

Division of Corporations

Page 1 of 1

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July 1, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ALLEGANY FRANCISCAN MINISTRIES, INC.

33920 US HWY 19 N

# 269

PALM HARBOR, FL 34684US

SUBJECT: ALLEGANY FRANCISCAN MINISTRIES, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**ALLEGANY FRANCISCAN MINISTRIES, INC.**

**(a Florida not for profit corporation)**

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

**ARTICLE I**

**Name and Principal Place of Business**

The name of the Corporation is Allegany Franciscan Ministries, Inc. The principal place of business and mailing address of the Corporation shall be located at 33920 U.S. Highway 19 N, Suite 269, Palm Harbor, Florida 34684. 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 Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

"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.

"CHE Trinity Health" means CHE Trinity, Inc., an Indiana nonprofit corporation, its successors and assigns.

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

"Corporation" shall mean Allegany Franciscan Ministries, Inc., a Florida not for profit corporation.

"Governance Documents" means the Articles of Incorporation, Certificate of Incorporation, Bylaws, System Authority Matrix, Code of Regulations or equivalent organizational documents of a corporation or other entity.

"Health System" or "CHE Trinity Health System" means the health system which consists of CHE Trinity Health and its subsidiaries and Affiliates.

"Member" shall refer to CHE Trinity, Inc. which is the sole member of the Corporation.

"Significant Finance Matters" shall refer to the following matters which pursuant to the System Authority Matrix are subject to the approval of CHE Trinity Health: (a) capital expenditures and dispositions; (b) incurrence of additional debt; and (c) execution of contracts and leases.

"System Authority Matrix" refers to the document that sets forth an allocation of corporate governance authority that is binding on the Corporation and its Affiliates as part of the Health System, as may be amended by CHE Trinity Health from time to time.

#### **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, and carry out the purposes of CHE Trinity, Inc., an Indiana nonprofit corporation, or its successor, and to further the apostolate and charitable works of Catholic Health Ministries 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 and support acts of Christian charity among the sick and ailing and provide resources for the restoration of health and the prevention of disease;
- (b) To promote education and establish educational programs;
- (c) To cooperate with health care systems, health planning agencies, governmental agencies and other health and welfare organizations;
- (d) To promote the health and welfare of the communities served and humankind through scientific research, education and treatment;
- (e) To promote and encourage the establishment of facilities that are related to or will be beneficial to health care;
- (f) To establish and maintain three separate designated funds that will promote and support qualifying charitable activities and purposes and focus on those specific geographic regions described and to the extent set forth in Exhibit B appended to the Bylaws of the Corporation;
- (g) To engage in the delivery of and to carry on, sponsor or participate, directly or through one or more affiliates, in any activities related to the delivery of health care and health care related services of every kind, nature and description which, in the opinion of the Directors of the Corporation, are appropriate in carrying out the health care mission of the Member and Catholic Health Ministries. The Corporation shall take all such actions including, but not limited to, support and assistance of affiliates, as may be necessary or desirable to accomplish the foregoing purpose within the restrictions and limitations of these Articles of Incorporation, the Bylaws of the Corporation or applicable law, including, without limitation, promoting and carrying on scientific research and educational activities related to the care of the sick and promotion of health, and establishing, maintaining, owning, managing, operating, transferring, conveying, supporting, assisting and acquiring institutions, facilities and programs in several states, directly or through one or more affiliates, including, but not limited to, hospitals and clinics, which shall provide diagnosis and treatment to inpatients and outpatients and shall provide such support services as, but not limited to, extended care, shared services, pastoral care, home care, long-term care, operation of senior residences, care of the elderly and the handicapped, care of the economically needy, child care, social services, mental health and substance abuse services.
- (h) To promote, support and further any and all charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Code by engaging in qualifying activities including without limitation, grantmaking and by partnering with others;

- (i) To coordinate and oversee the activities of Affiliates, and to allocate the assets, liabilities and resources of the Corporation and its Affiliates within the Health System;
- (j) 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;
- (k) 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 its predecessor or constituent corporations, by any person, persons or organizations;
- (l) 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;
- (m) 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; and
- (n) 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.

#### **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 and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, 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, Catholic Health Ministries 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 Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

#### **ARTICLE VI** **Membership**

CHE Trinity, Inc., an Indiana nonprofit corporation, is the sole member of the Corporation. The Member 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 rights and powers related to the Corporation are reserved to the Member under the Corporation's Governance Documents. Action by the Corporation shall not be taken or authorized until the Member shall have exercised its reserved powers in the manner provided in the Governance Documents. The following powers are reserved to the Member:

- (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) Ratify the appointment and removal of the Chair of the Board of Directors of the Corporation;
- (d) Appoint and remove the President of the Corporation;
- (e) Approve the strategic plan of the Corporation to the extent required pursuant to the System Authority Matrix, which shall be consistent with the strategic plan of CHE Trinity Health;
- (f) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the approval of CHE Trinity Health;
- (g) Approve the operating and capital budgets of the Corporation;
- (h) Appoint and remove the independent fiscal auditor 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 (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries);

- (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;
- (l) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by CHE Trinity Health (pledges or encumbrances of certain real property and immovable goods may be subject to approval by Catholic Health Ministries);
- (m) Approve any change to the structure or operation of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code;
- (n) In recognition of the benefits accruing to the Corporation from CHE Trinity Health, and in addition to any other rights reserved to CHE Trinity Health under applicable law or Governance Documents of the Corporation, CHE Trinity Health shall have the power to transfer assets of the Corporation, or to require the Corporation to transfer assets, to CHE Trinity Health or an entity Controlled by, Controlling or under common Control with CHE Trinity Health, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish CHE Trinity Health's goals and objectives. The Corporation shall not be required to violate its charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by CHE Trinity Health pursuant to this provision;
- (o) Neither the Corporation, nor any of its Affiliates, shall transfer assets to entities other than CHE Trinity Health without the approval of CHE Trinity Health, except for (i) transfers previously approved by CHE Trinity Health, either individually or as part of CHE Trinity Health's budget process, (ii) transfers to any entity which is a direct or indirect subsidiary of CHE Trinity Health and that is subject to the reserved powers set forth in these Articles, or (iii) transfers in the ordinary course of business; and
- (p) Approve all other matters and take all other actions reserved to members of nonprofit corporations (or shareholders of for-profit corporations, as the case may be) by the state laws of the state in which the Corporation is domiciled 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 CHE Trinity, Inc., an Indiana nonprofit corporation or its 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 to one or more corporations, trusts, funds or organizations which at the time appear in the Official Catholic Directory published annually by P.J. Kennedy & 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 Catholic Health Ministries 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 Member 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 and things as are not by law, these Articles or the Bylaws of the Corporation directed or required to be exercised or done by the Member. 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 Eileen Boyle, and the registered office of the Corporation is:

33920 U.S. Highway 19 N, Suite 269  
Palm Harbor, Florida 34684

These Articles of Incorporation were adopted by the Member on 4/10/2014, and the number of votes in favor of the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Incorporation to be duly executed this 11<sup>th</sup> day of April, 2014.

ALLEGANY FRANCISCAN  
MINISTRIES, INC.,  
a Florida not for profit corporation,

By: Eileen Boyle  
Eileen Boyle  
President / CEO

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to act as registered agent for, and to accept service of process on behalf of, Allegany Franciscan Ministries, Inc. (the "Corporation"), at the place designated in Article IX of the Restatement and Amendment of 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 her duties.

Dated this 10<sup>th</sup> day of April, 2014.

By: Eileen Boyle  
Eileen Boyle, President / CEO