



767446

ACCOUNT NO. : 072100000032
REFERENCE : 618630 7132640

AUTHORIZATION :

COST LIMIT *Patricia \$37.50 Pysit*

FILED
97 DEC -2 PH 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 2, 1997

ORDER TIME : 11:40 AM

ORDER NO. : 618630-015

CUSTOMER NO: 7132640

CUSTOMER: Ms. Olivia Weatherby
Buchanan Ingersoll, P.c.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: ST. MARY'S FOUNDATION OF PALM
BEACH COUNTY, INC.

500002361045--9

EFFICTIVE 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: Christopher Smith

EXAMINER'S INITIALS:

*AM/est
Dec 4*

RECEIVED
97 DEC -2 PH 12: 15
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
97 DEC -3 PM 1:57

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

December 2, 1997

RESUBMIT

Please give original
submission date as file date.

CSC
CHRISTOPHER SMITH
TALLAHASSEE, FL

SUBJECT: ST. MARY'S FOUNDATION OF PALM BEACH COUNTY, INC.
Ref. Number: 767446

We have received your document for ST. MARY'S FOUNDATION OF PALM BEACH COUNTY, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 297A00056999

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

St. Mary's Foundation of Palm Beach County, Inc.

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

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

The Articles are amended and restated in their entirety as set forth on Exhibit A attached to the Articles of Amendment.

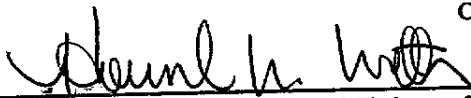
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TALLAHASSEE, FLORIDA

SECOND: The date of adoption of the amendment(s) was: 10-20-97

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Corporation Name



Signature of Chairman, Vice Chairman, President or other officer

HOWARD W. WATTS

Typed or printed name

President

Title

11/25/97

Date

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. MARY'S FOUNDATION OF PALM BEACH COUNTY, INC.**

ARTICLE I

NAME

The name of the Corporation is St. Mary's Foundation of Palm Beach County, Inc.

ARTICLE II

PERIOD OF EXISTENCE

The period of existence of the Corporation shall be perpetual.

ARTICLE III

PURPOSES

The Corporation shall be organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (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 and support through Catholic Health East, a Pennsylvania nonprofit corporation ("CHE"), and its successors and constituent corporations, the Catholic healthcare ministries and Catholic healthcare mission of Franciscan Sisters of Allegany, New York, a religious institute of the Roman Catholic Church or its canonical successor (the "Sponsoring Organization"), and to do any and all acts that are necessary, proper, useful, incidental or advantageous to the above-stated purposes in conformity with the ethical and moral teachings of the Roman Catholic Church, the traditions, spirit and charism of the Sponsoring Organization, and the Ethical and Religious Directives for Catholic Health Care Services as promulgated and amended from time to time by the United States Catholic Conference of Bishops (the "Ethical and Religious Directives"). This Corporation shall operate under the philosophy and guidance of the Corporate Member, as hereafter defined, without regard to race, creed, color, gender, age,

national origin or ability to pay. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- (a) By contributing to capital, making loans and grants and providing other financial assistance;
- (b) By purchasing and holding improved and unimproved real estate;
- (c) By providing funds to further the establishment, development, sponsorship, promotion, oversight and advancement of educational programs, scientific research, rehabilitation centers, nursing homes, housing centers, home health agencies, human services programs, health care programs and other activities, directly or indirectly related to improving and protecting the health and welfare of all persons in the general area of Palm Beach County, St. Lucie, Florida, or any larger area, if feasible;
- (d) By soliciting and/or receiving contributions of funds or other property from whatever sources, whether unrestricted or for designated purposes, and holding the same for such designated purposes or subject to such conditions as may be specified in the terms of any gift or grant, as applicable
- (e) By investing and reinvesting and managing the monies, securities and property, real, mixed and personal, of every nature of the Corporation;
- (f) By promoting the health and welfare of the communities served by encouraging the establishment and/or operation of facilities which are related to or will be beneficial to health care; and
- (g) Solely for the above purposes, and without otherwise limiting its powers, by exercising all rights and powers conferred by the laws of the State of Florida upon not for profit corporations.

ARTICLE IV

POWERS

In order to accomplish the purposes and to attain the objectives 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, Trustees, 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 by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of the Code.

ARTICLE V

LIMITATIONS ON ACTIVITIES

The Corporation will not be operated for pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Corporate Member, Trustees, Officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, 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 in violation of any provisions applicable to corporations exempt from taxation under Section 501(a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended. 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 VI

MEMBER

Section 1. Member. The sole Member of the Corporation shall be St. Francis Residence, Inc., a Florida not for profit corporation (the "Member" or "Corporate Member"). The Corporate Member and the Corporation both participate in the health care system of Catholic Health East ("CHE").

Section 2. Reserved Powers. Certain powers have been expressly reserved to the Corporate Member in these Articles of Incorporation and the Bylaws of the Corporation. Action by the Corporation shall not be taken until the Corporate Member, acting through its Board of Trustees, and, in some cases, CHE, acting through its Board of Directors, and the Sponsoring Organization, as applicable, shall have exercised their respective reserved powers in accordance with their respective governance documents. Action by the Corporation with respect to which action by the Corporate Member or CHE is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by the respective party. The following powers are reserved to the Corporate Member and CHE, as indicated:

(a) As reserved to the Board of Trustees of the Corporate Member:

(i) Approve the amendment or restatement of the Articles of Incorporation of the Corporation, in whole or in part, and recommend the same to CHE for adoption.

(ii) Approve the amendment or restatement of Key Bylaws Provisions (as defined in the Bylaws) of the Corporation, in whole or in part, and recommend the same to CHE for adoption.

(iii) Approve the amendment or restatement of non-Key Bylaws Provisions of this Corporation, in whole or in part.

(iv) Appoint and remove Trustees of the Corporation, with or without cause.

(v) Appoint and remove the President of this Corporation.

(vi) Approve the official interpretation of the philosophy and mission of the Corporation.

(vii) Approve the strategic plan of the Corporation, and recommend the same to CHE for adoption as part of the consolidated strategic plan of the regional health system of the Corporate Member.

(viii) Approve the annual operating plan and budget of the Corporation, and recommend the same to CHE for adoption as part of the consolidated operating plan and budget of the regional health system of the Corporate Member.

(ix) Approve Significant Financial Transactions (as defined in the Bylaws) and significant budget variances of the Corporation, and recommend the same to CHE for adoption and authorization.

(x) Approve the establishment or dissolution of organizational relationships by the Corporation including without limitation subsidiary corporations, and significant partnerships, joint ventures and mergers as defined by the CHE Governance Documents, and recommend the same to CHE for adoption and authorization.

(b) As reserved to the CHE Board of Directors:

(i) Adopt, amend, modify or restate the Articles of Incorporation of the Corporation, in whole or in part, or if the CHE Board of Directors receives a recommendation as to any such action, approve of such action as recommended.

(ii) Adopt, amend, modify or restate the Key Bylaws Provisions of the Corporation, in whole or in part, or if the CHE Board of Directors receives a recommendation as to any such action, approve of such action as recommended.

(iii) Approve and authorize Significant Financial Transactions and significant budget variances of the Corporation, or if the CHE Board of Directors receives a recommendation as to any such action, approve of such action as recommended.

(iv) Approve and authorize the establishment or dissolution of organizational relationships by the Corporation including without limitation subsidiary corporations, and sufficient partnerships, joint ventures and mergers as defined by the CHE Governance Documents, or if the CHE Board of Directors receives a recommendation as to any such action, approve of such action as recommended.

(c) As reserved to the Sponsoring Organization:

(i) Ratification of those mergers, consolidations, dissolutions or other fundamental corporate reorganizations of the Corporation, as required by canon law and CHE policies consistent therewith.

ARTICLE VII

BOARD OF TRUSTEES

Subject to the reserved rights of the Corporate Member set forth in these Articles of Incorporation and in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the Act, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by the Corporate Member. Trustees shall be appointed as provided in the Bylaws of the Corporation. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of appointment and removal, term of office, time and place of meetings, and powers and duties of the Board of Trustees of the Corporation shall be governed by the Bylaws of the Corporation.

ARTICLE VIII

OFFICERS

Section 1. The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, one or more Senior, Assistant or other Vice-Presidents, an Assistant Secretary and an Assistant Treasurer.

Section 2. The officers shall be appointed, removed and hold office as provided in the Bylaws and have such powers and responsibilities as provided in the Bylaws.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's registered office is 6200 Courtney Campbell Causeway, Suite 100, Tampa, Florida 33607. The name of the registered agent is Howard Watts.

ARTICLE X

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, as well as any claims, subventions or subvention-like rights of or owed to the Sponsoring Organization, 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 or its successors, 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 such assets not 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. 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, as in the sole judgment of the Sponsoring Organization 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. 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 XI

AMENDMENTS TO ARTICLES OF INCORPORATION

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