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Patricia Pizzuto

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Smith, Hulsey & Busey
225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

*Amended &
Restated &
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Name Change*

DOMESTIC AMENDMENT FILING

NAME: ST. CATHERINE LABOURNE MANOR,
INCORPORATED

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: JLZ

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DoR

5/11/00

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ST. CATHERINE LABOURÉ MANOR, INCORPORATED
(present name)

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.)

Please see attached Amended and Restated Articles of Incorporation

SECOND: The date of adoption of the amendment(s) was: May 1, 2000

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.

ST. CATHERINE LABOURÉ MANOR, INC.

Corporation Name

Signature of Chairman, Vice Chairman, President or other officer

John J. Maher

Typed or printed name

President

Title

5/1/00

Date

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. CATHERINE LABOURÉ MANOR, INCORPORATED**

**ARTICLE I
CORPORATION**

1.1 Name. The previous name of this corporation was ST. CATHERINE LABOURÉ MANOR, INCORPORATED. The new name of the corporation is ST. CATHERINE LABOURÉ MANOR, INC., a Florida not for profit corporation (the "Corporation").

1.2 Definitions. The words and phrases not otherwise defined in these Amended and Restated Articles of Incorporation shall have the meanings set forth in the Bylaws of the Corporation.

1.3 Period of Existence. The period during which the Corporation shall continue is perpetual.

**ARTICLE II
STATEMENT OF PHILOSOPHY AND PURPOSES**

2.1 Philosophy. The philosophy of the Corporation is that of the Sponsors as articulated and promoted through statements of Mission, Vision and Values of the Corporation in accordance with the official teachings of the Roman Catholic Church and the *Ethical and Religious Directives for Catholic Health Care Services* as approved and promulgated, from time to time, by the National Conference of Catholic Bishops.

2.2 Statement of Role and Purposes. The Corporation will have a role statement that specifies the purposes it will serve and the manner in which the philosophy, mission and core values of Ascension Health and the Corporate Member will be carried out in the communities they serve. The Corporation is organized 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 the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health and the Corporation's purposes shall include the following:

2.2-a Serve in the health ministry of the Roman Catholic Church and carry out its mission.

- 2.2-b** Provide health care to the community it serves, with a special concern for the sick and poor, and, to the extent that financial resources permit, provide charity care to persons in need.
- 2.2-c** Support institutions co-sponsored by the Sponsors, both within and without the State of Florida, and cooperate with other Ascension Health institutions.
- 2.2-d** Promote a healthy and just society through community-based networks and collaboration with those who share the values of the Corporate Member and Ascension Health.
- 2.2-e** Serve as the controlling entity of Subsidiary Organizations and limit the powers, duties and responsibilities of the governing body of the Subsidiary Organizations in which the Corporation is the controlling entity in accordance with requirements set forth in the Corporation's Governing Documents and as established by the Corporate Member.
- 2.2-f** Engage in any lawful activities within the purposes and powers for which a corporation may be organized under the Florida Not For Profit Corporation Act (the "Act").
- 2.2-g** Promote cooperation and the exchange of knowledge and experience within the Sponsors.
- 2.2-h** Operate nursing, convalescent and rehabilitative facilities for the care and treatment of the sick, the infirm and the aged, without respect to race, religion, sex, age or national origin.
- 2.2-i** Establish, maintain and operate programs and activities incident to the maintenance of nursing homes.
- 2.2-j** Perform any and all services and functions ancillary to providing skilled and intermediate nursing and medical care.
- 2.2-k** Otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:
 - (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons unless allowed by Section 501(c)(3) of the Code and the Act, 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.

- (ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.
- (iii) Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

REGISTERED AGENT, AND REGISTERED AND PRINCIPAL OFFICE.

3.1 Registered Agent. The name and mailing address for the registered agent of the Corporation, at the time of execution of these Amended and Restated Articles of Incorporation, are:

John J. Maher
President and Chief Executive Officer
St. Vincent's Health System, Inc.
1800 Barrs Street
Jacksonville, Florida 32204

3.2 Registered and Principal Office. At the time of execution of these Amended and Restated Articles of Incorporation, the mailing address for the registered office of the Corporation, which shall be the same as its principal place of business, is:

St. Catherine Labouré Manor, Inc.
1800 Barrs Street
Jacksonville, Florida 32204

ARTICLE IV

CORPORATE MEMBER

4.1 Number and Eligibility. There shall be one (1) member of the Corporation, which shall be known as the "Corporate Member," and such Corporate Member shall be St. Vincent's Health System, Inc., a Florida not for profit corporation.

4.2 Place of Meeting. Meetings of the Corporate Member shall be held at such time, date and place, both within or without the State of Florida, as shall be specified by the Corporate Member.

4.3 Annual Meeting. The annual meeting of the Corporate Member shall be held at such time as determined by the Corporate Member.

4.4 Special Meetings. Special meetings of the Corporate Member may be called by the Chair, the President, or a majority of the voting Directors of the Corporation.

ARTICLE V

BOARD OF DIRECTORS

5.1 Powers and Responsibilities. The business, property, affairs and funds of the Corporation shall be managed, supervised and controlled by its Board of Directors who shall exercise all of the powers of the Corporation not reserved to the Corporate Member, or to Ascension Health or its Members and in accordance with the National System Policies and subject to the limitations contained in the Corporation's Governing Documents and applicable law.

5.2 Reserved Powers. All action of the Corporation shall be by its Board of Directors, subject to the following matters which require the approval of the Corporate Member:

- 5.2-a** Approve the mission and vision statements for the Corporation and assure compliance with the philosophy, mission, vision, Sponsor expectations and values of the National System.
- 5.2-b** Approve the Governing Documents of the Corporation and any proposed amendments to such Governing Documents.
- 5.2-c** Appoint, upon the recommendation of the Board of the Corporation, or remove, with or without cause, the members of the Board of Directors of the Corporation. Removal does not require a recommendation of the Corporation's Board.
- 5.2-d** Approve the incurrence of debt of the Corporation within limits set forth in the National System Authority Matrix.
- 5.2-e** Subject to canonical requirements, approve and recommend the formation of legal entities, the sale, transfer or substantial change in use of all or substantially all of the assets of the Corporation or the divestiture, dissolution, closure, merger, consolidation or change in corporate membership of the Corporation in accordance with the National System Authority Matrix.

5.2-f Approve the transfer or encumbrance of the assets of the Corporation in accordance with the National System Authority Matrix.

5.2-g Approve the capital and operating budgets for the Corporation.

5.3 **Appointment.** Individual members of the Board of Directors of the Corporation shall be appointed in the manner set forth in the Bylaws of the Corporation.

5.4 **Number.** The Board of Directors shall consist of such members not fewer than five (5) nor more than fifteen (15) in number as shall from time to time be fixed by resolution of the Corporate Member.

ARTICLE VI

PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF CORPORATION

6.1 **Amendments.** The power to approve changes to the Governing Documents of the Corporation that are consistent with National System Policy shall be vested in the Board of Directors of the Corporation, subject to approval by the Corporate Member. The power to approve changes to the Governing Documents of the Corporation that are inconsistent with National System Policy is reserved to Ascension Health. The Governing Documents of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the other Governing Documents of the Corporation and applicable law of the State of Florida.

6.2 **Meetings by Telecommunications Device.** Members of the Board of Directors, or any committee appointed by the Board, may participate in a meeting by means of a conference telephone or other similar communications equipment whereby all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence in person.

6.3 **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall from time to time determine, however, it shall meet at least quarterly. Said meetings may be held within or without the State of Florida.

6.4 **Special Meetings.** Special meetings of the Board of Directors may be called by the Chair, one-third (1/3) of the members of the Board, the Corporate Member, or the President at any time by means of written notice by first class mail, or courier service, by telephone, telegraph, facsimile, e-mail, or such other communication reasonably designed to provide prompt notice of the time, place and purpose thereof to each Director at least forty-eight (48) hours before the meeting, as the Chair in his or her discretion shall deem sufficient. Any action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

6.5 Disposition of Assets. Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors (subject to the prior approval of the Corporate Member) and in accordance with the following:

6.5-a The paying of or the making of provision for the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures, and other similar documents.

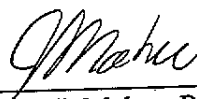
6.5-b Subject to compliance with the dissolution principles of the Corporate Member, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to the Corporate Member or such other exempt organization(s) under Section 501(c)(3) of the Code that is a Subsidiary Organization of the Corporate Member or to such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by the Members of Ascension Health.

6.5-c Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

6.6 Business Affairs. The Corporation shall conduct its affairs in accord with policies, procedures, directives and guidelines established from time to time by Ascension Health or any successor entity.

IN WITNESS WHEREOF, I, the undersigned officer, do hereby execute these Amended and Restated Articles of Incorporation in duplicate and verify and affirm under the penalties of perjury that the facts stated herein are true to the best of my knowledge and belief.

**ST. CATHERINE LABOURÉ MANOR,
INCORPORATED**

By: 
John J. Maher, President

ACCEPTANCE AS REGISTERED AGENT: Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: 
John J. Maher
Registered Agent

Date: 8 May 00
FILED
00 MAY 10 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Original: February 11, 1992
Amendments: 6/95, 11/99 and 5/00

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