

705193

Bill Wiley

McFarlain Wiley Cassidy + Jones
Requestor's Name

215 S. Monroe # 600
Address

Tallahassee FL 222-2107
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Mercy Hospital, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in

Pick up time

Please call Carol Allen @ 222-2107 when ready.

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -1 AM 11:56

FILED

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|--|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

100002761061--6
-02/02/99--01001--009
****280.00 ****35.00

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Please file Amnd.
+ return Acknowledgment
letter w/ copy of
Stamped Amnd.
Attached.

Please call 222-07
when ready.
Amend + Restat
2-3-99

Examiner's Initials

CC

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

MERCY HOSPITAL, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

The Articles of Incorporation are amended and restated in their entirety as set forth in Exhibit A attached to these Articles of Amendment.

SECOND: The date of adoption of the amendment(s) was: Jan 27, 1999

THIRD: Adoption of Amendment (CHECK ONE).

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

MERCY HOSPITAL, INC.
Corporation Name

Sister Elizabeth A. Worley
Signature of Chairman, Vice Chairman, President or other officer

Sister Elizabeth A. Worley

Typed or printed name

Chair

January 27, 1999

Title

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -1 AM 11:56

FILED

EXHIBIT A

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

MERCY HOSPITAL, INC.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is MERCY HOSPITAL, INC. The principal place of business of the Corporation shall be located at 3663 S. Miami Avenue, Miami, Florida 33133.

ARTICLE II

PERIOD OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE III

PURPOSES

The Corporation shall be organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are to advance, promote and support through Catholic Health East, a Pennsylvania nonprofit corporation ("CHE" or "Corporate Member"), and its successors and constituent corporations, the Catholic healthcare ministries and Catholic healthcare mission of the Congregation of Sisters of St. Joseph of St. Augustine, Florida, a religious institute of the Roman Catholic Church or its canonical successor (the "Sponsoring Organization"), and to do any and all acts that are necessary, proper, useful, incidental or advantageous to the above-stated purposes in conformity with the ethical and moral teachings of the Roman Catholic Church, the traditions, spirit and charism of the Sponsoring Organization, and the Ethical and Religious Directives for Catholic Health Care Services as promulgated and amended from time to time by the United States Catholic Conference of Bishops. This Corporation shall operate under the philosophy and

guidance of the Member, as hereafter defined, without regard to race, creed, color, gender, age, national origin or ability to pay. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

(a) To perform, foster and support acts of the Christian charity particularly among the sick and ailing, both through this Corporation and through its Component Corporation (as defined in the Bylaws), Mercy Mission Services, Inc.

(b) To practice, foster, support and encourage religious beliefs and activities, particularly those of the Roman Catholic tradition.

(c) To provide, to the extent practical within the Corporation's resources and budgetary restrictions, medical care for the indigent sick.

(d) To promote healing and general health and welfare of all persons, without regard to race, creed, color, national origin, sex, handicap or economic status.

(e) To promote health and welfare of the members of the community and humankind generally through scientific research, education, experimentation and treatment, and to provide, maintain and operate any and all facilities, incidental or desirable to the conduct of scientific and medical research, and to sponsor and conduct educational programs in the medical and scientific fields, and to aid and assist other non-profit and/or charitable institutions or associations in the accomplishment or pursuit of their purposes.

(f) To provide, maintain and operate a modern community medical center and scientific institution for medical care and treatment of patients, for research and training, all by providing, offering and maintaining without limiting the generality of the foregoing, hospitals, research laboratories, libraries, schools, equipment, medical, dental and nursing services and facilities, and all other scientific, educational and training facilities relating to the general purposes and activities of the Corporation.

(g) To provide hospital facilities and services for medical care of the sick and injured (including obstetrical care) pursuant to Section 242 of the National Housing Act, as amended.

(h) To promote and encourage the establishment of facilities which are related to, and will be beneficial to, and promote the use of, the modern community medical center and hospital operated by the Corporation.

(i) To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in the furtherance of the objectives and purposes of this Corporation in conformity with the reservation of powers in the Bylaws.

(j) To do all things which may be necessary to enable the Corporation to secure and retain tax exempt status as a non-profit, charitable, scientific and/or educational institution in accordance with applicable regulations of the Code existing from time to time.

(k) To engage in such pursuits as may be necessary and incidental, or which may aid and assist, in carrying out the objects and purposes for which the Corporation is formed.

ARTICLE IV

LIMITATION ON ACTIVITIES

The Corporation will not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Member, Trustees, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE V

MEMBERSHIP

Section 1. Member. Catholic Health East, a Pennsylvania nonprofit corporation ("CHE") is the sole member ("Member" or "Corporate Member") of the Corporation. As such, CHE shall be entitled to all rights and powers of a member under Florida law, these Articles of Incorporation and the Bylaws of the Corporation. Certain matters regarding the exercise of these rights are described in CHE's Governance Documents, which includes CHE's Articles of Incorporation, Bylaws, and policies and procedures as approved from time to time (collectively, the "CHE Governance Documents").

Section 2. Reserved Powers. Certain powers have been expressly reserved to CHE in these Articles of Incorporation and the Bylaws of the Corporation. Action by the Corporation shall not be taken until CHE, acting through its Board of Directors, Executive Committee or authorized officers, and the Sponsoring Organization, as applicable, shall have exercised their respective reserved powers in the manner provided in the CHE Governance Documents. The following powers are reserved to CHE as further defined in the CHE Governance Documents:

(a) As reserved to the CHE Board of Directors:

(i) Adopt, amend, modify or restate the Articles of Incorporation of the Corporation, in whole or in part, or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended.

(ii) Adopt, amend, modify or restate the Key Bylaws Provisions (as defined in the Bylaws) of the Corporation, in whole or in part, or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended.

(iii) Appoint and remove Trustees of the Corporation, with or without cause, or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended.

(iv) Adopt the official interpretation of the philosophy and mission of the Corporation, or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended.

(v) Adopt the consolidated strategic plan of the Corporation and the Component Corporation, or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended.

(vi) Adopt the consolidated operating plan and budget of the Corporation and Component Corporations, or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended.

(vii) Adopt and authorize Significant Financial Transactions (as defined in the Bylaws) and significant budget variances of the Corporation and Component Corporations, or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended.

(viii) Adopt and authorize the establishment or dissolution of organizational relationships by the Corporation including without limitation subsidiary corporations, and significant partnerships, joint ventures and mergers as defined by the CHE Governance Documents, or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended.

(b) As reserved to the Corporation's Sponsoring Organization:

(i) Ratification of those mergers, consolidations, dissolutions or other fundamental corporate reorganizations of the Corporation, as approved and recommended by the CHE Board and as required by canon law and CHE policies consistent therewith.

ARTICLE VI

TRUSTEES

Subject to the reserved rights of the Corporate Member set forth in these Articles of Incorporation and in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by the Corporate Member. Trustees shall be appointed as provided in the Bylaws of the Corporation. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of appointment and removal, term of office, time and place of meetings, and powers and duties of the Board of Trustees of the Corporation shall be governed by the Bylaws of the Corporation.

ARTICLE VII

DISSOLUTION

Subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, as well as any claims, subventions or subvention-like rights of or owed to the Sponsoring Organization, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Corporate Member of this Corporation or its successors, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds or organizations which at the time appear in the Official Catholic Directory published annually by P.J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of the Sponsoring Organization have purposes most closely aligned to those of the Corporation, subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE

The name and business office in this State of the Corporation's Registered Agent
is:

Lewis W. Fishman
Two Datan Center, Suite 1121
9130 South Dadeland Boulevard
Miami, Florida 33156

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

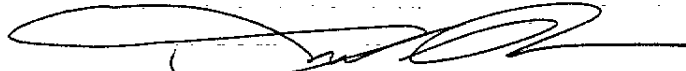
These Amended and Restated Articles of Incorporation may be amended as
provided in the Bylaws of the Corporation.

ACCEPTANCE OF REGISTERED AGENT

LEWIS W. FISHMAN does hereby agree to act as Registered Agent for Mercy Hospital Foundation, Inc., until his resignation or another Registered Agent is appointed.

1/27/99

Date Signed



Lewis W. Fishman