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CUSTOMER NO: 4884A

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 31 PM 5:12

DOMESTIC FILING

NAME: ST. VINCENT'S HEALTH SYSTEM,
INC.

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EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED
00 MAR 31 PM 4:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
711 LAHSSEE, FLD
[Signature]

ARTICLES OF INCORPORATION
OF
ST. VINCENT'S HEALTH SYSTEM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 31 PM 5:12

The undersigned Incorporator, pursuant to the provisions of the Florida Not For Profit Corporation Act (the "Act"), executes the following Articles of Incorporation:

ARTICLE I

CORPORATION

- 1.1 **Name.** The name of the corporation is ST. VINCENT'S HEALTH SYSTEM, INC., a Florida not for profit corporation (the "Corporation").
- 1.2 **Definitions.** The words and phrases not otherwise defined in these Articles of Incorporation shall have the meanings set forth in the Bylaws of the Corporation.
- 1.3 **Period of Existence.** The period during which the Corporation shall continue is perpetual.

ARTICLE II

STATEMENT OF PHILOSOPHY AND PURPOSES

- 2.1 **Philosophy.** The philosophy of the Corporation is that of the Sponsors as articulated and promoted through statements of Mission, Vision and Values of the Corporation in accordance with the official teachings of the Roman Catholic Church and the *Ethical and Religious Directives for Catholic Health Care Services* as approved and promulgated, from time to time, by the National Conference of Catholic Bishops.
- 2.2 **Purposes.** The Corporation will have a role statement that specifies the purposes it will serve and the manner in which the philosophy, mission and core values of Ascension Health and the Corporation will be carried out in the communities served. The purposes for which the Corporation is organized are exclusively charitable, religious, scientific or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"). Further, the Corporation is organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the Sponsors, St. Vincent's Medical Center, Incorporated, St. Catherine Labouré Manor, Incorporated, and their Subsidiary Organizations, if any, that qualify under Section 501(c)(3) and under Section 509(a)(1) or Section 509(a)(2) of the Code.

The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health. The Corporation's purposes shall include the following:

- 2.2-a** To serve as the parent corporation for an integrated health care delivery and financing network.
- 2.2-b** To support institutions co-sponsored by the Sponsors, both within and without the State of Florida, and cooperate with other Ascension Health institutions.
- 2.2-c** To acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of the organizations described in this Section.
- 2.2-d** To contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Section.
- 2.2-e** To own or operate facilities or own other assets for public use and welfare in furtherance of the charitable purposes of the organizations described in this Section.
- 2.2-f** To engage in any lawful activities within the purposes for which a corporation may be organized under the Act, as it may be amended from time to time, which are in furtherance of or in support of the charitable purposes of the organizations described in this Section.
- 2.2-g** To otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Section, and do so exclusively for charitable, religious, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:
 - (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other persons unless allowed by Section 501(c)(3) of the Code and the Act, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
 - (ii) 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.

- (iii) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) and 509(a)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

REGISTERED AGENT, AND REGISTERED AND PRINCIPAL OFFICE

- 3.1 **Registered Agent.** The name and address of the Corporation's initial registered agent for service of process are:

John J. Maher
President and Chief Executive Officer
St. Vincent's Health System, Inc.
1800 Barrs Street
Jacksonville, Florida 32204

- 3.2 **Registered and Principal Office.** The mailing address for the initial registered office of the Corporation, which shall be the same as its initial principal place of business, is:

St. Vincent's Health System, Inc.
1800 Barrs Street
Jacksonville, Florida 32204

ARTICLE IV

CORPORATE MEMBER

- 4.1 **Number.** The sole member of the Corporation is Ascension Health, a Missouri nonprofit corporation ("Corporate Member").
- 4.2 **Meetings.** Meetings of the Corporate Member shall be held at such place, either within or outside the State of Florida, as shall be specified in its calls, notices and waivers of notice.

ARTICLE V

BOARD OF DIRECTORS

- 5.1 **Number of Directors.** Except for the initial Board appointed to organize the Corporation, which shall consist of not fewer than three (3) Directors, the Board of Directors shall consist of such number of members not fewer than nine (9) nor more than fifteen (15) in number as shall from time to time be fixed by resolution of the Corporate Member.
- 5.2 **Appointment.** Individual members of the Board of Directors shall be appointed in a manner set forth in the Corporation's Bylaws.
- 5.3 **Powers and Responsibilities.** The business, property, affairs and funds of the Corporation shall be managed, supervised and controlled by its Board of Directors who shall exercise all of the powers of the Corporation not reserved to the Corporate Member or to its Members and in accordance with National System Policies and subject to the limitations contained in the Corporation's Governing Documents and applicable law. The powers of the Board shall include, but not be limited to, the following:
- 5.3-a Develop, approve and recommend the mission and vision statements for the Corporation, approve the mission and vision statements for its respective Subsidiary Organizations and assure compliance with the philosophy, mission, vision, Sponsor expectations and values of the National System.
 - 5.3-b Recommend the formation of new legal entities that will be directly accountable to the National System Board and approve the formation of all other Regional/Local Health Ministry legal entities, subject to the approval of the Division Executive of the National System in whose Division the Corporation is located.
 - 5.3-c Adopt or approve changes and assure compliance with requirements for Governing Documents of the Corporation and its Subsidiary Organizations.
 - 5.3-d Recommend members of the Board of Directors of the Corporation and evaluate the Board Chair of the Corporation.
 - 5.3-e Appoint, upon the recommendation of the Board of the applicable Subsidiary Organization, or remove, with or without cause, the members of the Board of Directors of all Subsidiary Organizations of the Corporation. Removal does not require a recommendation of the Subsidiary Organization's Board.
 - 5.3-f Appoint, remove and evaluate the performance of the President and Chief Executive Officer of the Corporation with concurrent approval of the Division Executive of the National System in whose Division the Corporation is located.

- 5.3-g Approve the incurrence of debt of the Corporation or its Subsidiary Organizations within limits set forth in the National System Authority Matrix.
 - 5.3-h Approve and recommend the strategic and financial plans and consolidated capital and operating budgets for the Corporation, subject to ratification by the Division Executive.
 - 5.3-i Subject to canonical requirements, approve and recommend the sale, transfer or substantial change in use of all or substantially all of the assets of Subsidiary Organizations of the Corporation or the divestiture, dissolution, closure, merger, consolidation or change in corporate membership of Subsidiary Organizations of the Corporation with the concurrent approval of the National System.
 - 5.3-j Approve the transfer or encumbrance of assets of the subsidiary hospital corporation(s) of the Corporation within limits set forth in the National System Authority Matrix.
- 5.4 **Reserved Powers.** The following powers are reserved to the Corporate Member:
- 5.4-a Approve the mission and vision statements for the Corporation.
 - 5.4-b Approve the formation or acquisition of new legal entities for which Ascension Health will serve as the sole or controlling entity and, subject to canonical requirements, approve the sale, transfer or substantial change in use of all or substantially all of the assets of the Corporation or the divestiture, dissolution, closure, merger, consolidation, change in corporate membership or corporate reorganization of the Corporation.
 - 5.4-c Approve requirements; approve changes and assure compliance with requirements for governing documents of the Corporation and its Subsidiary Organizations.
 - 5.4-d Appoint, upon the recommendation of the Board of the Corporation, or remove, with or without cause, the members of the Board of Directors of the Corporation.
 - 5.4-e Appoint or remove, with or without cause, the Chair of the Board of the Corporation.
 - 5.4-f Approve the transfer of assets and the reallocation of debt among the Corporation and other Regional/Local Health Ministries in accordance with the National System Authority Matrix.
 - 5.4-g Approve the transfer or encumbrance of assets of hospital corporation(s) whose sole or controlling member is Ascension Health and of the assets of the

Corporation and its subsidiary hospital corporation(s) in accordance with the National System Authority Matrix.

5.4-h Approve the strategic and financial plans and consolidated capital and operating budgets for the Corporation.

5.4-i Approve the incurrence of debt of the Corporation or its Subsidiary Organizations in excess of limits set forth in the National System Authority Matrix.

ARTICLE VI

INCORPORATOR

6.1 **Incorporator.** The name and address of the Incorporator is:

John J. Maher
President and Chief Executive Officer
St. Vincent's Health System, Inc.
1800 Barrs Street
Jacksonville, Florida 32204

ARTICLE VII

PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF CORPORATION

7.1 **Amendments.** The power to approve changes to the Governing Documents of the Corporation shall be vested in the Board of Directors of the Corporation subject to approval of the Corporate Member. The Governing Documents of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the other Governing Documents of the Corporation and applicable law of the State of Florida.

7.2 **Meetings by Telecommunications Device.** Members of the Board of Directors, or any committee appointed by the Board, may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such manner shall constitute the presence in person.

7.3 **Regular Meetings of the Board.** Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall from time to time determine, however, it shall meet at least quarterly. Said meetings may be held within or without the State of Florida.

- 7.4 **Special Meetings of the Board.** Special meetings of the Board of Directors may be called by the Chair, one-third (1/3) of the members of the Board, the Corporate Member, or the President and Chief Executive Officer at any time by means of written notice by first class mail, or courier service, by telephone, telegraph, facsimile, electronic mail or such other communication reasonably designed to provide prompt notice of the time, place and purpose thereof to each Director at least forty-eight (48) hours before the meeting, as the Chair in his/her discretion shall deem sufficient. Any action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.
- 7.5 **Dissolution.** Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors (subject to the prior approval of the Corporate Member) and in accordance with the following:
- 7.5-a The paying of or the making of provision for the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures, and other similar documents.
- 7.5-b All assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to the Corporate Member or to such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by the Members of the Corporate Member.
- 7.5-c Any other assets not so disposed of shall be disposed of in accordance with the laws of the State of Florida so long as such assets are disposed of solely to such organizations which are organized and operated exclusively for charitable, educational, religious or scientific purposes.
- 7.6 **Business Affairs.** The Corporation shall conduct its affairs in accord with policies, procedures, directives and guidelines established from time to time by the Corporate Member or any successor entity.

IN WITNESS WHEREOF, I, the undersigned Incorporator, do hereby execute these Articles of Incorporation and verify and affirm under the penalties of perjury that the facts stated herein are true to the best of my knowledge and belief.

By: John J. Maher
John J. Maher
Incorporator

ACCEPTANCE AS REGISTERED AGENT: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: John J. Maher
John J. Maher
Registered Agent and Incorporator

Date: 30 Mar 2000

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