

F96000005966

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

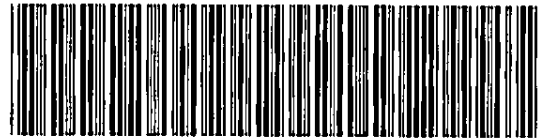
OK to file
per
Darlene Conner

N/P

2/19/19

Office Use Only

6241-



000322101060

01/11/19--01001--010 V443.75

2019 JAN 11 PM 3:03

FILED

C. GOLDEN

FEB 19 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BON SECOURS HEALTH SYSTEM, INC.
Name of Corporation

DOCUMENT NUMBER: F96000005966

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

KERRI HEWITT

Name of Contact Person

BONSECOURS MERCY HEALTH, INC.
Firm/Company

1505 MARRIOTTSVILLE RD

Address

MARRIOTTSVILLE, MD 21104

City/State and Zip Code

KERRI - HEWITT@BSHS1.ORG

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

KERRI HEWITT

Name of Contact Person

at (410) 942-3505

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 17, 2019

KERRI HEWITT
1505 MARRIOTTSVILLE ROAD
MARRIOTTSVILLE, MD 21104

SUBJECT: BON SECOURS HEALTH SYSTEM, INC.
Ref. Number: F96000005966

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 119A00001433

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F 96000005966

(Document Number of Corporation (If known))

1. BON SECOURS HEALTH SYSTEM, INC.

(Name of corporation as it appears on the records of the Department of State)

2. MARYLAND

(Incorporated under laws of)

3. 11/14/1996

(Date authorized to conduct affairs in Florida)

SECTION II

(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? SEPTEMBER 1, 2018

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. BON SECOURS MERCY HEALTH INC.

(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration)

(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

(New jurisdiction)

(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of the chairman or vice chairman of the board, president, or other officer — if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

CHRISTINE A. LAY, ESQ.
(Typed or printed name of the person signing)

SECRETARY
(Title of person signing)

2019 JAN 11 PM 3:03

FILED

STATE OF MARYLAND

Department of Assessments and Taxation

I, MICHAEL L. HIGGS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT BON SECOURS MERCY HEALTH, INC. (D01581479), INCORPORATED JUNE 24, 1983, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS DECEMBER 26, 2018.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1340 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

Online Certificate Authentication Code: t7ceviYBxUKyjdXb0LRqSA
To verify the Authentication Code, visit <http://dat.maryland.gov/verify>

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 8 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

ARTICLES OF AMENDMENT & RESTATEMENT / NA-CORPORATION

for

BON SECOURS MERCY HEALTH, INC.

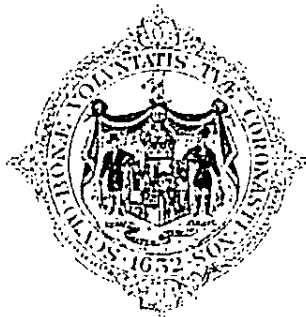
(Department ID: **D01581479**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

In witness whereof, I have hereunto subscribed my signature and affixed the seal of the State Department of Assessments and Taxation of Maryland at Baltimore on this December 26, 2018.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 955-2258-TT/Voice

Online Certificate Authentication Code: M-WOui3WS0WBreSyKiPQ;
To verify the Authentication Code, visit <http://dat.maryland.gov/verify>

CORPORATE CHARTER APPROVAL SHEET

Approval Number: 1000362011495852

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 13A BUSINESS CODE 04

D-01581479

Use ☐ Stock ☐ Nonstock ☒

A. ☐ Religious ☐

Organizing (Transferor) _____

Surviving (Transferee) _____

FEES REMITTED

Base Fee: 100
 Org. & Cap. Fee. 50
 Expedite Fee: _____
 Penalty _____
 State Recordation Tax _____
 State Transfer Tax _____
 Certified Copies _____
 Copy Fee. _____
 Certificates _____
 Certificate of Status Fee: _____
 Personal Property Filings _____
 Mail Processing Fee _____
 Other _____

TOTAL FEES: 150

Credit Card ☐ Check ☒ Cash ☐

Documents on ☐ Checks ☐

Approved By: B

Sealed By: _____

COMMENT(S): _____



1000362011495852

Affix Barcode Label Here

ID # D01581479 ACK # 1000362011495852
 PAGES: 0008
 BON SECOURS MERCY HEALTH, INC.

08/29/2018 AT 12:37 P WO # 0004891966

New Name Bon Secours

Mercy Health, Inc

☒ Change of Name
☐ Change of Principal Office
☐ Change of Resident Agent
☐ Change of Resident Agent Address
☐ Resignation of Resident Agent
☐ Designation of Resident Agent
 and Resident Agent's Address
☐ Change of Business Code

Adoption of Assumed Name _____

Other Change(s) _____

Code 027

Attention _____

Mail Names and Address

GALLAGHER, EVELIUS & JONES
 STE 400
 218 N. CHARLES ST.
 BALTIMORE MD 21201-4021

Stamp Work Order and Customer Number HERE

CUST ID: 0003675389
 WORK ORDER: 0004891966
 DATE: 08-29-2018 04:11 PM
 AMT. PAID: \$150.00

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE CHARTER OF
BON SECOURS HEALTH SYSTEM, INC.**
(changing its name to **BON SECOURS MERCY HEALTH, INC.**)

Bon Secours Health System, Inc., a Maryland nonstock, nonprofit corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "SDAT") that effective September 1, 2018, the Charter of the Corporation is hereby amended in its entirety and restated as follows:

FIRST: The name of the Corporation is:

BON SECOURS MERCY HEALTH, INC.

SECOND: The Corporation is organized and operated exclusively for religious, educational, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (and Treasury regulations promulgated thereunder or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), including:

(1) To participate in the charitable health care system sponsored by Bon Secours Ministries ("BSM") and Partners in Catholic Health Ministries ("PCHM") throughout the United States, and globally, through which the health care mission of the Sisters of Bon Secours, USA, the founding participating entity of BSM, and the Sisters of the Humility of Mary and the Sisters of Mercy of the Americas (South Central Community), the participating organizations of PCHM (and together with the Sisters of Bon Secours, USA, the "Congregations") is furthered;

(2) To fulfill, and to participate in, the charitable health care mission sponsored by BSM and PCHM throughout the United States, and globally, as it carries out its health care mission in accordance with the philosophy, mission and policies of BSM and PCHM and the directives and teachings of the Roman Catholic Church;

(3) To fulfill, and to participate in, the charitable mission and ministries of the Congregations throughout the United States, and globally;

(4) To benefit, to perform the functions of, and/or to carry out the purposes of the Congregations and the organizations listed in Exhibit A hereto, as Exhibit A may be amended from time to time (the "Supported Organizations"). Each of the Supported Organizations: (i) is an organization exempt from Federal tax under Section 501(a) of the Code because it is a religious, educational, scientific or charitable

CUST ID: 0003675389
WORK ORDER: 0004891966
DATE: 08-29-2018 04:11 PM
AMT. PAID: \$150.00

organization described in Section 501(c)(3) of the Code (a "Section 501(c)(3) Organization") and is not a private foundation because it is an organization described in Section 509(a)(1) or Section 509(a)(2) of the Code; (ii) has as part of its religious, educational, scientific or charitable purposes the delivery of health care and health care related services as an integral part of the charitable health care mission sponsored by BSM and PCHM throughout the United States, and globally, through which the health care mission of the Congregations is furthered; (iii) carries out its religious, educational, scientific or charitable purposes in accordance with the philosophy, mission and policies of BSM and PCHM and the directives and teachings of the Roman Catholic Church; and (iv) participates in health care facilities and other enterprises sponsored by BSM and PCHM, or associated or affiliated with the Corporation;

(5) To perform all activities permitted corporations under the laws of the State of Maryland, to the extent such activities are permitted by organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code and to the extent such activities are not inconsistent with the Corporation's non-private foundation status under Section 509(a) of the Code, including the making of distributions for charitable, religious, educational, and scientific purposes to organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code (a "Charity").

THIRD: Solely in furtherance of the purposes of the Corporation, the Corporation shall at all times maintain a close and continuous working relationship with the officers and directors of the Congregations and the Supported Organizations and will engage in activities substantially all of which directly further the exempt purposes of the Congregations and the Supported Organizations by performing the functions of, or carrying out the purposes of, the Congregations and the Supported Organizations and that, but for the involvement of the Corporation, would normally be engaged in by the Congregations and the Supported Organizations, including providing management, long-range planning and educational services for the Supported Organizations.

FOURTH: The Corporation is a membership corporation.

(1) The members of the Corporation are BSM, a Maryland unincorporated association, and PCHM, an Ohio unincorporated association, each a public juridic person under the Canon Law of the Catholic Church (the "Members").

(2) The Members reserve certain powers of the Corporation, which are set forth in the Bylaws of the Corporation.

FIFTH: The Corporation is not authorized to issue capital stock.

SIXTH: The present address of the principal office of the Corporation in this State is 1505 Marriottsville Road, Marriottsville, Maryland 21104.

SEVENTH: The name and address of the resident agent of the Corporation in this State is Christine Morris, 1505 Marriottsville Road, Marriottsville, Maryland 21104. Such resident agent is a citizen and resident of the State of Maryland.

EIGHTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. All powers of the Corporation may be exercised by or under the authority of the Board of Directors, except those powers reserved to the Members, as set forth in the Bylaws of the Corporation.

The Corporation shall have between nine (9) and nineteen (19) Directors, as determined from time to time by the Members, who shall be appointed by the Members. There are currently seventeen (17) directors on the Board of Directors. The names of those currently in office are:

Chris Allen
Katherine A. Arbuckle, CPA
Sr. Pat Eck, CBS
Stephanie L. Ferguson, PhD
Sr. Fran Gorsuch, CBS
Sr. Doris Gottemoeller, RSM
Lizanne C. Gottung
Clarion E. Johnson, MD
Gerard Kells
Peter Maddox
Jennifer O'Brien, JD
Raja Rajamannar
Janet B. Reid, PhD
Mr. Myles Sheehan, SJ, MD
Mrs. Carol Anne Smith, HM
John M. Starcher, Jr., JD
Katherine W. Vestal, PhD

NINTH: The Corporation shall be operated, and the Board of Directors, the Members, and any officers or other representatives of the Corporation, shall perform all duties and work of the Corporation in a manner consistent with the mission, philosophy and policies of BSM and PCHM and the teachings of the Roman Catholic Church, as presently existing and as each may be amended or altered from time to time.

TENTH: The following provisions are hereby adopted for defining, limiting and regulating the powers of the Corporation and of the Board of Directors and the Members.

(1) No part of the net earnings of the Corporation shall inure to the private or individual benefit of, or be distributable to, its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, distributions, or donations in furtherance of the purposes set forth in Article SECOND hereof.

(2) 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 distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office, except as otherwise provided in Section 501(h) of the Code.

(3) Upon dissolution of the Corporation, the Board of Directors shall after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation, in conformity with the canon law of the Roman Catholic Church, to an organization exempt from tax under Section 501(c)(3) of the Code, as the Members may jointly determine. Any of the Corporation's remaining assets not so disposed of shall be disposed of by a court sitting in equity or otherwise in the political subdivision in which the principal office of the Corporation is then located, in conformity with the canon law of the Roman Catholic Church, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are Charities organized and operated exclusively for similar purposes as those for which the Corporation is organized as described in these Articles.

(4) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Charity.

(5) The Members, the Board of Directors, and all Board committees shall operate pursuant to a substantial conflict of interest policy, which shall contain appropriate provisions regarding: (i) disclosure by interested persons of financial interests and all material facts relating thereto; (ii) procedures for determining whether the financial interest of any interested person may result in a conflict of interest; (iii) procedures for addressing any conflict of interest after determining that a conflict of interest exists; (iv) procedures for adequate record keeping regarding

review and determinations regarding potential or actual conflicts of interest transactions; (v) procedures for ensuring that the conflict of interest policy is distributed to all directors, officers, and members of committees and that all covered persons acknowledge receipt and agree to comply with the policy; and (vi) such other provisions as shall be deemed appropriate. The substantial conflict of interest policy may be set forth in any one or more of the following: the Corporation's articles, bylaws, regulations, procedures, board resolutions, or board policies.

(6) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Code:

(a) The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(7) The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any organization which is a Charity, and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

ELEVENTH: The duration of the Corporation shall be perpetual.

TWELFTH: Subject to the requirements of law, these Articles may be amended solely by action of the Members.

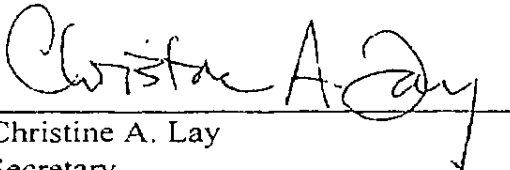
The Board of Directors of the Corporation has duly approved these Articles of Amendment and Restatement pursuant to a resolution dated as of August 28, 2018.

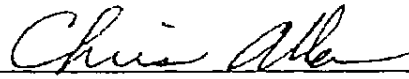
The Member of the Corporation has duly approved these Articles of Amendment and Restatement pursuant to a resolution dated as of August 28, 2018.

IN WITNESS WHEREOF, these Articles are signed for and on behalf of the Corporation by its Chair and its Secretary, who acknowledge that these Articles are the act of the Corporation, and who state, under the penalties for perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of their knowledge, information and belief.

ATTEST:

BON SECOURS HEALTH SYSTEM, INC.
(changing its name to BON SECOURS
MERCY HEALTH, INC.)


Christine A. Lay
Secretary

By: 
Chris Allen
Chair

[Being the signature page to the Articles of Amendment and Restatement for
Bon Secours Health System, Inc. (changing its name to Bon Secours Mercy Health, Inc.)]

EXHIBIT A – SUPPORTED ORGANIZATIONS

The Supported Organizations are as follows:

Bellefonte Physician Services, Inc.
Bon Secours Baltimore Health System Foundation, Inc.
Bon Secours – DePaul Health Foundation
Bon Secours – DePaul Medical Center, Inc.
Bon Secours Health System Foundation, Inc.
Bon Secours Hospital Baltimore, Inc.
Bon Secours Housing, Inc.
Bon Secours Housing II, Inc.
Bon Secours Kentucky Health System Foundation, Inc.
Bon Secours – Maria Manor Nursing Care Center, Inc.
Bon Secours – Maryview Foundation
Bon Secours – Maryview Nursing Care Center
Bon Secours – Memorial Regional Medical Center, Inc.
Bon Secours of Maryland Foundation, Inc.
Bon Secours – Richmond Community Hospital, Incorporated
Bon Secours Richmond Health Care Foundation
Bon Secours – St. Francis Health System Foundation, Inc.
Bon Secours – St. Francis Medical Center, Inc.
Bon Secours – St. Mary's Hospital of Richmond, Inc.
Bon Secours St. Petersburg Home Care Services, Inc.
Chesapeake Hospital Corporation
Chesapeake Medical Group, Inc.
Congregation of Bon Secours of Paris, Incorporated
Frances Schervier Home and Hospital
IVNA Health Services
Maryview Hospital
Mary Immaculate Hospital, Incorporated
Mary Immaculate Nursing Center, Inc.
Mercy Health
Our Lady of Bellefonte Hospital, Inc.
Rappahannock General Hospital Foundation, Inc.
Schervier Housing Development Fund Corporation
St. Francis Hospital, Inc.
St. Francis Physician Services, Inc.
Unity Properties, Inc.