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AUTHORIZATION : Patricia Pzyut

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TALLAHASSEE, FLORIDA

ORDER DATE : October 29, 1997

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CUSTOMER NO: 7132640

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

DOMESTIC AMENDMENT FILING

NAME: FRANCISCAN SISTERS OF  
ALLEGANY HEALTH SYSTEM, INC.

EFFICTIVE DATE:

XXXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XXXXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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97 OCT 29 AM 11:25  
DIVISION OF CORPORATION  
AM Test  
DSC  
10/29

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
FRANCISCAN SISTERS OF ALLEGANY HEALTH SYSTEM, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FRANCISCAN SISTERS OF ALLEGANY HEALTH SYSTEM, INC.

Pursuant to Sections 617.1002 and 617.1007 of the Florida Statutes, the Members of Franciscan Sisters of Allegany Health System, Inc., have further amended and restated the Amended and Restated Articles of Incorporation of said corporation in their entirety, and have adopted the following Amended and Restated Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is Franciscan Sisters of Allegany Health System, Inc.

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ARTICLE II. PURPOSES

The purposes of the Corporation shall be as follows:

- a. To perform, foster and support acts of Christian charity among the sick and ailing and provide resources for the restoration of health and the prevention of disease.

b. To promote education and establish educational programs for patients, staff, and other groups.

c. To cooperate with other health care systems, health planning agencies, governmental agencies and other health and welfare organizations.

d. To promote the health and welfare of the communities served and humankind through scientific research, education and treatment.

e. To promote and encourage the establishment of facilities which are related to or will be beneficial to health care.

f. 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

mission and purposes of this Corporation in conformity with the reservation of powers in the Bylaws.

g. To promote, support and conduct charitable, scientific and/or educational activities qualifying under Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), and regulations promulgated pursuant thereto.

h. To make gifts, grants or donations to other exempt charitable organizations.

i. To further, promote and support the benevolent, charitable, scientific, religious and educational activities of the religious congregation of Franciscan Sisters of Allegany ("Congregation"), or of any public charitable corporation carrying on the works of, originally founded by, or supported by the Congregation or the Corporation, provided that such organizations qualify as exempt organizations under Section 501(c)(3) of the Code.

j. To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation' s mission and purposes.

### **ARTICLE III. POWERS**

Except as limited by these Amended and Restated Articles of Incorporation, the Corporation shall have and exercise all rights and powers in furtherance of its mission and purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

### **ARTICLE IV. LIMITATION ON ACTIVITIES**

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Trustee or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Trustee or officer of the Corporation, or any other private individual, shall be

entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not for profit corporate Member described in Section 501(c)(3) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code, and the corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 2. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code.

#### **ARTICLE V. TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

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**ARTICLE VI. MEMBERSHIP**

Section 1. This Corporation shall have Members. The qualifications of membership and reserved powers of the Members shall be as set forth in the Bylaws of the Corporation, as amended from time to time.

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

**ARTICLE VII. BOARD OF DIRECTORS**

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The number of Directors of the Corporation shall be not less than five (5) nor more than nine (9). The number may be changed from time to time as provided in the Bylaws.



Section 3. Directors shall be elected, removed and hold office as provided in the Bylaws.

**ARTICLE VIII. OFFICERS**

Section 1. 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.

Section 2. The officers shall be elected, removed and hold office as provided in the Bylaws.

Section 3. The officers shall have such powers and responsibilities as provided in the Bylaws.

**ARTICLE IX. REGISTERED OFFICE AND AGENT**

Section 1. The street address of the registered office of this Corporation is Executive Offices, 6200 Courtney Campbell Causeway, Suite 100, Tampa, Florida, 33607.

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

**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 accord with the Mission and Identity Statement of the Corporation as stated in its Bylaws, 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 Members, as may be more specifically provided in the Bylaws.

**ARTICLE XII. AMENDMENTS**

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

**ARTICLE XIII. DISSOLUTION**

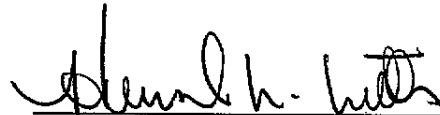
Upon the dissolution or liquidation of the Corporation, whether such be de jure or de facto, in whole or in part, the Corporation's Board of Directors shall adopt a resolution recommending a plan of distribution and directing its submission to a vote at a meeting of Members entitled to vote thereon. Written notice setting forth the proposed plan of distribution or

a summary thereof must be given to each Member entitled to vote.

Such plan of distribution shall be adopted upon receiving at least a majority of the votes which the 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, New York, Inc., if it is then exempt from taxation under Section 501(a) of the Internal Revenue 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 one or more organizations meeting such qualifications and selected by the Members to receive such a distribution.

The foregoing Amended and Restated Articles of Incorporation were adopted by the Members of the Corporation on July 18, 1997, and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation, this 27<sup>th</sup> day of October, 1997.

  
\_\_\_\_\_  
President

ACKNOWLEDGMENT

STATE OF FLORIDA )

COUNTY OF HILLSBOROUGH )

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of October, 1997, by Howard Watts, President, of Franciscan Sisters of Allegany Health System, Inc., a Florida not-for-profit corporation.



Karen L. Clark

ACCEPTANCE

I hereby agree to act as the Registered Agent for Franciscan Sisters of Allegany Health System, Inc., as stated in the foregoing Amended and Restated Articles of Incorporation of said Corporation.

  
\_\_\_\_\_  
Registered Agent