



715198

FILED
01 DEC 13 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 357255 7132640

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 35.00

ORDER DATE : December 13, 2001

ORDER TIME : 12:26 PM

ORDER NO. : 357255-005

CUSTOMER NO: 7132640

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

*Amended &
Restated
Articles*

500004725235--3

DOMESTIC AMENDMENT FILING

NAME: GOOD SAMARITAN HOSPITAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

RECEIVED
01 DEC 13 PM 1:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS:

AS
12/13/01

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

FILED
01 DEC 13 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Statutes, Good Samaritan Hospital, Inc., a Florida not for profit corporation, adopts the following Amended and Restated Articles of Incorporation ("Articles of Incorporation").

ARTICLE I. NAME

The name of the Corporation is Good Samaritan Hospital, Inc. The street address and mailing address of the principal office of the Corporation as of the date of the filing these Articles of Incorporation is 1401 Forum Way, Suite 101, West Palm Beach, Florida 33401.

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:

- a). To promote, and support the benevolent, charitable, scientific, religious and educational activities of public charitable organizations, provided that such organizations qualify as exempt organizations under Section 501(c)(3) of the Code and comply with the mission and philosophy of the Corporation.
- b). To make gifts, grants or donations to other exempt charitable organizations.
- c). To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

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.

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.

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 or 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, 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

1. The street address of the registered office of this Corporation is 401 E. Jackson Street, Suite 2500, Tampa, FL 33602.

2. The name of the registered agent of this Corporation located at the address of the registered office is Dale S. Webber, Esquire.

ARTICLE VI. MEMBERSHIP

The sole member of the Corporation shall be Intracoastal Health Systems, Inc., a Florida not-for-profit corporation (herein, 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 three (3) nor more than five (5). 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 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. CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the United States Conference of Catholic Bishops, and in accordance with the provisions of these Articles of Incorporation and Bylaws of the Corporation.

ARTICLE XI. 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 or her 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 or she 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 or her 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 or her 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 objected 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.

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

ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The power to alter, amend or repeal these Articles of Incorporation and the Bylaws of the Corporation shall be vested in the Board of Trustees of the Member, subject to further approval of CHE as provided in the Bylaws of this Corporation.

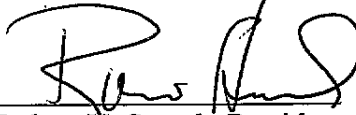
ARTICLE XIII. DISSOLUTION

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, 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, so long as such distributee is an organizational exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any assets not so disposed of shall be paid into one or more qualifying Palm Beach County not-for-profit community-based foundations or charities designated by the Health Care District of Palm Beach County with approval of the Attorney General and the Circuit Court of Palm Beach County consistent with the charitable purposes of the Corporation. If the Health Care District is unable to serve, the remaining assets of the Corporation shall be paid to one or more qualifying Palm Beach County not-for-profit community-based foundations or charities pursuant to a mechanism acceptable to the Circuit Court of Palm Beach County. Neither Catholic Health East nor Good Samaritan Health Systems, Inc. will have any power or authority over the distribution of any of the remaining assets of the Corporation to be paid into one or more qualifying Palm Beach County community-based foundations or charities. No private individual shall share in the distribution of any corporation assets upon dissolution of the Corporation.

These Articles of Incorporation were approved by the Board of Governors and Member in accordance with the Corporation's Bylaws on November 8, 2001. The number of votes cast in favor of the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the Corporation this 5th day of Dec, 2001.

GOOD SAMARITAN HOSPITAL, INC.


Robert V. Stanek, President