fulbright & Jaworski L.L.P.

Schedule A

Applicable Subsidiary Guarantors

| <u>Registrant Subsidiary Guarantor</u> | <u>State or Other Jurisdiction of Incorporation or Formation</u> |
|--|--|
| ASSOCIATED CHILD CARE EDUCATIONAL SERVICES, INC. | CA |
| ATLANTIC SHORES HOSPITAL, LLC | DE |
| BEHAVIORAL HEALTHCARE LLC | DE |
| BHC HOLDINGS, INC. | DE |
| BHC MESILLA VALLEY HOSPITAL, LLC | DE |
| BHC NORTHWEST PSYCHIATRIC HOSPITAL, LLC | DE |
| BRENTWOOD ACQUISITION-SHREVEPORT, INC. | DE |
| CANYON RIDGE HOSPITAL, INC. | CA |
| CEDAR SPRINGS HOSPITAL, INC. | DE |
| CUMBERLAND HOSPITAL PARTNERS, LLC | DE |
| DEL AMO HOSPITAL, INC. | CA |
| EMERALD COAST BEHAVIORAL HOSPITAL, LLC | DE |
| FORT DUNCAN MEDICAL CENTER, L.P. | DE |
| FRONTLINE BEHAVIORAL HEALTH, INC. | DE |
| FRONTLINE HOSPITAL, LLC | DE |
| FRONTLINE RESIDENTIAL TREATMENT CENTER, LLC | DE |
| HHC DELAWARE, INC. | DE |
| HHC PENNSYLVANIA, LLC | DE |
| HICKORY TRAIL HOSPITAL, L.P. | DE |
| HORIZON HEALTH CORPORATION | DE |
| HORIZON HEALTH HOSPITAL SERVICES, LLC | DE |
| HORIZON MENTAL HEALTH MANAGEMENT, LLC | TX |
| KEYS GROUP HOLDINGS LLC | DE |
| KEYSTONE NPS LLC | CA |
| KEYSTONE/CCS PARTNERS LLC | DE |
| KINGWOOD PINES HOSPITAL, LLC | TX |
| KMI ACQUISITION, LLC | DE |
| LANCASTER HOSPITAL CORPORATION | CA |
| LAUREL OAKS BEHAVIORAL HEALTH CENTER, INC. | DE |
| MANATEE MEMORIAL HOSPITAL, L.P. | DE |
| MCALLEN HOSPITALS, L.P. | DE |
| MCALLEN MEDICAL CENTER, INC. | DE |
| MERION BUILDING MANAGEMENT, INC. | DE |
| MERRIDELL ACHIEVEMENT CENTER, INC. | TX |
| NEURO INSTITUTE OF AUSTIN, L.P. | TX |
| NORTHWEST TEXAS HEALTHCARE SYSTEM, INC. | TX |
| OCALA BEHAVIORAL HEALTH, LLC | DE |
| PALMETTO BEHAVIORAL HEALTH HOLDINGS, LLC | DE |
| PENDLETON METHODIST HOSPITAL, L.L.C. | DE |
| PREMIER BEHAVIORAL SOLUTIONS OF FLORIDA, INC. | DE |
| PREMIER BEHAVIORAL SOLUTIONS, INC. | DE |
| PSYCHIATRIC SOLUTIONS HOSPITALS, LLC | DE |
| PSYCHIATRIC SOLUTIONS, INC. | DE |
| RAMSAY MANAGED CARE, LLC | DE |
| RAMSAY YOUTH SERVICES OF GEORGIA, INC. | DE |
| RIVEREDGE HOSPITAL HOLDINGS, INC. | DE |
| SHADOW MOUNTAIN BEHAVIORAL HEALTH SYSTEM, LLC | DE |
| SHC-KPH, LP | TX |
| SPRINGFIELD HOSPITAL, INC. | DE |
| STONINGTON BEHAVIORAL HEALTH, INC. | DE |
| TBD ACQUISITION, LLC | DE |
| TBJ BEHAVIORAL CENTER, LLC | DE |
| TEXAS CYPRESS CREEK HOSPITAL, L.P. | TX |
| TEXAS HOSPITAL HOLDINGS, INC. | DE |
| TEXAS LAUREL RIDGE HOSPITAL, L.P. | TX |
| TEXAS SAN MARCOS TREATMENT CENTER, L.P. | TX |
| TEXAS WEST OAKS HOSPITAL, L.P. | TX |
| TOLEDO HOLDING CO., LLC | DE |
| TWO RIVERS PSYCHIATRIC HOSPITAL, INC. | DE |
| UHS CHILDREN SERVICES, INC. | DE |

| <u>Registrant Subsidiary Guarantor</u> | <u>State or Other Jurisdiction of Incorporation or Formation</u> |
|---|--|
| UHS KENTUCKY HOLDINGS, L.L.C. | DE |
| UHS OF ANCHOR, L.P. | DE |
| UHS OF BENTON, INC. | DE |
| UHS OF BOWLING GREEN, LLC | DE |
| UHS OF CENTENNIAL PEAKS, L.L.C. | DE |
| UHS OF CORNERSTONE HOLDINGS, INC. | DE |
| UHS OF CORNERSTONE, INC. | DE |
| UHS OF D.C., INC. | DE |
| UHS OF DELAWARE, INC. | DE |
| UHS OF DENVER, INC. | DE |
| UHS OF DOVER, L.L.C. | DE |
| UHS OF DOYLESTOWN, L.L.C. | DE |
| UHS OF FAIRMOUNT, INC. | DE |
| UHS OF GEORGIA HOLDINGS, INC. | DE |
| UHS OF GEORGIA, INC. | DE |
| UHS OF GREENVILLE, INC. | DE |
| UHS OF LAKESIDE, LLC | DE |
| UHS OF LAUREL HEIGHTS, L.P. | DE |
| UHS OF PARKWOOD, INC. | DE |
| UHS OF PEACHFORD, L.P. | DE |
| UHS OF PROVO CANYON, INC. | DE |
| UHS OF PUERTO RICO, INC. | DE |
| UHS OF RIDGE, LLC | DE |
| UHS OF ROCKFORD, LLC | DE |
| UHS OF SALT LAKE CITY, L.L.C. | DE |
| UHS OF SAVANNAH, L.L.C. | DE |
| UHS OF SPRING MOUNTAIN, INC. | DE |
| UHS OF SPRINGWOODS, L.L.C. | DE |
| UHS OF SUMMITRIDGE, L.L.C. | DE |
| UHS OF TEXOMA, INC. | DE |
| UHS OF TIMBERLAWN, INC. | TX |
| UHS OF TIMPANOGOS, INC. | DE |
| UHS OF WYOMING, INC. | DE |
| UHS SAHARA, INC. | DE |
| UHS-CORONA, INC. | DE |
| UNIVERSAL HEALTH SERVICES OF PALMDALE, INC. | DE |
| UNIVERSAL HEALTH SERVICES OF RANCHO SPRINGS, INC. | CA |
| VALLE VISTA, LLC | DE |
| WEKIVA SPRINGS CENTER, LLC | DE |
| WILLOW SPRINGS, LLC | DE |
| WINDMOOR HEALTHCARE OF PINELLAS PARK, INC. | DE |