

737111

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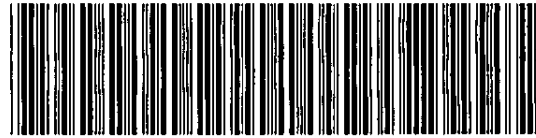
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C. LEWIS  
JUN 30 2014  
EXAMINER

**Buchanan Ingersoll & Rooney PC**  
Attorneys & Government Relations Professionals

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June 27, 2014

**VIA HAND DELIVERY**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Amended and Restated Articles of Incorporation

Dear Sir or Madam:

Enclosed please find Amended and Restated Articles of Incorporation of SSJ Health Foundation, Inc., for filing in your office, along with our firm check to cover the applicable filing fee.

If you have any questions or would like to discuss this matter further, please contact me at (813) 222-8187. Thank you for your assistance.

Very truly yours,



Dale S. Webber

Enclosures

14 JUN 27 AM 10: 07

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**SSJ HEALTH FOUNDATION, INC.** 737111

Pursuant to Sections 617.1002 and 617.1007 of the Florida Statutes, SSJ Health Foundation, Inc., a Florida not for profit corporation (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation of the Corporation.

**ARTICLE I**

**Name and Principal Place of Business**

The name of the Corporation is SSJ Health Foundation, Inc. The principal place of business of the Corporation shall be located at 3661 South Miami Avenue, Suite 103, Miami, FL 33133. 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 Directors of the Corporation may authorize.

**ARTICLE II**

**Period of Existence**

The Corporation shall have a perpetual existence.

**ARTICLE III**

**Definitions**

For the purposes of these Articles, the following defined terms shall have the following meanings:

"Affiliate" means a corporation or other entity that is subject to the direct or indirect Control or Ownership (as defined in the Bylaws) of the Corporation.

"Articles of Incorporation" means the Articles of Incorporation of the Corporation, as amended or restated from time to time.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term "Director" means an individual member of the Board.

"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

"Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.

"Corporation" shall mean SSJ Health Foundation, Inc., a Florida not for profit corporation.

"Governance Documents" means the Articles of Incorporation and Bylaws or equivalent organizational documents of a corporation or other entity.

"Members" shall refer to the General Superior and Council of the Religious Congregation of the Sisters of St. Joseph of St. Augustine, Florida, who serve as the Members of the Corporation.

"Significant Finance Matters" shall refer to transaction that will result in either the acquisition, renovation or improvement of an asset, or the sale, lease, encumbrance or disposal of an asset, where the amount of such transaction exceeds \$250,000.

"Sponsoring Organization" shall refer to the Religious Congregation of the Sisters of St. Joseph of St. Augustine, Florida.

#### **ARTICLE IV**

##### **Purposes**

The Corporation shall be organized and operated exclusively for religious, charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of 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, support, carry out the purposes of and to further the apostolate and charitable works of the Sponsoring Organization, on behalf of and as an integral part of the Roman Catholic Church in the United States. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- (a) To promote, support and further any and all charitable, scientific, religious and educational activities and purposes within the meaning of Section 501(c)(3) of the Code, including those conducted by Mercy Mission Services, Inc., a Florida not for profit corporation;
- (b) To coordinate and oversee the activities of Affiliates, and to allocate the assets, liabilities and resources of the Corporation and its Affiliates;
- (c) To acquire, purchase, own, loan and borrow, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease and rent all real and personal property of every kind and nature, which may be necessary or incidental to the accomplishment of any and all of the above purposes;
- (d) To accept, receive and hold, in trust or otherwise, all contributions, legacies, bequests, gifts and benefactions which may be left, made or given to the Corporation, or any predecessor or constituent corporations, by any person, persons or organizations;

- (e) To take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of these Articles of Incorporation, the Bylaws of the Corporation and applicable law, provided that no substantial part of the activities of the Corporation shall be to carry out propaganda, or to otherwise attempt to influence legislation; and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition of any candidate for public office (by the publishing or distribution of statements or otherwise), in violation of any provisions applicable to corporations exempt from taxation under Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be amended;
- (f) The Corporation shall not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other private individuals, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth herein consistent with applicable law;
- (g) 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; and
- (h) The Corporation is organized and, in carrying out the purposes referenced above, the Corporation at all times shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Corporation and its qualifying Affiliates, which are both (a) closely related to the Corporation, in purpose or function through common control, ownership, lease or management, and (b) classified as a publicly supported organization as described in Section 509(a)(1) or 509(a)(2) of the Code.

**ARTICLE V**  
**Catholic Identity**

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the *Ethical and Religious Directives for Catholic Health Care Services* as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time). Under Canon Law, the Sponsoring Organization shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to the Sponsoring Organization. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of the Sponsoring Organization shall occur without prior approval of the Sponsoring Organization.

**ARTICLE VI**  
**Membership**

The Members of the Corporation shall be the General Superior and Council of the Religious Congregation of Sisters of St. Joseph of St. Augustine, Florida. The Members shall be entitled to all rights and powers of members under Florida law, these Articles of Incorporation and the Bylaws of the Corporation. Certain rights and powers related to the Corporation are reserved to the Members under the Corporation's Governance Documents. Action by the Corporation shall not be taken or authorized until the Members, as required, shall have exercised their respective reserved powers in the manner provided in the Governance Documents. The following powers are reserved to the Members:

- (a) Adopt, amend, modify or restate the Articles of Incorporation and Bylaws of the Corporation, in whole or in part, or if any such action is recommended by the Board of Directors of the Corporation, approve such action as recommended;
- (b) Appoint and remove Directors of the Corporation, with or without cause, or if any such action is recommended by the Board of Directors of the Corporation, approve such action as recommended;
- (c) Appoint and remove the President of the Corporation;
- (d) Approve the election of the Corporation's Officers;
- (e) Approve the official interpretation of the philosophy and mission of the Corporation;
- (f) Approve the strategic plan of the Corporation;
- (g) Approve Significant Finance Matters impacting the Corporation;
- (h) Approve the annual operating and capital budgets of the Corporation;
- (i) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation;
- (j) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation;
- (k) Approve any formation or dissolution of Affiliates, partnerships, cosponsorships, joint membership arrangements, and other joint ventures involving the Corporation; and

- (l) Approve all other matters and take all other actions reserved to members of not for profit corporations by the laws of the State of Florida or as reserved in the Governance Documents 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, 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 Religious Congregation of the Sisters of St. Joseph of St. Augustine, Florida, or its canonical successor, 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 assets not so disposed of in accordance with the foregoing shall be distributed by the Members 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, and 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 and applicable law. 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**  
**Board of Directors**

Subject to the reserved rights of the Members set forth in these Articles and 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 lawful acts as are not by law, these Articles or the Bylaws of the Corporation directed or required to be exercised or done by the Members. Directors shall be appointed as provided in the Bylaws of the Corporation. Except as otherwise provided in these Articles, provisions for membership, qualification, manner of election or 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.

**ARTICLE IX**  
**Registered Agent and Registered Office**

The name and address of the registered agent is Lewis W. Fishman, and the registered office of the Corporation is:

9130 S. Dadeland Blvd, Suite 1121  
Miami, Florida 33156

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**ARTICLE X**  
**Amendments to Articles of Incorporation**

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

These Amended and Restated Articles of Incorporation were adopted by the Member of the Corporation on June 11, 2014, and the number of votes cast in favor of the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be duly executed this 13 day of June, 2014.

SSJ HEALTH FOUNDATION, INC.,  
a Florida not for profit corporation,

By:   
Name: Angela T. Puentes-León  
Title: Secretary



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

14 JUN 27 AM 10: 07

Having been named to act as registered agent for, and to accept service of process on behalf of, SSJ Health Foundation, Inc. (the "Corporation"), at the place designated in Article IX of the Amended and Restated 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 13<sup>th</sup> day of June, 2014.

By:   
Lewis W. Fishman