

H39873

Bill Wiley
McFarland Wiley Cassidy Jones
Requestor's Name

215 S. Monroe #600
Address

Tallahassee FL 32307
City/State/Zip Phone #

FILED
99 FEB -1 PM 3:52
TALLAHASSEE, FLORIDA
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SST Mercy Home Health Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time

call when ready

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

900002761079--0
-02/02/99--01001--009
*****280.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Please return a stamped copy of Amendment w/ Acknowledgment letter.

Call Carol AT 222-2107 when ready. 2-2-99

Examiner's Initials

CC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SSJ MERCY HOME HEALTH, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 of Incorporation are amended and restated in their entirety as set forth in Exhibit A attached to these Articles of Amendment.

FILED
99 FEB -1 PM 3:52
SECRETARY
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: Jan 26, 1999.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____,"
voting group

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26th day of January, 19 99.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Edward J. Rosasco

Typed or printed name

President

Title

EXHIBIT A

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

MERCY HOME CARE, INC.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is MERCY HOME CARE, INC. The principal place of business of the Corporation shall be located at 3663 South Miami Avenue, Miami, Florida 33133.

ARTICLE II

PERIOD OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE III

PURPOSES

This Corporation is organized as a corporation under the Florida Business Corporation Act. The purposes for which the Corporation is organized are to advance, promote and support Catholic Health East, a Pennsylvania nonprofit corporation ("CHE"), and its successors and Constituent Corporations, as well as the Catholic healthcare ministries and Catholic healthcare mission of the Sisters of St. Joseph of St. Augustine, Florida, 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. This Corporation shall operate under the philosophy and guidance of the Shareholder, 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) To enter into joint venture or other agreements for the provision and delivery of home health services.
- (b) To operate and maintain primary care centers and outreach centers for the delivery of primary care to the community.
- (c) To do and transaction all such business necessary, incidental to or in any way connected with said purposes, or any of them.
- (d) To purchase the corporate assets of any other home health corporation.
- (e) To make gifts for scientific, charitable or educational purposes.
- (f) To do all such things and the transaction of such lawful business as is empowered to such corporation by the laws of the State of Florida.

ARTICLE IV

SOLE SHAREHOLDER

The sole Shareholder of the Corporation shall be Mercy Hospital, Inc., a Florida nonprofit corporation (the "Shareholder"). The Shareholder and the Corporation both participate in the health care system of Catholic Health East, a Pennsylvania nonprofit corporation ("CHE"). Certain powers have been expressly reserved to the Shareholder in these Articles of Incorporation and the Bylaws of the Corporation. Action by the Corporation shall not be taken until the Shareholder, acting through its Board of Trustees, and, in some cases, CHE, acting through its Board of Directors, Executive Committee or authorized officers 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 Shareholder 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 Shareholder and CHE, as indicated:

- (a) As reserved to the Board of Trustees of the Shareholder:
 - (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.

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

(v) Appoint and remove the Chairperson 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 Shareholder.

(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 Shareholder.

(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 (as defined in the Bylaws), 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 significant 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 approved and recommended by the Board of CHE and as required by canon law and CHE policies consistent therewith.

ARTICLE V

STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is 1,000 shares, with a par value of One Cent (\$.01) per share. There shall be only one (1) class of stock, being common stock.

All authorized shares of par value stock shall be issued only for a consideration having a value in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued.

The Corporation is authorized to place restrictions upon any stock authorized or issued by the Corporation and to enter into agreements with stockholders concerning any stock authorized or issued by this Corporation as to the following:

- (1) The transferability or assignment of such stock;
- (2) The pre-emptive right of the Corporation or other stockholders to purchase such stock as a condition precedent to its issue, transfer or assignment;
- (3) The redemption or purchase of such stock by the Corporation; and
- (4) The sale, pledge and involuntary or voluntary transfer of such stock.

The Corporation and its stockholders may enter into any agreement imposing reasonable restraints upon the transfer, alienation or voting of the shares of stock in the Corporation. Such agreement(s) shall be stated or referred to upon the certificates of stock, and the Corporation will not, when properly notified, transfer on its books any shares of stock of the Corporation issued to and held by parties to such agreements until adequate proof of compliance with the agreement be furnished to the Corporation. The stock of this Corporation shall carry with it no pre-emptive rights.

ARTICLE VI

DIRECTORS

Subject to the reserved rights of the sole Shareholder 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 Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by the Corporate Member. Directors 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 Directors of the Corporation shall be governed by the Bylaws 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, 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 Shareholder of this Corporation or its successors.

ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE

The name and business office in this State of the Corporation's Registered Agent is:

Lewis W. Fishman
Two Datan Center, Suite 1121
9130 S. Dadeland Boulevard
Miami, FL 33156

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

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