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HOLY CROSS HOSPITAL, INC.

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Amended & Restated RA

T. Roberts JAN 02 2007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Holy Cross Hospital, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

893000002229
(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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

Please see the attached Sixth Restatement and Amendment of Articles of
Incorporation of Holy Cross Hospital, Inc.

(Attach additional pages if necessary)
(continued)

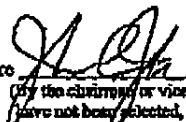
The date of adoption of the amendment(s) was September 25, 2006

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 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.

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.)

John C. Johnson

(Typed or printed name of person signing)

President/CEO

(Title of person signing)

FILING FEE: \$35

**SIXTH RESTATEMENT AND AMENDMENT OF
ARTICLES OF INCORPORATION
OF
HOLY CROSS HOSPITAL, INC.,**

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the sole member and the trustees of Holy Cross Hospital, Inc. (the "Corporation"), consented to and adopted this Sixth Restatement and Amendment of Articles of Incorporation of the Corporation which Articles of Incorporation were originally filed on April 23, 1990.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

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. The Corporation may also have offices at such other places within or outside the State of Florida as the business of the Corporation may require or the Board of Trustees of the Corporation may authorize.

ARTICLE II

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 ("CHB" or "Corporate Member"), and its successors and constituent corporations, the Catholic healthcare ministries and Catholic healthcare mission of the Institute of the Sisters of

Mercy of the Americas, Regional Community of Pittsburgh or its canonical successor, 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 Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh or its canonical successor, and the Ethical and Religious Directives for Catholic Health Care Services as promulgated and amended from time to time by the United States Conference of Catholic Bishops. This 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 the canon law as interpreted and applied by competent ecclesiastical authority. This Corporation shall operate under the philosophy and guidance of the Corporate Member, as hereafter defined, without regard to race, creed, color, gender, age, national origin or ability to pay. Notwithstanding the foregoing:

(a) The Corporation will not be operated for 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 Corporate Member, trustees, officers or other private individuals, except to the extent permitted by Florida statutes and except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation.

(b) 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 in violation of any provisions applicable to corporations exempt from taxation under Section 501 (a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

To carry out its purposes the Corporation shall have the following powers:

(i) 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;

(ii) 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;

(iii) 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;

(iv) 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;

(v) to solicit, raise, and receive funds and endowments for the purpose of carrying out the purposes of the Corporation;

(vi) 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;

(vii) to make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes;

(viii) to operate, promote, and support health care facilities and other charitable programs and activities consistent with the philosophy and mission of the Corporation;

(ix) to operate as a Constituent Corporation (as hereinafter defined) within the CHB system and promote and support the ministries and programs of CHB and its Constituent Corporations, wherever situate; and

(x) 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.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IV

MEMBERSHIP

Section 1. Member. The sole member of the Corporation shall be CHB, the Corporate Member. The Corporation and its constituent corporations participate in the health care system of the Corporate Member. The Corporate Member 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 the Corporate Member and the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh or its canonical successor in the Articles of Incorporation and the Bylaws of the Corporation. Action by the Corporation shall not be taken until the Corporate Member, acting through its Board of Directors, and the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh or its canonical successor, as applicable, shall have exercised their respective reserved powers in accordance with their respective governance documents. Action by the Corporation with respect to which action by the Corporate Member is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by the respective party. The following powers are reserved:

(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) Appoint and remove Trustees 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;

(iii) 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;

(iv) Adopt the consolidated strategic plan of the Corporation and of corporations controlled directly or indirectly by the Corporation (the "Component Corporations"), or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended;

(v) 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;

(vi) Adopt, amend, modify or restate the sections or provisions of the Bylaws of the Corporation, in whole or in part, concerning any of the following: (A) the name and purposes of the Corporation (including philosophy and mission), (B) the identity, reserved powers (including without limitation the provisions of this Article IV, Section 2 and Article VII of the Bylaws of the Corporation) and all other matters pertaining to actions of the Corporate Member, (C) the authority and membership (including election, composition and removal) of the Board of Trustees of the Corporation, and (D) the authority and responsibilities of and related to

the President of the Corporation, including appointment and removal (the "Key Bylaws Provisions"), or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended;

(vii) Approve and authorize significant budget variances of the Corporation, as well as transactions that (A) will result in either the acquisition, renovation or improvement of an asset, or the sale, lease, encumbrance or disposal of an asset, where (B) the amount of such transaction exceeds the limits established by CHE from time to time (the "Significant Financial Transactions"), or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended; and

(viii) Approve 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 Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh or its canonical successor:

Ratification of those mergers, consolidations, dissolutions or other fundamental corporate reorganization of the Corporation, as required by canon law and CHE policies consistent therewith.

Section 3. Member Action. Any action required or permitted to be taken by the Corporate Member of the Corporation under applicable law or these Articles of Incorporation may be taken without a meeting, without prior notice and without a vote, if the Corporate Member gives its written consent to such action. The written consent of the Corporate Member shall be evidenced by a consent resolution signed by an officer of the Corporate Member. Following action by the Corporate Member, the President of the Corporate Member shall be authorized and empowered to execute a written consent resolution evidencing the action taken.

Section 4. Action With Respect to Constituent Corporations. Action by the Corporate Member of the Corporation is required for the exercise of certain powers reserved to the Corporation from any corporation controlled directly or indirectly by the Corporation or the Corporate Member (the "Constituent Corporations"). Action by the Corporation with respect to Constituent Corporations for which action by the Corporate Member's Board or the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh or its canonical successor is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by the Corporate Member's Board (or Executive Committee and authorized officers) or the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh or its canonical successor, as appropriate.

ARTICLE V

MERGER OR CONSOLIDATION

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 VI

DISSOLUTION

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 Corporate 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 VII

REGISTERED OFFICE AND AGENT

The name of the registered agent is John C. Johnson and the address of the registered office of the Corporation is:

Holy Cross Hospital, Inc.
4725 North Federal Highway
Fort Lauderdale, Florida 33308

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be adopted, amended, supplemented, modified, altered, restated or repealed, in whole or in part, or otherwise altered or restated, by CHE without the need for action or recommendation by the Board of Trustees of the Corporation.

ARTICLE IX**INCORPORATOR**

The name and address of the original incorporators are as follows:

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

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

Sr. Sheila Carney, R.S.M.
Sisters of Mercy
3333 Fifth Avenue
Pittsburgh, PA 15213

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

Cy J. Case
Baird-Case Funeral Homes
4376 N. Federal Highway
Ft. Lauderdale, FL 33308

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

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

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

ARTICLE X**THE BOARD OF TRUSTEES**

Subject to the reserved rights of CHB and/or the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh or its canonical successor 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 statute, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by CHB or the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh or its canonical successor. The Board of Trustees shall be appointed, removed and hold office and shall consist of not less than three persons and, subject to that limitation, the number of trustees may be increased or decreased from time to time as provided for by the Bylaws. Trustees shall be elected 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.

The initial Board of Trustees consisted of:

Sister M. Mercy McGrady
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 XI

INDEMNIFICATION AND INSURANCE

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, Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh or its canonical successor, 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 XII

ADOPTION PURSUANT TO FLORIDA LAW

The Sixth Restatement and Amendment of the Articles 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 amendments or omission of matters of historical interest.

ARTICLE XIII

ADOPTION

This Sixth Restatement and Amendment of Articles of Incorporation of Holy Cross Hospital, Inc., has been adopted by the sole member on or about September 25, 2006.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be duly executed on this 25 day of September 2006.

HOLY CROSS HOSPITAL, INC.

By: 

John C. Johnson, President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to act as registered agent for, and to accept service of process on behalf of, Holy Cross Hospital, Inc. (the "Corporation"), at the place designated in Article VII of the Sixth Restatement and Amendment of Articles of Incorporation of the Corporation, the undersigned hereby agrees to act in such capacity, and further agrees to comply with the provisions of applicable statutes relative to the proper and complete discharge of his duties.

Dated this 25 day of SEPTEMBER, 2006.


JOHN C. JOHNSON