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NURSING NETWORK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA.

Articles of Amendment
to
Articles of Incorporation
of

Nursing Network, Inc.

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

09800000728A

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered," "professional association," or the abbreviation "P.A.")

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 First Amendment and Restatement of Articles of
Incorporation of Nursing Network, Inc.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself (if not applicable, indicate N/A)

The corporation's sole shareholder, Holy Cross Health Ministries, Inc. is
merging into Holy Cross Hospital, Inc. As a result, all shares previously
issued to Holy Cross Health Ministries, Inc. are being cancelled and new
(continued)
shares are being issued to Holy Cross Hospital, Inc.

The date of each amendment(s) adoption: 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 approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John G. Johnson

(Typed or printed name of person signing)

President/CEO

(Title of person signing)

FILING FEE: 535

**FIRST AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
NURSING NETWORK, INC.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Statutes, the sole shareholder and the directors of Nursing Network, Inc., have consented to and adopted this First Amendment and Restatement of Articles of Incorporation of the Corporation, which Articles of Incorporation were originally filed on January 23, 1998. Articles of Merger for the Corporation were filed with the Secretary of State of the State of Florida on February 12, 1998, changing the name of the Corporation from NNI, Inc. to Nursing Network, Inc.

The text of these duly adopted First Amendment and Restatement of the Articles of Incorporation of the Corporation supersedes the original Articles of Incorporation and all amendments thereto and is hereby restated in its entirety to read as follows:

ARTICLE I

NAME

The name of this corporation is Nursing Network, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation shall be 4725 North Federal Highway, Fort Lauderdale, Florida 33308.

ARTICLE III

TERM

The term for which this Corporation is to exist shall be perpetual.

ARTICLE IV

PURPOSES

The purposes for which the Corporation is organized are to advance, promote and support through Catholic Health East, a Pennsylvania nonprofit corporation ("CHE"), 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 successors, 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, and the traditions, spirit and charism of the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, or its canonical successors 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. To carry out its purposes, the Corporation shall have the following powers:

(a) to operate a nursing agency which provides private duty nursing services, hospital staffing services, and related healthcare services, all of which are provided with the goal of providing quality health care services at a reasonable cost;

(b) to invest the funds of the Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real estate and personal property necessary or desirable to enable the Corporation to render professional services;

(c) to take all such actions, either alone or in association with other corporations, firms, or individuals, as may be necessary and proper to accomplish any of the purposes or objectives enumerated in these Amendment and Restatement of the Articles of Incorporation, or any amendment thereof, and to do all other things incidental thereto or connected therewith which are not prohibited by statute or by these Amendment and Restatement of the Articles of Incorporation.

The foregoing enumeration of the purposes and specific powers shall not be held to limit or restrict in any manner the powers of this Corporation otherwise provided or authorized by law.

ARTICLE V

AUTHORIZED SHARES

Section 1. There shall be authorized 5,000 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges. Each of the common shares shall entitle the holder thereof to one vote at any shareholders meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors of the Corporation, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or services. If the Corporation issues or authorizes the issuance of shares for promises to render services in the future, the Corporation shall report in writing to the shareholders the number of shares authorized or issued and the consideration received by the Corporation, with or before the notice of the next shareholders meeting.

Section 2. There shall be no preemptive rights.

Section 3. Meetings of the shareholders may be held inside or outside of the State of Florida.

ARTICLE VI

SOLE SHAREHOLDER

Section 1. The sole shareholder of the Corporation shall be Holy Cross Hospital, Inc. (the "Shareholder"). The Shareholder and the Corporation shall both participate in the health care system of Catholic Health East, a Pennsylvania nonprofit corporation ("CHE").

Section 2. Certain powers have been expressly reserved to the Shareholder in these Amendment and Restatement of the Articles of Incorporation and the Bylaws of the Corporation. Action by the Corporation shall not be taken until the Shareholder, acting through its Board of Trustees, and, in some cases, CHE, acting through its Board of Directors, and the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, or its canonical successors, 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 Shareholder or CHE 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 to the Shareholder, CHE, and the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, or its canonical successors as indicated:

(a) As reserved to the Board of Trustees of the Shareholder:

(i) Approve the amendment or restatement of the Articles of Incorporation of the Corporation, in whole or in part, and recommend the same to CHE for adoption.

(ii) Approve the amendment or restatement of Key Bylaws Provisions (as defined in the Bylaws) of the Corporation, in whole or in part, and recommend the same to CHE for adoption.

(iii) Approve the amendment or restatement of non-Key Bylaws Provisions of this Corporation, in whole or in part.

(iv) Appoint and remove Directors of the Corporation, with or without cause.

(v) Appoint and remove the President of this Corporation.

(vi) Approve the official interpretation of the philosophy and mission of the Corporation.

(vii) Require the Corporation or any committee of the Corporation to report to the Board of Trustees of the Shareholder on any matter relating to the Corporation's property, affairs, business and concerns.

(viii) Approve the strategic plan of the Corporation, and recommend the same to CHE for adoption as part of the consolidated strategic plan of the regional health system of the Shareholder.

(ix) Approve the annual operating plan and budget of the Corporation, and recommend the same to CHE for adoption as part of the consolidated operating plan and budget of the regional health system of the Shareholder.

(x) 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 Directors of the Corporation, approve such action as recommended, and recommend the same to CHE for adoption and authorization.

(xi) Approve contracts, transactions, commitments or other obligations to be entered into or incurred by the Corporation and that are in excess of limits or subject to other conditions as determined from time to time by the Board of Trustees of the Shareholder.

(xii) Approve 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 (as defined in the Bylaws), and recommend the same to CHE for adoption and authorization.

(b) 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 the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(ii) Adopt, amend, modify or restate the Key Bylaws Provisions of the Corporation, in whole or in part, or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(iii) Approve and authorize Significant Financial Transactions and significant budget variances of the Corporation, or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(iv) 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 the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(c) As reserved to the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, or its canonical successors:

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 DIRECTORS

Subject to the reserved rights of the Shareholder, CHE and/or the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, or its canonical successors set forth in these Amendment and Restatement of the 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 Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute, these Amendment and Restatement of Articles of Incorporation or the Bylaws directed or required to be exercised or done by the Shareholder, CHE or the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, or its canonical successors. The Board of Directors shall be appointed, removed and hold office and shall consist of not less than three persons and, subject to that limitation, the number of directors may be increased or decreased from time to time as provided for by the Bylaws. Directors shall be appointed as provided in the Bylaws of the Corporation. Except as otherwise provided in these Amendment and Restatement of 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 Directors of the Corporation shall be governed by the Bylaws of the Corporation.

The initial names and addresses of the Board of Directors were as follows:

NAME	ADDRESS
John C. Johnson	Holy Cross Hospital, Inc. 4725 North Federal Highway Fort Lauderdale, Florida 33308
Robert P. Granger	Holy Cross Hospital, Inc. 4725 North Federal Highway Fort Lauderdale, Florida 33308
Sister Susan Welsh, RSM	Sisters of Mercy 3333 Fifth Avenue Pittsburgh, PA 15213

ARTICLE VIII

OFFICERS

The officers of the Corporation shall be designated in, and selected in accordance with the provisions of, the Bylaws of the Corporation.

ARTICLE IX

DISSOLUTION

Subject to any approvals described in these Amendment and Restatement of 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 Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, or its canonical successors, 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 Shareholder of this Corporation or its successors.

ARTICLE X

REGISTERED AGENT AND OFFICE

The name and street address of the registered agent of this Corporation is Holy Cross Hospital, Inc., 4725 North Federal Highway, Fort Lauderdale, Florida 33308, Attention: President.

ARTICLE XI

INSURANCE AND INDEMNIFICATION

The Corporation shall indemnify to the fullest extent authorized or permitted by the Florida Business Corporation Act, as amended from time to time (the "Act"), including any additional indemnification rights allowable pursuant to future amendments to the Act, any person, and his or her heirs, executors, administrators and legal representatives, who is made or threatened to be made a party to an action, suit or a proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or serves or served any other organization in any such capacity at the request of the Corporation. Such indemnification shall include, without limitation, the advancement of expenses when allowed pursuant to applicable law. The Board of Directors shall have the authority to purchase liability insurance in such amounts as it deems proper to indemnify any person who is or was a director, officer, employee, or agent of the

Corporation or serves or served any other organization in any such capacity at the request of the Corporation to the fullest extent permitted by law.

ARTICLE XII

AMENDMENTS

These Amendment and Restatement of Articles of Incorporation may be further amended as set forth in Article VI of these Amendment and Restatement of Articles of Incorporation, in the Bylaws of the Corporation and the Florida Business Corporation Law.

ARTICLE XIII

INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation was Holy Cross Hospital, Inc., 4725 North Federal Highway, Fort Lauderdale, Florida 33308.

ARTICLE XIV

ADOPTION PURSUANT TO FLORIDA LAW

The First Restatement and Amendment of the Amendment and Restatement of Articles of Incorporation included herein has been adopted pursuant to Florida corporate law (Florida Statute Section 607.1007 as amended from time to time), and there is no discrepancy between the original Articles as heretofore amended other than the inclusion of amendments or omission of matters of historical interest.

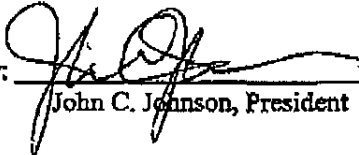
ARTICLE XV

ADOPTION

This First Amendment and Restatement of Articles of Incorporation of Nursing Network, Inc. was adopted by the sole shareholder on or about September 25, 2006. The number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these First Amendment and Restatement of the Articles of Incorporation on the 20 day of December, 2006.

NURSING NETWORK, INC.

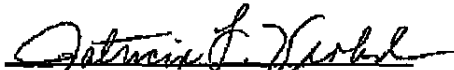
By: 
John C. Johnson, President

STATE OF FLORIDA
COUNTY OF BROWARD

)
) SS:
)

Before me, the undersigned authority, personally appeared John C. Johnson, to me personally known, who upon first being duly sworn, deposes and says that he is the duly authorized President of Nursing Network, Inc., that he has read the matters and facts in the foregoing First Amendment and Restatement of the Articles of Incorporation and that the same are true and correct.

Sworn to and subscribed before me on the 20 day of December, 2006.


Notary Public

PATRICIA F. VROBEL
My Commission Expires.

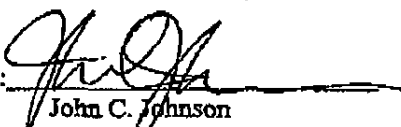


ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to act as registered agent for, and to accept service of process on behalf of, Nursing Network, Inc. (the "Corporation"), at the place designated in Article X of the First Amendment and Restatement of the 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 its duties.

Dated this 24 day of December, 2006.

HOLY CROSS HOSPITAL, INC.,
a Florida not-for-profit corporation

By: 

John C. Johnson
President & CEO