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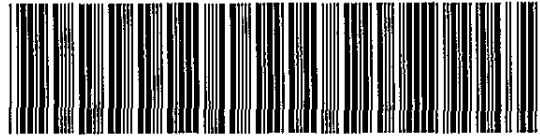
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 115430 7132640  
AUTHORIZATION : *Patricia Pizots*  
COST LIMIT : \$ 43.75

ORDER DATE : December 30, 2004

ORDER TIME : 10:26 AM

ORDER NO. : 115430-020

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DOMESTIC AMENDMENT FILING

NAME: ALLEGANY FRANCISCAN MINISTRIES  
INC.

EFFECTIVE DATE: \_\_\_\_\_

\_\_\_\_ ARTICLES OF AMENDMENT  
XX \_\_\_\_\_ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
ALLEGANY FRANCISCAN MINISTRIES, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, Allegany Franciscan Ministries, Inc. hereby adopts the following amendments to its Articles of Incorporation:

New Corporate Name: N/A

Amendments Adopted: Articles restated in their entirety: See attached Exhibit A.

The date of adoption of the amendment: December 13, 2004

Effective Date: January 1, 2005

Adoption of Amendments: The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Signed this 28<sup>th</sup> day of December, 2004.

ALLEGANY FRANCISCAN MINISTRIES, INC

By *Sr. Marlene Weidenborner, OSF*  
Sr. Marlene Weidenborner, OSF  
Chairperson

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## **EXHIBIT A**

### **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ALLEGANY FRANCISCAN MINISTRIES, INC.**

#### **ARTICLE I**

##### **NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Corporation is Allegany Franciscan Ministries, Inc. and the principal place of business of the Corporation is located at 19329 U.S. Highway 19 North, Suite 100, Clearwater, Florida 33764.

#### **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"), and 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 (the "Ethical and Religious Directives"). The Corporation shall be operated in accordance with the canon law of the Roman Catholic Church. All governance and property disputes shall be resolved in accordance with canon law as interpreted and applied by competent ecclesiastical authority. 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) To promote 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;
- (c) To cooperate with 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, religious, 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 Sponsoring Organization, or of any public charitable corporation carrying on the works of, originally founded by, or supported by the Sponsoring Organization or the Corporation, provided that such organizations qualify as exempt organizations under Section 501(c)(3) of the Code;
- (j) To establish and maintain three separate designated funds that will promote and support qualifying charitable activities and purposes and focus on those specific geographic regions described and to the extent set forth in Exhibit A appended to the Corporation's Bylaws; and

(k) 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 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.

(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.

(iii) Appoint and remove Trustees of the Corporation in accordance with the Bylaws of the Corporation 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:

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**

Subject to the reserved powers of CHE as set forth in these Articles of Incorporation and in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the Act, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by CHE. Trustees shall be appointed as provided in the Bylaws of the Corporation. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of appointment and removal, term of office, time and place of meetings, and powers and duties of the Board of Trustees of the Corporation shall be governed by 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**

The street address of the registered office of this Corporation is 19329 U.S. Highway 19 North, Suite 100, Clearwater, Florida 33764. The name of the registered agent is Joanne O. Lighter. .

**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.

These Articles of Incorporation were approved by the Member in accordance with the Corporation's Bylaws on December 13, 2004. The number of votes cast in favor of the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the Corporation this 28<sup>th</sup> day of December, 2004.

ALLEGANY FRANCISCAN MINISTRIES,  
INC.

By: Marlene Weidenborner, OSF  
Marlene Weidenborner, OSF  
Chairperson of the Board