

745780

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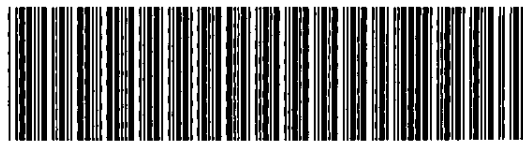
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TALLAHASSEE, FLORIDA

Amend & Restated  
Articles

1-19-12

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **St.Catherine Labouré Manor, Inc.**

DOCUMENT NUMBER: **745780**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Jon P. DeBardeleben**

(Name of Contact Person)

**St. Vincent's Health System, Inc.**

(Firm/ Company)

**2 Shircliff Way, Suite 600**

(Address)

**Jacksonville, FL 32204**

(City/ State and Zip Code)

**jdeba001@jaxhealth.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Jon P. DeBardeleben**

(Name of Contact Person)

at **(904) 308-4026**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |                                          |                                               |                                                          |                                             |
|------------------------------------------|-----------------------------------------------|----------------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & | <input checked="" type="checkbox"/> \$43.75 Filing Fee & | <input type="checkbox"/> \$52.50 Filing Fee |
| Certificate of Status                    | Certified Copy                                | Certificate of Status                                    | Certified Copy                              |
|                                          | (Additional copy is                           | (Additional copy is                                      |                                             |
| enclosed)                                | enclosed)                                     | enclosed)                                                |                                             |

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
2012 JAN 18 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

St. Catherine Labouré Manor, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

745780

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

n/a

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

n/a

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

n/a

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

Jon P. DeBardleben

2 Shircliff Way, Suite 600

(Florida street address)

New Registered Office Address:

Jacksonville

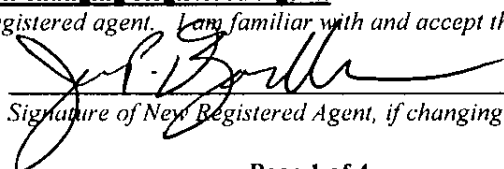
(City)

, Florida 32204

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

  
Signature of New Registered Agent, if changing

**If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.**

*Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)*

| <u>Title(s)</u> | <u>Name</u> | <u>Address</u>          |
|-----------------|-------------|-------------------------|
| 1)_____         | _____       | _____<br>_____<br>_____ |
| 2)_____         | _____       | _____<br>_____<br>_____ |
| 3)_____         | _____       | _____<br>_____<br>_____ |
| 4)_____         | _____       | _____<br>_____<br>_____ |
| 5)_____         | _____       | _____<br>_____<br>_____ |
| 6)_____         | _____       | _____<br>_____<br>_____ |

**If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:**

| <u>Title(s)</u> | <u>Name</u> | <u>Title(s)</u> | <u>Name</u> |
|-----------------|-------------|-----------------|-------------|
| 1)_____         | _____       | 4)_____         | _____       |
| 2)_____         | _____       | 5)_____         | _____       |
| 3)_____         | _____       | 6)_____         | _____       |

See Attached Amended and Restated Articles of Incorporation

See Attached Amended and Restated Articles of Incorporation

The date of each amendment(s) adoption: 12-13-11

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

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

Dated 12/13/11

Signature [Signature]  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Moody Chisholm  
(Typed or printed name of person signing)

President and CEO  
(Title of person signing)

FILED  
2012 JAN 18 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I  
CORPORATION**

**1.1     Name.** The 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 Amended and Restated Bylaws of the Corporation.

**2.2     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, from time to time, by the United States Conference of Catholic Bishops and as implemented by the local ordinary.

**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 as an integral part of the Roman Catholic Church and carry out its mission in support of or in furtherance of the charitable purposes of the organizations described in this Article.

**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 sponsored by the Sponsors, both within and without the State, 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** Participate in education and research relating to the prevention of disease, the rendering of quality health care and the promotion of health.
- 2.2-f** Serve as the controlling entity of its Subsidiary Organizations that conduct health related and other activities, and limit the powers, duties and responsibilities of the governing bodies of such Subsidiary Organizations all in accordance with requirements as established by the Corporate Member.
- 2.2-g** 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"), as it may be amended from time to time, which are in furtherance of or in support of the charitable purposes of the organizations described in this Article.
- 2.2-h** Promote cooperation and the exchange of knowledge and experience among the various apostolates of the Sponsors within the health care mission.
- 2.2-i** Further the philosophy and mission of Ascension Health of healing and service to the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries that are now, or may hereafter be, established by Ascension Health, or sponsored by the Sponsors, which are in furtherance of or in support of the charitable purposes of the organizations described in this Article.
- 2.2-j** Raise funds for any or all of the organizations described in this Article from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in furtherance of the charitable purposes of such organizations.
- 2.2-k** Acquire own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of the organizations described in this Article.
- 2.2-l** Contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Article.
- 2.2-m** 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-n** Establish, maintain and operate programs and activities incident to the maintenance of nursing homes.



- 2.2-o** Perform any and all services and functions ancillary to providing skilled and intermediate nursing and medical care.
- 2.2-p** Support and foster the corporate purposes of, and confer benefits upon, Ascension Health and the Corporate Member.
- 2.2-q** 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, directors, 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 the Corporation's Governing Documents, the Corporation shall only operate for charitable purposes. 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 OFFICE AND PRINCIPAL OFFICE**

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

Jon P. DeBardleben  
2 Shircliff Way, Suite 600  
Jacksonville, Florida 32204

**3.2 Principal Office and Mailing Address.** At the time of execution of these Amended and Restated Articles of Incorporation, the address of the principal office and mailing address of the Corporation are:

St. Catherine Labouré Manor, Inc.  
1750 Stockton 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 Corporate Member Meetings.** Meetings of the Corporate Member shall be held at such time, date and place, both within or without the State, as shall be specified by the Corporate Member and shall be conducted in a manner as provided in the Governing Documents of the Corporate Member.

#### **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 otherwise reserved to the Corporate Member, Ascension Health or the Sponsors, but 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.
- 5.2-b** Approve changes to the Governing Documents of the Corporation.
- 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 in accordance with the System Policies.
- 5.2-e** Subject to Canonical Requirements, approve and recommend the formation of a Subsidiary Organization, and the sale, transfer or substantial change in use of all or substantially all of the assets of a Subsidiary Organization of the Corporation or the divestiture, dissolution, closure, merger, consolidation or change in

corporate membership or ownership of a Subsidiary Organization of the Corporation that is not a Credit Group Member.

**5.2-f** Subject to the approval of Ascension Health, approve the sale, transfer or substantial change in use of all or substantially all of the assets of the Corporation or a Subsidiary Organization that is a Credit Group Member, and divestiture, dissolution, closure, merger, consolidation, change in corporate membership or ownership, or corporate reorganization of the Corporation or Subsidiary Organization that is a Credit Group Member.

**5.2-g** Approve the transfer or encumbrance of the assets of the Corporation in accordance with the System Policies.

**5.2-h** Approve the operating budget and capital plan 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 the System Requirements for Governing Documents shall be vested in the Board of Directors of the Corporation, subject to approval by the Corporate Member's Board. The power to approve changes to the Governing Documents of the Corporation that are inconsistent with the System Requirements for Governing Documents shall be subject to the approval of Ascension Health's Board. 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.

**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, videoconference equipment or similar communications equipment if 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 times and places 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.

**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 provided in the Bylaws of the Corporation.

**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 and its employees, agents and representatives shall be bound by System Policies and shall conduct all activities and operations in accordance with, and subject to, such System Policies.

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, INC.

By:   
Moody Chisholm, President & CEO

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:   
Jon P. DeBardeleben  
Registered Agent

Date: 1/9/2012