

746139



Beacon Woods Garden Club, Inc.

12811 Teakwood Lane
Bayonet Point, FL 34667

August 26, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed herein is a copy of the Articles of
Dissolution of the Beacon Woods Garden Club,
Inc. which was dissolved on June 30, 1997.

This organization was incorporated on 3/14/75.
The file number was 732154.

Also enclosed is cashier's check #002435289
from the First Union Bank in the amount of
\$35.00.

My address and telephone number are:

Mrs. Alice K. Simonsen 000002279300--4
12811 Teakwood Lane -08/28/97--01018--017
Bayonet Point, FL 34667 *****35.00 *****35.00

(813) 869-2507

The Beacon Woods Garden Club is no longer in
existence.

Sincerely,

Alice K. Simonsen

Alice K. Simonsen
Treasurer

2 Encl.
AKS:ap

Waldis

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97 AUG 26 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 4 1997

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is BEACON WOODS GARDEN CLUB, INC.

SECOND: Adoption of dissolution (Complete Section I or II)

SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution to dissolve was adopted was March 31, 1997 Date of Dissolution June 30, 1997

(CHECK ONE)

- ☒ The number of votes cast for dissolution was sufficient for approval.
- ☐ The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members with voting rights:

The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was _____.

The number of directors in office was _____ and the vote for the resolution was _____ for and _____ against.

Signed this 25th day of August, 19 97.

Signature

Catherine Simonson

(By the Chairman or Vice Chairman of the Board,
President or other officer)

Catherine Simonson

Typed or printed name

President

Title

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AUG 28 AM 8:34
97
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

748876

LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

2290 FIRST NATIONAL BUILDING
660 WOODWARD AVENUE
DETROIT, MICHIGAN 48226-3583
FAX (313) 962-0176

LEE ANN JONES
Legal Assistant
TELEPHONE: (313) 256-7304
E-MAIL: laj@honigman.com

WEST PALM BEACH, FLORIDA
LANSING, MICHIGAN

August 28, 1997

VIA FEDERAL EXPRESS

Florida Department of State's Office
Division of Corporations, Amendment Department
409 E. Gaines
Tallahassee, FL 32314

200002280952--7
-08/29/97--01057--001
420.00 **35.00

Re: Amended Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an original and one copy of Amended and/or Restated Articles of Incorporation for the Florida Not For Profit Corporations, set forth below:

1. Amended and Restated Articles of Incorporation of St. Anthony's Hospital, Inc. (Corp: 753154), a Florida not for profit corporation.
2. Amended and Restated Articles of Incorporation of St. Joseph's Hospital, Inc. (Corp: 705834), a Florida not for profit corporation.
3. Articles of Amendment to Articles of Incorporation of John Knox Village of Tampa Bay, Inc. (Corp: 748876), a Florida not for profit corporation.
4. Articles of Amendment to Articles of Incorporation of St. Joseph Health Care Center, Inc. (Corp: 768602), a Florida not for profit corporation.
5. Articles of Amendment to Articles of Incorporation of St. Joseph's Community Care, Inc. (Corp: N97600000350), a Florida not for profit corporation.
6. Articles of Amendment to Articles of Incorporation of Franciscan Properties, Inc. (Corp: N15413), a Florida not for profit corporation.
7. Articles of Amendment to Articles of Incorporation of St. Joseph's Ancillary Services, Inc. (Corp: N15601), a Florida not for profit corporation.
8. Articles of Amendment to Articles of Incorporation of San Damiano Enterprises, Inc. (Corp: N1783), a Florida not for profit corporation.

FILED
7 AUG 29 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
NJS
9-8-97

HONIGMAN MILLER SCHWARTZ AND COHN

Florida Department of State's Office
August 28, 1997
Page 2

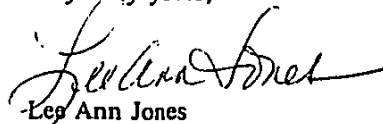
9. Articles of Amendment to Articles of Incorporation of St. Joseph's Enterprises, Inc. (Corp: N15784), a Florida not for profit corporation.
10. Articles of Amendment to Articles of Incorporation of St. Joseph's Specialty Services, Inc. (Corp: N94000002585), a Florida not for profit corporation.
11. Articles of Amendment to Articles of Incorporation of St. Anthony's Professional Buildings and Services, Inc. (Corp: 753155), a Florida not for profit corporation.
12. Articles of Amendment to Articles of Incorporation of St. Anthony's Ancillary Services, Inc. (Corp: 759712), a Florida not for profit corporation.

These Amended and/or Restated Articles of Incorporation were executed pursuant to the Florida Not For Profit Corporation Act, as amended, and shall be filed with the Florida Secretary of State.

A check in the amount of \$420.00 payable to the Florida Secretary of State is enclosed to cover the filing fee. Please return a date-stamped copy of the filed documents in the enclosed Federal Express envelope.

Thank you for your assistance with this filing. If I may provide any additional information, please do not hesitate to contact me.

Very truly yours,



Lee Ann Jones

LAJ/pap
enc.

cc: Stuart M. Lockman, Esq. (w/o enc.)
Tracy E. Silverman, Esq. (w/enc.)

DET03/165187.1

FILED

97 AUG 29 PM 12: 10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
JOHN KNOX VILLAGE OF TAMPA BAY, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

1. The Articles of Incorporation of John Knox Village of Tampa Bay, Inc., a Florida not for profit corporation (the "Corporation"), are hereby amended to add the following Article I to the beginning thereof, and current Articles I - XIII are renumbered accordingly:

ARTICLE I
DEFINITIONS

For the purposes of these Articles of Incorporation, the terms herein referred to shall have the following meanings:

1. The term "Act" means the Florida Not for Profit Corporation Act, as the same may be amended from time to time.

2. The term "Board" or "Board of Directors" means the board of directors of the Corporation and the term "Director" means an individual member of the Board, unless, from their context or use, such terms clearly have different meanings.

3. The term "Bylaws" means the Bylaws of the Corporation, as the same may be amended or restated from time to time.

4. The term "Corporation" means John Knox Village of Tampa Bay, Inc., a Florida not for profit corporation, unless, from its context or use, it clearly has a different meaning.

5. The term "Member" means St. Joseph's Health Care Center, Inc. ("SJHCCI") in its capacity as corporate member of the Corporation.

2. Article VII of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE VII
MEMBER

The Member of the Corporation shall be St. Joseph's Health Care Center, Inc. The Member shall have such rights and powers as are specified in these Articles of Incorporation, in the Bylaws of the Corporation, and in the Act, as the same may be amended from time to time. In furtherance of the foregoing, the Member reserves to itself in its capacity as the corporate member of the Corporation the following two categories of actions: Class I Member reserved rights and Class II Member reserved rights.

A. Class I Member Reserved Rights.

1. Addition, deletion or reconfiguration of services of the Corporation.
2. Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.
3. Exclusive authority to enter into managed care contracts on behalf of the Corporation.
4. Approval of contracts on behalf of the Corporation (but the Member may establish policies from time to time providing that only specific types of contracts or contracts involving obligations in excess of specified levels need to be approved by the Member).
5. Authority to establish fees and charges on behalf of the Corporation.
6. Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.
7. Establishment of employment and other policies applicable to all personnel employed by the Corporation.
8. Approval of the philosophy, mission statement and purposes of the Corporation.

9. Approval of changes in these Articles of Incorporation or in the Bylaws of the Corporation.

10. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.

11. Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Member.

12. Approval of the establishment of additional affiliates or subsidiaries of the Corporation.

13. Adoption of strategic plans or major changes in programs or services of the Corporation.

14. Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Member.

B. Class II Member Reserved Rights.

1. Approval of the philosophy, mission statement and purposes of the Corporation.

2. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form causing a fundamental reorganization of the Corporation.

3. Approval of any sale, long term lease, mortgage, encumbrance or disposition of property of the Corporation constituting an "alienation" under principles of canon law.

4. Approval of matters relating to the implementation of and compliance with the Ethical and Religious Directives for Catholic Health Care Services, as the same may be revised from time to time.

5. Approval of substantive changes in these Articles of Incorporation and the Bylaws of the Corporation (provided that prior notice of any change in these Articles of Incorporation of the Corporation or the Bylaws of the Corporation shall be provided to Franciscan Sisters of Allegany Health System, Inc. ("Allegany") and, if such change, as a result of Allegany being a Catholic entity, must be approved by the members of Allegany, such change, regardless of whether it is substantive as a matter of civil law, shall be subject to the approval of Allegany).

6. Subject to Section B.3 above, with regard to any assets of the Corporation no longer required in the operations of the Corporation, approval of any sale or other disposition of any assets not in the ordinary course which have a value in excess of \$3 million, and with regard to all other assets of the Corporation used in the operations of the Corporation, approval of any sale or other disposition of such assets not in the ordinary course (but the foregoing is not intended to limit any transfer of the location of the assets from the Corporation to another entity in connection with a duly authorized reconfiguration of services).

7. The determination of the distribution of assets upon dissolution or liquidation of the Corporation.

3. Article VIII of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE VIII
BOARD OF DIRECTORS

Subject to the rights reserved to the Member below, the business and affairs of the Corporation will be managed by or under the direction of the Corporation's Board of Directors. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the Board of Directors shall be governed by the Bylaws of the Corporation.

4. Article XI of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and Articles XII and XIII are renumbered accordingly.

5. Article XII of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

**ARTICLE XII
AMENDMENTS TO ARTICLES OF INCORPORATION
AND BYLAWS**

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

These amendments were duly adopted by the Member of the Corporation at a meeting of the Member on June 11, 1997, and the number of votes cast for the amendment was sufficient for approval.

Signed this 1st day of July, 1997

By: Isaac Mallah
Isaac Mallah

Its: President