

**N93000002229**  
 Requestor's Name *McFarland, W. J.*

*215 S Monroe Ste. 600*  
 Address *222-2107*  
*Tallahassee FL*  
 City/State/Zip Phone #

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 97 SEP 29 AM 11:50  
 TALLAHASSEE, FLORIDA  
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) *7 02050*
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) *Amended &*
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) *Restated w*
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) *name change*

☒ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy 245.00 *000002313160--0*  
☐ Mail out ☒ Will wait ☐ Photocopy *C. 1.75* ☐ Certificate of Status  
*-10/06/97--01180--010*  
*\*\*\*245.00 \*\*\*245.00*

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>0.00 (4)</i>
<input type="checkbox"/>	Resignation of R.A., Officer/Director <i>210.00</i>
<input type="checkbox"/>	Change of Registered Agent <i>245.00</i>
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*35.00*  
*210.00*  
*245.00*  
*29/97*  
*10/11*  
*10/11*  
*10/11*  
*10/11*

97 SEP 29 AM 11:53  
 DIVISION OF CORPORATION

Examiner's Initials

THIRD RESTATEMENT AND AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF

HOLY CROSS HOSPITAL, INC.,

formerly known as

HOLY CROSS HEALTH CORPORATION

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the sole member and the trustees of Holy Cross Hospital, Inc., formerly known as Holy Cross Health Corporation (the "Corporation"), consented to and adopted this Third Amendment and Restatement of the Certificate of Incorporation of the Corporation which Certificate was originally filed on April 23, 1990.

ARTICLE I

The name of the Corporation shall be HOLY CROSS HOSPITAL, INC. and the location of the current principal office and mailing address of the Corporation is 4725 North Federal Highway, Fort Lauderdale, Florida 33308 and the current address of the registered office of the Corporation is Buchanan Ingersoll Professional Corporation, One Turnberry Place, 19495 Biscayne Blvd., Suite 606, North Miami Beach, Florida 33180-2320.

ARTICLE II

The Corporation is organized as a not-for-profit organization exclusively for charitable, religious and educational purposes. The Corporation may operate in Broward County, Florida and may solicit throughout the Continental United States.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Without limiting the generality of the foregoing, the purposes of the Corporation are to advance, promote and support through Eastern Mercy Health System and its successors the healthcare ministries and the healthcare mission of the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, also known as the Sisters of Mercy of the County of Allegheny, a religious institute of the Roman Catholic Church or its canonical successors (the "Sponsor"), and to do any and all acts that are necessary, proper, useful, incidental or advantageous to the above stated purposes in conformity with the traditions, teachings and Canon Law of the Roman Catholic Church, and the traditions, spirit and charism of the Sponsor. The general nature of the objectives of this Corporation will include the establishment, maintenance and operation of a modern community medical center and scientific institution for medical care and treatment of patients, for research and for training, and this Corporation shall operate under the philosophy and guidance of the Sponsor and be devoted to the ideal of healing, all inclusive, of body, mind, and spirit without regard to race, creed, color, sex, age, national origin or ability to pay; and to carry out such purposes it shall have the following powers:

- a. to acquire, maintain, and operate a modern hospital, or hospitals, scientific research facilities, clinics or other specialties, nursing education schools and facilities, laboratories, and, in general, to do any and all things that may be necessary, advisable, or customary in connection with the establishment, conduct, and operation of a modern hospital, or hospitals, and all related activities and undertakings;
- b. to acquire, maintain and operate any and all facilities necessary or desirable for the education and training of interns and nurses and all other medical and hospital personnel, including specialties in either medical or administrative functions;

- c. to acquire, maintain, and operate any and all facilities necessary or desirable to the conduct of medical and scientific research; and to sponsor or conduct medical and scientific research programs;
- d. to acquire, maintain, and operate -- either on its hospital premises, or elsewhere -- clinics and clinical facilities; and to conduct any and all related clinical activities in such locations as may be deemed necessary in furtherance of the purposes of the Corporation;
- e. to solicit, raise, and receive funds and endowments for the purpose of carrying out the purposes of the Corporation;
- f. to purchase, own, hold, build up, rent, or lease property, both real and personal; to acquire by gift, devise, bequest or otherwise, property of any kind and character mortgage, or otherwise dispose of, or encumber, any of such property, to contract and sue, and be sued in its corporate name, to have a corporate seal; and to have any and all statutory and common law powers of a corporate not-for-profit;
- g. to adopt, amend, repeal, or alter such Bylaws as the member may, from time to time, determine to be necessary to the proper operation of the Corporation;
- h. to make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes; and
- i. in general, to do any and all things as may be necessary, or proper, to carry out the purposes for which this Corporation is formed.

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its trustees or officers, except to the extent permitted by Florida Statutes.

Specifically, the Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of and to carry out the purposes of the Sponsor and corporations of which the Corporation is the sole corporate member and that are described in Section 501(c)(3), and either Sections 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent Federal tax law (the "Code").

### ARTICLE III

This Corporation shall have perpetual existence.

### ARTICLE IV

Effective as of the date of this filing, so long as the Corporation is a subordinate corporation of Eastern Mercy Health System, a Pennsylvania not-for-profit corporation, or an affiliate thereof or of any of their successors ("Member"), the said Member shall be the sole voting member of the Corporation. Should the Corporation cease to be a such subordinate corporation, then as of the date of said cessation, the following shall prevail:

- a. Those persons who occupy the positions from time to time of President and Vice Presidents or such similar positions of the Sponsor shall be the voting members of the Corporation. In addition, the above-described voting members may appoint up to four (4) members from the Corporation's Board of Trustees to serve as voting members for a term of two (2) years; and they shall serve as members so long as each respectively continues to be a Trustee.

- b. The President and Vice Presidents of the Sponsor or the persons holding such similar positions shall continue as members of the Corporation throughout their respective terms of office in the Sponsor.
- c. The rights and powers reserved to the Member shall automatically, without any action of any kind or nature whatsoever, become the rights and powers of the members of the Corporation who are comprised of the President and Vice Presidents of the Sponsor or the persons holding such similar positions.

In the event the Member or any successor member should merge or be consolidated the successor, the post-merger or the post-consolidated entity shall automatically, without notice or action of any kind or nature whatsoever, be the sole Member of the Corporation and shall have and exercise all powers and responsibilities of the sole Member hereunder and under the Bylaws of the Corporation and under the laws of Florida and any reference to Eastern Mercy Health System or the Member herein or in the Bylaws shall be a reference to and include such successor, post-merger or post-consolidated entity.

#### ARTICLE V

The Member shall be entitled to all rights and powers of a member under Florida law. Action by the Corporation which is subject to any reserved power of the Member shall not be taken until the Member shall have exercised its reserved powers. The following powers and responsibilities are expressly reserved to the Member:

- a. Adoption, amendment, supplementation, modification, alteration, repeal or restatement of the Certificate of Incorporation of the Corporation, in whole or in part;

- b. Adoption, amendment, supplementation, modification, alteration, repeal or restatement of the Bylaws of the Corporation, in whole or in part;
- c. 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 governance documents of the Member which include the Member's articles of incorporation, bylaws, policy statements, ~~governance grid, resolutions~~ and similar documents as amended, supplemented, modified, altered, or restated from time to time (collectively, the "Member Governance Documents"); provided, however, that any such dissolution or liquidation of the Corporation shall require that the plan of distribution provide that distributions shall be made to one or more corporations, trusts, funds or other organizations located in Broward County, Florida, which at the time are exempt from Federal income tax as organizations described in Section 501(c)(3) of the Code, and have purposes closely allied with those of the Corporation;
- d. Appointment and removal of the Trustees of the Corporation, with or without cause;
- e. Appointment and removal of any of the Chairperson and the President and Chief Executive Officer of the Corporation, with or without cause;
- f. Adoption, amendment and official interpretation of the philosophy and mission of the Corporation;
- g. Adoption and amendment of the budgets of the Corporation and authorization for significant budget variances as defined in the Member Governance Documents;

- h. Approval of significant financial transactions by the Corporation as defined in the Member Governance Documents;
- i. Adoption and amendment of the strategic plan of the Corporation;
- j. Evaluation of the Corporation;
- k. In the event the governing documents of the Corporation and/or the Member Governance Documents require the recommendation of the Board of the Corporation for an action, such action may be authorized by the Member without a recommendation by the Board of the Corporation.

#### ARTICLE VI

The Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, also known as the Sisters of Mercy of the County of Allegheny (heretofore and hereinafter referred to as the "Sponsor") is the religious sponsor of the Corporation. Notwithstanding the powers and responsibilities reserved to the Board of Trustees of the Corporation or the Member by this Certificate of Incorporation or the Bylaws of the Corporation, the following powers and responsibilities shall be expressly reserved to the Sponsor, which may act through its President:

- a. Ratification of adoption, amendment, supplementation, modification, alteration or restatement of the Certificate of Incorporation of the Corporation and/or the Bylaws;
- b. Ratification of the establishment or dissolution of organizational relationships by the Corporation including, without limitation, subsidiary corporations, significant partnerships, joint ventures and mergers as defined by the Member Governance Documents; provided, however, that any such ratification of a dissolution or

liquidation of the Corporation shall require that the plan of distribution provide that distributions shall be made to one or more corporations, trusts, funds or other organizations located in Broward County, Florida, which at the time are exempt from Federal income tax as organizations described in Section 501(c)(3) of the Code, and have purposes closely allied with those of the Corporation;

- c. Ratification of the appointment or removal of the Trustees of the Corporation;
- d. Ratification of the appointment or removal of the Chief Executive Officer of the Corporation;
- e. Ratification of the evaluation of the Corporation; and
- f. Approval of the sale, transfer, long-term lease or long-term encumbrance of assets of the Corporation which are outside of the ordinary course of business of the Corporation.

The accomplishment of the purposes of the Corporation must be promoted and conducted in a manner consistent with the philosophies and missions of the Corporation, the Member, and the Sponsor, and the ethical and moral teachings of the Roman Catholic Church. In the event the Sponsor or any successor Sponsor should merge or be consolidated the successor, the post-merger or the post-consolidated entity shall be the Sponsor of the Corporation and shall have and exercise all powers and responsibilities of the Sponsor hereunder and under the Bylaws of the Corporation and any reference to the Sponsor herein or in the Bylaws shall be a reference to and include such successor, post-merger or post-consolidated entity.

## ARTICLE VII

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be carried on (i) by a corporation described in Section 501(c)(3) of the Code (hereinafter and heretofore referred to in these Articles as an "exempt organization"), or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE VIII

The Corporation shall not merge or consolidate with any corporation unless its successor corporation is a corporation or organization described in Section 501(c)(3) of the Code.

## ARTICLE IX

In the event the Corporation shall be dissolved and liquidated the plan of distribution shall provide that distributions shall be made to one or more corporations, trusts, funds or other organizations located in Broward County, Florida, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and have purposes closely allied with those of the Corporation and the Board of Trustees, after paying or making provisions for payment of all of the known liabilities of the Corporation, shall develop and recommend to the Member of the Corporation the adoption of a plan of distribution which identifies those organizations to which such distributions will be made; provided, however, that any such plan of distribution shall provide for the distribution of unused gifts and donations consistent with the donor's intent, purpose, and subject to any geographic restrictions as to such

use. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

#### ARTICLE X

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

#### ARTICLE XI

Michelle Phillips has been designated as the registered agent of the Corporation upon whom process against the Corporation may be served, and the following is designated as the registered office address of the Corporation: Buchanan Ingersoll Professional Corporation, One Turnberry Place, 19459 Biscayne Blvd., Suite 606, North Miami Beach, Florida.

#### ARTICLE XII

The Bylaws of the Corporation and this Certificate of Incorporation may be adopted, amended, supplemented, modified, altered, restated or repealed, in whole or in part, or otherwise altered or restated, by the Member without the need for action or recommendation by the Board of Trustees of the Corporation.

### ARTICLE XIII

The name and post office address of the original incorporators are;

Walter Banks  
Lago Mar Hotel  
1700 S. Ocean Lane  
Ft. Lauderdale, FL 33316

Sr. Sheila Carney, RSM  
Sisters of Mercy  
3333 Fifth Avenue  
Pittsburgh, PA 15213

Cy J. Case  
Baird-Case Funeral Homes  
4367 N. Federal Highway  
Ft. Lauderdale, FL 33308

Richard Kowalske  
2748 N.E. 34th St.  
Ft. Lauderdale, FL 33308

William F. Leonard, Esq.  
Leonard & Morrison  
4875 N. Federal Highway  
Ft. Lauderdale, FL 33308

Sr. M. Mercy McGrady, RSM  
Holy Cross Hospital  
4725 N. Federal Highway  
Ft. Lauderdale, FL 33308

Fred R. Millsaps  
2665 N.E. 37th Drive  
Fr. Lauderdale, FL 33308

J. Joseph Tuohy  
Citizens & Southern Florida Corp.  
1 Financial Plaza  
Ft. Lauderdale, FL 33394

### ARTICLE XIV

Subject to the limitations set forth in this Certificate of Incorporation, the affairs of the Corporation shall be managed by or under the direction of a Board of Trustees. The Board of Trustees shall consist of not less than three persons that may be increased or decreased from time to time as provided for by the Bylaws.

The initial Board of Trustees consisted of:

Sister M. Mercy McGrady, R.S.M.  
c/o Holy Cross Hospital  
4725 N. Federal Highway  
Ft. Lauderdale, FL 33308

J. Joseph Tuohy  
c/o Citizens & Southern Florida Corp.  
1 Financial Plaza  
Ft. Lauderdale, FL 33394

Cy J. Case  
Baird-Case Funeral Homes  
4367 N. Federal Highway  
Ft. Lauderdale, FL 33308

#### ARTICLE XV

Unless otherwise mandated by the Bylaws of the Corporation, the Corporation shall have the authority to indemnify to the fullest extent authorized or permitted by law, any person and its, his or her successors, assigns, heirs, executors, administrators and legal representatives, who is made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a Member, Trustee, Sponsor, officer, employee or agent of the Corporation or serves or served any other organization in any such capacity at the request of the Corporation (severally and collectively "Indemnitees"). Such indemnification shall include, without limitation, the advancement of expenses when allowed pursuant to applicable law. The Board of Trustees shall have the authority to purchase liability insurance in such amounts as it deems proper to indemnify the Indemnitees, to the fullest extent permitted by law.

#### ARTICLE XVI

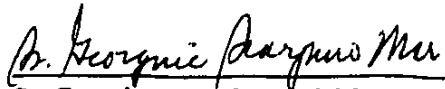
The Third Amendment and Restatement of the Certificate of Incorporation included herein has been adopted pursuant to Florida corporate law, (Florida Statute Section 617.1007 as amended from time to time), and there is no discrepancy between the original Certificate as

heretofore amended other than the inclusion of these amendments or omission of matters of historical interest.

#### ARTICLE XVII

This Third Amendment and Restatement of the Certificate of Incorporation of Holy Cross Hospital, Inc., formerly known as Holy Cross Health Corporation, was adopted by Eastern Mercy Health System, the sole Member on or about September 26, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of September, 1997.

  
\_\_\_\_\_  
Sr. Georgine Scarpino, R.S.M.  
President

STATE OF New Jersey )  
 ) SS  
COUNTY OF Cape May )

Before me, the undersigned authority, personally appeared Sister Georgine Scarpino, R.S.M., to me personally known, who upon first being duly sworn, deposes and says that she is the duly authorized President of Holy Cross Hospital, Inc., formerly known as Holy Cross Health Corporation, that she has read the matters and facts in the foregoing Third Amendment and Restatement of Certificate of Incorporation and that the same are true and correct, and further that the sole Member, by action taken on the date stated in Article XVII above, did approve the adoption of the above and foregoing Third Amendment and Restatement of Certificate of Incorporation of Holy Cross Hospital, Inc.

Sr. Georgine Scarpino  
Sr. Georgine Scarpino  
President

Sworn to and subscribed before me on the 26<sup>th</sup> day of September, 1997.

Janice Duschnauer  
Notary Public

My Commission Expires:

JANICE DUSCHNAUER  
NOTARY PUBLIC of the State of New Jersey  
My Commission Expires August 1, 1999