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Buchanan Ingersoll & Rooney LLP

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MERCY HOSPITAL, INC.

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Articles of Amendment
to
Articles of Incorporation
of

Mercy Hospital, Inc.

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

705193

(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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

4725 North Federal Highway

Fort Lauderdale, FL 33308

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

4725 North Federal Highway

Fort Lauderdale, FL 33308

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Dale S. Webber

401 E. Jackson St., Ste. 2500

New Registered Office Address:

(Florida street address)

Tampa

(City)

Florida 33602

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>C,P,D</u>	<u>John C. Johnson</u>	<u>4725 North Federal Highway</u> <u>Fort Lauderdale, FL 33308</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>T, D</u>	<u>Linda V. Wilford</u>	<u>4725 North Federal Highway</u> <u>Fort Lauderdale, FL 33308</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>S, D</u>	<u>Sr. Elizabeth Worley, SSJ</u>	<u>9401 Biscayne Blvd.</u> <u>Miami Shores, FL 33138</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

See also the attached Exhibit A

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See the Amended and Restated Articles of Incorporation of Mercy Hospital, Inc.

attached as Exhibit B.

The date of each amendment(s) adoption: May 3, 2011

(date of adoption is required)

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(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 5-15-11

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

(Title of person signing)

EXHIBIT A**ADDITIONAL OFFICER AND DIRECTOR DESIGNATIONS**

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
C, D	Sr. Barbara Cekosh, SSJ	3663 S. Miami Ave Miami, FL 33133	Remove
V, S, D	Sr. Edith Gonzalez, SSJ	3663 S. Miami Ave Miami, FL 33133	Remove
T, D	Patrick McGrath, III	3663 S. Miami Ave Miami, FL 33133	Remove
P, D	Manuel P. Anton, III, M.D.	3663 S. Miami Ave Miami, FL 33133	Remove
D	Sr. Jane Stoecker, SSJ	3663 S. Miami Ave Miami, FL 33133	Remove
D	Leonardo V. Lopez, M.D.	3663 S. Miami Ave Miami, FL 33133	Remove
D	Nikki Lewis Simon	3663 S. Miami Ave Miami, FL 33133	Remove
D	Ramon Usategui	3663 S. Miami Ave Miami, FL 33133	Remove
D	Basil M. Bernard	3663 S. Miami Ave Miami, FL 33133	Remove
D	Ricardo Giralda, M.D.	3663 S. Miami Ave Miami, FL 33133	Remove
D	Rolando J. DeLeon, M.D.	3663 S. Miami Ave Miami, FL 33133	Remove
D	Sr. Carol Stovall, SSJ	3663 S. Miami Ave Miami, FL 33133	Remove
D	Rev. Msgr. Tomas M. Marin	3663 S. Miami Ave Miami, FL 33133	Remove

D	Patrick Dwyer	3663 S. Miami Ave Miami, FL 33133	Remove
D	Jeffrey Hortstmyer, M.D.	3663 S. Miami Ave Miami, FL 33133	Remove
D	John Dasburg	3663 S. Miami Ave Miami, FL 33133	Remove
D	J. Patrick Fitzgerald	3663 S. Miami Ave Miami, FL 33133	Remove
D	Sr. Ann Kuhn, SSJ	3663 S. Miami Ave Miami, FL 33133	Remove
D	Marilu Madrigal, M.D.	3663 S. Miami Ave Miami, FL 33133	Remove

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EXHIBIT B

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MERCY HOSPITAL, INC.**

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is MERCY HOSPITAL, INC. The principal place of business of the Corporation shall be located at 4725 North Federal Highway, Fort Lauderdale, Florida 33308.

ARTICLE II

PERIOD OF EXISTENCE

This Corporation shall have a 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 the Congregation of Sisters of St. Joseph of St. Augustine, Florida, 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. 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.

ARTICLE IV

LIMITATION 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 V

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, Executive Committee or 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 Corporate Member:

(i) Adopt, amend, modify or restate the Articles of Incorporation of the Corporation, in whole or in part, or if the Corporate Member receives a recommendation as to any such action, 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 the Corporate Member receives a recommendation as to any such action, approve such action as recommended.

(iii) 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.

(iv) 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.

(v) Appoint and remove Trustees of the Corporation, with or without cause, or if the Corporate Member receives a recommendation as to any such action, approve such action as recommended.

(vi) 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.

(vii) Adopt the consolidated strategic plan of the Corporation and the Component Corporation, or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended.

(viii) 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.

(b) As reserved to the Corporation's Sponsoring Organization:

(i) Ratification of those mergers, consolidations, dissolutions or other fundamental corporate reorganizations of the Corporation, as approved and recommended by the CHE Board and as required by canon law and CHE policies consistent therewith.

Section 3. Transfer of Assets. In addition to the rights reserved to CHE under these Articles, CHE shall have the power to transfer assets of the Corporation or to require the Corporation to transfer assets to CHE, which assets the Corporation shall be authorized to transfer, to the extent necessary to pay for CHE's periodic debt service payments to accomplish

CHE's goals and objectives, and to provide for the payment of all indebtedness of CHE or any entity controlled by, controlling, or under common control with CHE (for purposes of this Section, a "CHE Affiliate") issued or incurred by or on behalf of CHE or a CHE Affiliate in furtherance of CHE's goals and objectives. The Corporation shall not be required to violate its charitable purposes, the terms of any restricted gifts, or the covenants of its debt instrument as a result of any asset transfers made or directed by CHE. Except for transfers previously approved by CHE, transfers to an affiliate or subsidiary of the Corporation, and transfers in the ordinary course of business or otherwise required by law or pre-existing contract, the Corporation shall not transfer assets to entities other than CHE or CHE Affiliates without the approval of CHE.

ARTICLE VI

TRUSTEES

Subject to the reserved rights of the Corporate Member 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 law, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by the Corporate Member. 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 VII

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 VIII

REGISTERED AGENT AND REGISTERED OFFICE

The name and business office in this State of the Corporation's Registered Agent is:

Dale S. Webber, Esquire
Buchanan Ingersoll & Rooney PC
401 E. Jackson Street, Suite 2500
Tampa, FL 33602

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.