

715198



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 103225 7132640

AUTHORIZATION

Patricia Pigott

COST LIMIT : \$ 43.75

FILED
99 JAN 19 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 19, 1999

ORDER TIME : 10:15 AM

ORDER NO. : 103225-005

CUSTOMER NO: 7132640

8000002746358--9

CUSTOMER: Mr. Dale S. Webber
Buchanan Ingersoll, P.c.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: GOOD SAMARITAN HOSPITAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

Amend + Restated
1-19-99
CC

RECEIVED
99 JAN 19 PM 12:47
DIVISION OF CORPORATION

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GOOD SAMARITAN HOSPITAL, INC.**

FILED
99 JAN 19 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, the undersigned corporation hereby amends and restates, in its entirety, its Articles of Incorporation filed with the Secretary of State on August 29, 1968, as Charter No. 715198. These Amended and Restated Articles of Incorporation were adopted by the Member in accordance with the Bylaws of the Corporation on February 27, 1998, and the number of votes cast for the amendment was sufficient for approval.

ARTICLE I. NAME

The name of this corporation shall be Good Samaritan Hospital, Inc. (hereinafter the "Corporation").

ARTICLE II. PURPOSES

This Corporation is organized not-for-profit and is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (hereinafter the "Code"), and the objects and purposes to be exclusively transacted and carried on are:

1. To establish, acquire, own and act as a member or partner of entities which provide diagnostic, medical, surgical and hospital care, extended care, out-patient care and home care to sick, injured or disabled persons, in compliance with the *Ethical and Religious Directives for Catholic*

Health Care Services as they are promulgated from time to time by the United States Conference of Catholic Bishops and in the tradition of Good Samaritan Health Systems, Inc., as a non-sectarian, community-based health care system, without regard to race, creed, color, sex, age, or national origin.

2. To establish, acquire, own, and act as a member or partner of entities which are engaged in activities reasonably related to providing diagnostic, medical, surgical and hospital care, extended care, out-patient and home care to sick, injured, or disabled persons, in compliance with the *Ethical and Religious Directives for Catholic Health Services* as they are promulgated from time to time by the United States Conference of Catholic Bishops and in the tradition of Good Samaritan Health Systems, Inc., as a non-sectarian, community-based health care system, without regard to race, creed, color, sex, age or national origin.

3. No part of the earnings of the Corporation shall inure to the benefit of any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), Governor, or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), Governor, or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

4. The Corporation shall not participate, directly or indirectly, 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.

5. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by any organizations, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of the Code and Treasury Regulations thereunder as they now exist as they may be hereafter amended.

ARTICLE III. POWERS

In order to accomplish the purposes and to attain the objects 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 (as hereinafter defined), its Governors and Officers shall possess and exercise all powers, authorities, and privileges granted by and allowed under the laws of the State of Florida, subject to the limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the federal income tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.

ARTICLE IV. NONSTOCK CORPORATION

This Corporation shall not have or issue shares of stock; however, it may have and issue membership certificates which shall state prominently on the face of such certificate that the Corporation is a not-for-profit corporation.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT:
PRINCIPAL PLACE OF BUSINESS

The location of the Corporation's Registered Office and principal place of business in this State is 1309 North Flagler Drive, West Palm Beach, Florida, 33401, and the name of the Registered Agent of the Corporation is Valerie Goodwin Larcombe at that address. The Board of Governors may from time to time move the Registered Office to any other street address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VI. MEMBERSHIP

The sole member of the Corporation shall be Intracoastal Health Systems, Inc., a Florida not-for-profit corporation (hereinafter the "Member").

ARTICLE VII. TERM OF CORPORATE EXISTENCE

The term for which this Corporation shall exist is perpetual.

ARTICLE VIII. BOARD OF GOVERNORS

1. The business and affairs of this Corporation shall be managed by a Board of Governors, whose members are referred to herein as Governors.

2. The number of Governors of the Corporation shall be not less than twenty (20) nor more than thirty-nine (39). The number may be changed from time to time as provided in the Bylaws.

3. Governors shall be appointed, removed and hold office as provided in the Bylaws.

ARTICLE IX. OFFICERS

The Corporation shall have a Chairman, a Vice Chairman, a President, Secretary and Treasurer, and may have additional and assistant officers as determined by the Board of Governors

from time to time. A person may hold more than one office. Officers shall be elected or appointed and shall have duties as provided in the Bylaws.

ARTICLE X. INDEMNIFICATION

1. The Corporation hereby indemnifies its Member, any Governor or Officer made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as governor, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and, in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such governor or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Member, Governor or Officer of the Corporation, or

by reason of such persons serving or having served at the request of the Corporation as a member, governor, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Member, Governor or Officer seeks indemnification were properly incurred and that such Member, Governor, or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Governors by a majority vote of a quorum consisting of Governors who were not parties to such action, suit or proceeding. In the event that all of the Board of Governors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Governors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person to repay all amounts

expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not object to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

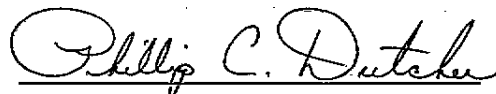
The power to alter, amend or repeal these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation shall be vested only in the Member and shall be exercisable only as specifically provided for in the Bylaws of this Corporation.

ARTICLE XII. DISSOLUTION

Upon the dissolution or liquidation of the Corporation, whether such be de jure or de facto, in whole or in part, the Corporation's Board of Governors shall adopt a resolution recommending

a plan of distribution and directing its submission to a vote by the corporate members of Intracoastal Health Systems, Inc. ("IHS"), specifically being Good Samaritan Health Systems, Inc. ("GS"), a Florida not-for-profit corporation, and Catholic Health East ("CHE"), a Pennsylvania not-for-profit corporation. Both GS and CHE shall be authorized and entitled to vote on the plan of distribution on behalf of IHS, and each shall determine the distribution of fifty percent (50%) of all assets of the Corporation not disposed of in discharging the Corporation's liabilities or otherwise distributed in accordance with applicable legal requirements. Such assets of the Corporation shall be distributed by GS and CHE, respectively, only to such not-for-profit corporations as are then exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof. In the event the distributee designated by either GS or CHE is not an exempt organization at the time of distribution, the fifty percent (50%) of the assets of the Corporation in question will be distributed to another not-for-profit corporation, as designated by either GS or CHE, as the case may be, which corporation shall then be exempt from taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) thereof.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation this 30th day of December, 1998.


President