

Buchanan Ingersoll
PROFESSIONAL CORPORATION

Dale S. Webber
813-222-8187

Attorneys

735712
October 31, 1997

Suite 2500
401 East Jackson Street
Tampa, FL 33602
Telephone: 813-222-8180
Fax: 813-222-8189

VIA OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

Re: St. Francis Residence, Inc.

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①4 -11/03/97--01118--001
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find an original and one copy of Amended and Restated Articles of Incorporation to be filed relative to St. Francis Residence, Inc., a Florida not for profit corporation. Also enclosed is a check in the amount of \$70.00 to cover the applicable filing fee.

Kindly file the enclosed document as soon as possible and forward confirmation thereof to me at the address referenced above.

Thank you for your assistance with this matter.

Very truly yours,

Dale S. Webber

Dale S. Webber *DSW*

Enclosure
DSW/tas

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
711 NOV 6 1997

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. FRANCIS RESIDENCE, INC.

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the Limited Member of St. Francis Residence, Inc., has amended and restated the Articles of Incorporation of said corporation, in their entirety, and pursuant to Section 617.1007 of the Florida Statutes, has adopted the following Amended and Restated Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is St. Francis Residence, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. PURPOSES

The purposes for which the Corporation is organized and shall be operated are exclusively charitable, scientific or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter "Code"), and in furtherance of these purposes, but not in limitation

thereof, the Corporation shall operate exclusively for the benefit and support of, perform the functions of and carry out the purposes and mission of organizations, which are or have been affiliated with the Franciscan Sisters of Allegany, New York, a religious congregation of the Roman Catholic Church (the "Congregation"), and conducting charitable, scientific or educational activities (hereinafter "Supported Organizations") with special emphasis on organizations operating in the general area of Hillsborough County and Pinellas County, Florida, provided that each such Supported Organization shall be an organization described in Section 501(c)(3) of the Code. The Corporation shall carry out its purposes:

- (a) By contributing to capital, making loans and grants and providing other financial assistance;
- (b) By purchasing and holding improved and unimproved real estate;
- (c) By providing funds to further the establishment, development, sponsorship, promotion, oversight and

advancement of educational programs, scientific research, rehabilitation centers, nursing homes, housing centers, home health agencies, human services programs, health care programs and other activities, directly or indirectly related to building healthier communities and improving and protecting the health and welfare of citizens residing in the areas served by the Supported Organizations;

(d) By soliciting and/or receiving contributions of funds or other property from whatever sources, whether unrestricted or for designated purposes, and holding the same for such designated purposes or subject to such conditions as may be specified in the terms of any gift or grant, as applicable;

(e) By investing and reinvesting and managing the funds, securities and property, real, mixed and personal, of every nature of the Corporation;

(f) By promoting the health and welfare of the communities served by the Supported Organizations by encouraging the establishment and/or operation of facilities and/or programs which are related to or will be beneficial to health care and/or the creation of healthier communities by, in particular, supporting programs which strive to promote social justice and improve the health, wellness and quality of life of the marginalized, economically poor, women and the environment; and

(g) Solely for the above purposes, and without otherwise limiting its powers, by exercising all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations.

ARTICLE III. POWERS

In order to accomplish the purposes and to attain the objectives for which this Corporation is formed and for which the funds and property of this Corporation shall be handled,

administered, operated and distributed as hereinabove set forth, the Corporation, its Member, Trustees, and Officers, shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida, subject to the limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the federal income tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(a) of the Code, as an organization described in Section 501(c)(3) thereof, as may be hereafter amended, and by an organization, contributions to which are deductible under Section 170(c)(2) of such Code as may be hereafter amended.

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. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI. MEMBERSHIP

Section 1. The sole member of the Corporation shall be the Franciscan Sisters of Allegany Health System, Inc. ("AHS"), a Florida not-for-profit corporation.

Section 2. The Member shall be automatically admitted to membership upon the filing of these Amended and Restated Articles of Incorporation.

ARTICLE VII. BOARD OF TRUSTEES

The business and affairs of this Corporation shall be managed by a Board of Trustees, who shall be elected and serve office in accordance with the Bylaws of the Corporation.

ARTICLE VIII. OFFICERS

The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including

without limitation, one or more Senior, Assistant or other Vice-Presidents, an Assistant Secretary and an Assistant Treasurer. The officers shall be appointed, removed and hold office as provided in the Bylaws.

ARTICLE IX. REGISTERED OFFICE AND AGENT

Section 1. The street address of the registered office of this Corporation is 6200 Courtney Campbell Causeway, Suite 100, Tampa, FL 33607. The principal place of business address shall be the same as the registered office address.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is Howard Watts.

ARTICLE X. CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the

United States Conference of Catholic Bishops, and in accordance with the provisions of these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE XI. BYLAWS

The power to adopt, amend or repeal Bylaws for the Corporation shall be vested only in the Member, and shall be exercisable only as specifically provided for in the Bylaws of this Corporation.

ARTICLE XII. AMENDMENTS

The power to alter, amend or repeal these Amended and Restated Articles of Incorporation shall be vested only in the Member, and shall be exercisable only as specifically provided for in the Bylaws of this Corporation.

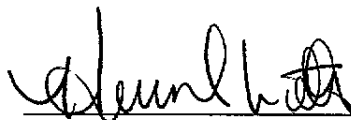
ARTICLE XIII. DISSOLUTION

Upon the dissolution or liquidation of the Corporation, whether such be de jure or de facto, in whole or in part, the Corporation's Board of Trustees shall adopt a resolution recommending a plan of distribution and directing its submission to a vote at a meeting of AHS Members entitled to vote thereon. Written notice setting forth the proposed plan or distribution or a summary thereof must be given to each AHS Member entitled to vote. Such plan of distribution shall be adopted upon receiving at least a majority of the votes which the AHS Members present at such meeting or represented by proxy are entitled to cast. The plan of distribution shall provide that all assets of the Corporation not disposed of in discharging the Corporation's liabilities or otherwise distributed in accordance with applicable legal requirements shall be distributed to the Franciscan Sisters of Allegany Health System, Inc., a Florida not-for-profit corporation, if it is then exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof. If said distributee does not so qualify at the time for such distribution, said assets shall be distributed to

the Franciscan Sisters of Allegany, New York, Inc., a New York not-for-profit corporation, if it is then exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof. If neither of the aforesaid distributees qualifies at the time for said distribution, the Corporation's assets shall be distributed to one (1) or more organizations meeting such qualifications and selected by the AHS Members to receive such distribution.

The foregoing Amended and Restated Articles of Incorporation were adopted by the Members of the Corporation in accordance with the Bylaws of the Corporation on October 20, 1997, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation, this 30th day of October, 1997.



Howard Watts, Authorized Officer

ACKNOWLEDGMENT

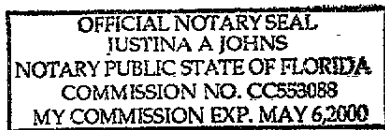
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 30th day of October, 1997, by Howard Watts, an authorized Officer of St. Francis Residence, Inc., a Florida not-for-profit corporation, on behalf of such corporation. Such individual is personally known to me, and did take an oath.

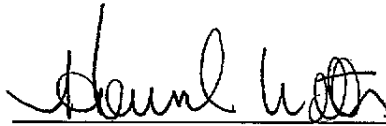
Justina A. Johns
Notary Public

My Commission Expires:



ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Howard Watts