



735712

ACCOUNT NO. : 072100000032

REFERENCE : 618630 7132640

AUTHORIZATION :

COST LIMIT :

*Patricia Pizant*  
\$ 87.50

ORDER DATE : December 2, 1997

ORDER TIME : 11:39 AM

ORDER NO. : 618630-005

CUSTOMER NO: 7132640

CUSTOMER: Ms. Olivia Weatherby  
Buchanan Ingersoll, P.c.  
Suntrust Financial Center  
401 E. Jackson Street, #2500  
Tampa, FL 33602

200000001042-9  
97 DEC -2 PM 2:23  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: ST. FRANCIS RESIDENCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

*AM/Res*  
*12/4*

RECEIVED  
97 DEC -2 PM 12:15  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
97 DEC -3 PM 1:57  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

December 2, 1997

CSC  
CHRISTOPHER SMITH  
TALLAHASSEE, FL

SUBJECT: ST. FRANCIS RESIDENCE, INC.  
Ref. Number: 735712

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for ST. FRANCIS RESIDENCE, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 897A00056996

**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**

St. Francis Residence, Inc.

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*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 are amended and restated in their entirety as set forth on Exhibit A attached to the Articles of Amendment.

**FILED**  
97 DEC - 2 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** The date of adoption of the amendment(s) was: 10-20-97

**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.

Corporation Name

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*Howard W. Waits*  
Signature of Chairman, Vice Chairman, President or other officer

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HOWARD W. WAITS  
Typed or printed name

---

PRESIDENT  
Title

11/25/97  
Date

**EXHIBIT A**

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

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Corporation is St. Francis Residence, Inc., and the principal place of business of the Corporation shall be located at 6200 Courtney Campbell Causeway, Suite 100, Tampa, Florida 33607

**ARTICLE II**

**PERIOD OF EXISTENCE**

The Corporation shall have 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 Franciscan Sisters of Allegany, New York, a religious institute of the Roman Catholic Church or its canonical successor (the "Sponsoring Organization"), including organizations 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 have the authority 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) 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 encouraging the establishment and/or operation of facilities 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 IV

#### 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 and allowed under the laws of the State of Florida.

## ARTICLE V

### LIMITATIONS 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 VI

### 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 (or Executive Committee and 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, provided however, that the purposes of this Corporation may not be amended, repealed or altered without the concurrent approval of at least two-thirds of the Corporation's Trustees.

(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, provided however, that neither the purposes of the Corporation, nor Article V of the Bylaws may be amended, repealed or altered without the concurrent approval of at least two-thirds of the Corporation's Trustees.

(iii) Appoint and remove Trustees of the Corporation in accordance with these Bylaws, 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 Corporations (as defined in the Bylaws), 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 required by canon law and CHE policies consistent therewith.

## ARTICLE VII

### BOARD OF TRUSTEES

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

## ARTICLE VIII

### OFFICERS

The officers of the Corporation shall include a President, an Executive Vice 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

The street address of the registered office of this Corporation is 6200 Courtney Campbell Causeway, Suite 100, Tampa, FL 33607. The name of the registered agent is Howard Watts.

## ARTICLE X

### 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 XI

#### AMENDMENTS

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