

**JONES  
FOSTER  
JOHNSTON  
& STUBBS, P.A.**  
Attorneys and Counselors

**N00544**

Flagler Center Tower, Suite 1100  
505 South Flagler Drive  
West Palm Beach, Florida 33401  
Telephone (561) 659-3000

*Mailing Address*  
Post Office Box 3475  
West Palm Beach, Florida 33402-3475  
Facsimile (561) 832-1454

H. Adams Weaver, Esquire  
Direct Dial: 561-650-0496  
Direct Fax: 561-650-0422  
E-Mail: aweaver@jones-foster.com

November 27, 2001

**VIA FEDERAL EXPRESS**

Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Merger of St. Mary's Hospital Foundation Into  
Intracoastal Health Foundation, Inc.

500004636585--6  
-11/28/01--01033--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**FILED**  
01 DEC 27 PM 4:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen:

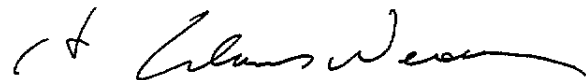
Enclosed please find the original and one copy of Articles of Merger of St. Mary's Hospital Foundation into Intracoastal Health Foundation, Inc. Please file the original and return the copy to me certified.

My check in the amount of \$78.75 to cover the \$35.00 filing fee for St. Mary's Hospital Foundation, the \$35.00 filing fee for Intracoastal Health Foundation, Inc., and the \$8.75 fee for the certified copy is also enclosed.

If you have any problems with this filing, please telephone me collect.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.



H. Adams Weaver

HAW:mtm

Enclosure

cc: Michael Cooney, Esquire (via fax)

David Robb (via fax)

Suzette Wexner (via fax)

*Merger  
1-2-02  
HAW*

**JONES  
FOSTER  
JOHNSTON  
& STUBBS, P.A.**  
**Attorneys and Counselors**

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**H. Adams Weaver, Esquire**  
Direct Dial: 561-650-0496  
Direct Fax: 561-650-0422  
E-Mail: aweaver@jones-foster.com

December 26, 2001

**VIA FEDERAL EXPRESS**

Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Merger of St. Mary's Hospital Foundation Into  
Intracoastal Health Foundation, Inc.

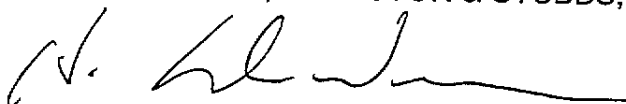
Gentlemen:

Enclosed please find the original and one copy of Articles of Merger of St. Mary's Hospital Foundation, Inc. into Intracoastal Health Foundation, Inc. The changes, as suggested in your December 4, 2001 letter (copy enclosed), have been made. Please file the original and return the copy to me certified.

If you have any problems with this filing, please telephone me collect.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.



H. Adams Weaver

HAW:mtm

Enclosure

cc: Michael Cooney, Esquire (via fax)  
David Robb (via fax)  
Suzette Wexner (via fax)

HAW/21411-1/STATE LE2

RECEIVED  
01 DEC 27 AM 11:33  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 4, 2001

JONES FOSTER JOHNSTON & STUBBS, P.A.  
ATTN: H. ADAMS WEAVER  
POST OFFICE BOX 3475  
WEST PALM BEACH, FL 33402-3475

SUBJECT: INTRACOASTAL HEALTH FOUNDATION, INC.  
Ref. Number: N00544

We have received your document for INTRACOASTAL HEALTH FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The survivor must also have a corporate suffix.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6957.

Doug Spitler  
Document Specialist

Letter Number: 301A00064014

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ST. MARY'S HOSPITAL FOUNDATION, INC., a Florida corporation, 767445

INTO

INTRACOASTAL HEALTH FOUNDATION, INC. which changed its name to  
**PALM HEALTHCARE FOUNDATION, INC.**, a Florida entity, N00544

File date: December 27, 2001

Corporate Specialist: Doug Spittler

**ARTICLES OF MERGER  
OF  
ST. MARY'S HOSPITAL FOUNDATION, INC.  
INTO INTRACOASTAL HEALTH FOUNDATION, INC.  
UNDER FLA. STAT. SECTION 617.1105**

**FILED**  
01 DEC 27 PM 4:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, David B. Robb, Jr. and Suzette W. Wexner, being the Chairperson and Secretary of St. Mary's Hospital Foundation, Inc., respectively; and David B. Robb, Jr. and Suzette W. Wexner, being the Chairperson and Secretary of Intracoastal Health Foundation, Inc., respectively, said corporations being domestic not-for-profit corporations organized and existing under and by the virtue of the laws of the State of Florida, hereby certify:

1. The names of the constituent not-for-profit corporations are St. Mary's Hospital Foundation, Inc. ("St. Mary's") and Intracoastal Health Foundation, Inc. ("Intracoastal") both of which are Florida not-for-profit corporations. The name of the surviving corporation is Intracoastal Health Foundation, Inc. which is a Florida not-for-profit corporation.

2. Neither St. Mary's nor Intracoastal are membership corporations; each has a self perpetuating governing Board.

3. The Plan of Merger is attached hereto as Exhibit A.

4. The Plan of Merger was authorized with respect to St. Mary's as the merging corporation by adoption by its Board of Trustees on June 26, 2001.

5. The Plan of Merger was authorized with respect to Intracoastal as the surviving corporation by adoption by its Board of Trustees on June 26, 2001.

6. The Amended and Restated Articles of Incorporation of Intracoastal are amended in connection with the merger as follows:

ARTICLE I, dealing with the name of the Corporation and currently reading as follows:

The name of this Corporation is Intracoastal Health Foundation, Inc.

is hereby amended as follows:

The name of this Corporation is Palm Healthcare Foundation, Inc.

ARTICLE II, dealing with the purposes of the Corporation and currently reading as follows:

This Corporation is organized not for profit and is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code (the "Code"), as amended, and the objects and purposes to be exclusively transacted and carried on are:

a. To further, promote and support the benevolent, charitable, scientific, religious and educational activities of Intracoastal Health Systems, Inc., or of any public charitable corporation carrying on the works of, originally founded by, or supported by Intracoastal or the Corporation, provided that such organizations qualify as exempt organizations under Section 501(c)(3) of the Code, as amended;

b. To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in the furtherance of the mission and purpose of this Corporation in conformity with the Articles of Incorporation and the reservation of powers in the Bylaws;

c. To make loans to Intracoastal or to any of its affiliated organization upon such terms and conditions as the Corporation, in its sole discretion, may determine;

d. To make grants, gifts, donations, or charitable contributions to Intracoastal or to any of its affiliated organizations exempt from taxation under Section 501(c)(3) of the Code, as amended;

e. To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and

f. To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

is hereby amended as follows:

This Corporation is organized not-for-profit and is organized and shall be operated exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code (the "Code"), as amended, the following being the particular objects and purposes of the Corporation:

a. To further, promote and support the healthcare of the citizens of Palm Beach County and surrounding communities by removing barriers to healthcare access for underserved populations through collaborative programs, including neighborhood and community-based primary care, nursing advocacy and healthcare education;

b. To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in the furtherance of the mission and purpose of this Corporation;

c. To make grants, gifts, donations, or charitable contributions to organizations and programs which are described in Section 501(c)(3) of the Code, as amended for the purposes described herein;

d. To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and

e. To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

ARTICLE III, dealing with the powers of the Corporation and currently reading as follows:

In order to accomplish the purposes and to attain the objects 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, as amended, and Treasury Regulations thereunder as they now exist or as may be hereafter amended, and by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as maybe hereafter amended.

is hereby amended as follows:

In order to accomplish the purposes and to attain the objects 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 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 those exercised by an organization exempt under Section 501(c)(3) of the Code, as amended, and Treasury Regulations thereunder as they now exist or as may be hereafter amended, and by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as maybe hereafter amended.

ARTICLE IV, dealing with limitations on activities and currently reading as follows:

Section 1. No part of the earnings of the Corporation shall inure to the benefit of any Member (unless such Member is exempt from taxation under Section 501(c)(3) of the Code, as amended), Trustee or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes) and no Member (unless such member is exempt from taxation under Section 501(c)(3) of the Code, as amended), Trustee or Officer of the Corporation, or any other person shall be entitled to share in the distribution of

any of the corporate assets on dissolution or liquidation of the Corporation. The Corporation shall pay no dividends.

Section 2. The Corporation shall not participate, directly, or indirectly 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. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code.

Section 3. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by any organizations, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code, and Treasury Regulations thereunder as they now exist or may be thereafter amended.

Section 4. Upon any dissolution or liquidation of this Corporation, its assets remaining after all debts and expenses have been paid or provided for shall be distributed pursuant to a plan of distribution to one or more organizations qualifying as an exempt organization pursuant to Section 501(c)(3) of the Code, as amended, in accordance with Article XI hereof.

is hereby amended as follows:

Section 1. No part of the earnings or assets of the Corporation shall inure to the benefit of any Trustee or officer of the Corporation, or any other private person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes) and no Trustee or officer of the Corporation or any other private person shall be entitled to share in the distribution of any of the corporate assets on dissolution or liquidation of the Corporation. The Corporation shall pay no dividends.

Section 2. The Corporation shall not participate, directly, or indirectly 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. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code.

Section 3. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by any organizations, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of

such Code, and Treasury Regulations thereunder as they now exist or may be thereafter amended.

Section 4. Upon any dissolution or liquidation of this Corporation, its assets remaining after all debts and expenses have been paid or provided for shall be distributed pursuant to a plan of distribution to one or more organizations qualifying as an exempt organization pursuant to Section 501(c)(3) of the Code, as amended.

ARTICLE VIII, dealing with the Registered Office, Principal Place of Business and Registered Agent of the Corporation and currently reading as follows:

The street address of the registered office of this Corporation is 1309 N. Flagler Drive, West Palm Beach, FL 33401. The principal place of business address shall be the same as the registered office address. The name of the registered agent of this Corporation located at the address of the registered office is Valerie Goodwin Larcombe.

is hereby amended as follows:

The street address of the registered office of this Corporation is 1016 North Dixie Highway, First Floor, West Palm Beach, Florida. The principal place of business address shall be the same as the registered office address. The name of the registered agent of this Corporation located at the address of the registered office is Ms. Suzette W. Wexner.

ARTICLE IX, dealing with conduct of affairs and currently reading as follows:

The business and affairs of the Corporation shall be conducted in a manner consistent with the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the United States Conference of Catholic Bishops, and in accordance with the provisions of these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation.

is hereby deleted in its entirety.

ARTICLE XI, dealing with dissolution and currently reading as follows:

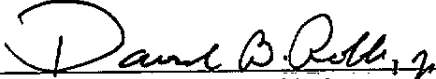
Upon the dissolution or liquidation of the Corporation, the Corporation's Board of Trustees shall adopt a resolution recommending a plan of distribution and directing its submission to a vote at a meeting of the Corporation's Member. Each Member of the Member of the Corporation shall be authorized and entitled to vote on the plan of distribution of fifty percent (50%) of all assets of the Corporation not disposed of in discharging the Corporation's liabilities or otherwise distributed in accordance with applicable requirements. Such assets of the Corporation shall be distributed by each Member of the Member of the Corporation, respectively, only to such not for profit corporations as are then exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof. In the event the distributee designated by either of the Members of the Member of the Corporation is not an exempt

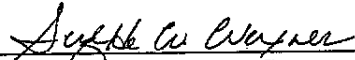
organization at the time of distribution, the fifty percent (50%) of the assets of the Corporation in question will be distributed to another not for profit Corporation as designated by the Member so designating, which corporation shall then be exempt from taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) thereof.

is hereby deleted in its entirety.

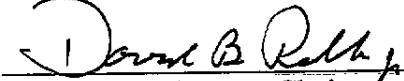
**IN WITNESS WHEREOF**, the undersigned have, on behalf of each constituent corporation, signed this certificate and caused it to be verified this 26<sup>th</sup> day of June, 2001.

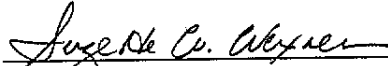
**ST. MARY'S HOSPITAL FOUNDATION, INC.**

  
\_\_\_\_\_  
David B. Robb, Esq., Chairperson

  
\_\_\_\_\_  
Suzette W. Wexner, Secretary

**INTRACOASTAL HEALTH FOUNDATION,  
INC.**

  
\_\_\_\_\_  
David B. Robb, Esq., Chairperson

  
\_\_\_\_\_  
Suzette W. Wexner, Secretary

**ACCEPTANCE BY REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Date: June 26, 2001

Suzette W. Wexner  
Suzette W. Wexner

**PLAN OF MERGER  
OF  
ST. MARY'S HOSPITAL FOUNDATION, INC.  
INTO  
INTRACOASTAL HEALTH FOUNDATION, INC.**

**ARTICLE I  
NAMES OF CONSTITUENT CORPORATIONS  
AND OF SURVIVING CORPORATION**

The names of the constituent corporations are St. Mary's Hospital Foundation, Inc. ("St. Mary's") and Intracoastal Health Foundation, Inc. ("Intracoastal"). The name of the surviving corporation is Intracoastal Health Foundation, Inc.

**ARTICLE II  
MEMBERSHIP**

1. St. Mary's is a non-member corporation.
2. Intracoastal is a non-member corporation.

**ARTICLE III  
TERMS AND CONDITIONS OF PROPOSED MERGER**

1. The surviving corporation will have no members.
2. Until altered, amended or repealed, as therein provided, and effective upon the closing of the sale of certain assets of Intracoastal Health Systems, Inc. to Tenet Healthcare Corporation, the Bylaws of Intracoastal as in effect at the time the merger shall become effective shall be the Bylaws of the surviving corporation.
3. All persons who at the date when the merger shall become effective shall be the officers of Intracoastal shall remain like officers of the surviving corporation, until the Board of Trustees of Intracoastal shall elect their respective successors. The auditing firm approved by Intracoastal as its auditors for 2001 shall be the auditors of the surviving corporation for 2001.
4. The first regular meeting of the Board of Trustees of Intracoastal shall be held as soon as practicable after the date on which the merger shall become effective and may be called in the manner provided in the Bylaws of Intracoastal for the calling of special meetings of the Board of Trustees.
5. Intracoastal shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing the merger.
6. When the merger shall become effective, the separate existence of St. Mary's shall cease and said corporation shall be merged into Intracoastal. Intracoastal shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be

subject to all the restrictions, disabilities and duties of each of the corporations and all property, real, personal and mixed, and all debts due to each of said corporations on whatever account, as well as all other things in action or belong to each of such corporations, shall be vested in Intracoastal as the surviving corporation.

**ARTICLE IV**  
**AMENDMENTS OR CHANGES**  
**TO THE CERTIFICATE OF INCORPORATION**  
**OF INTRACOASTAL AS SURVIVING CORPORATION**

The Amended and Restated Articles of Incorporation of Intracoastal are amended in connection with the merger as follows:

ARTICLE I, dealing with the name of the Corporation and currently reading as follows:

The name of this Corporation is Intracoastal Health Foundation, Inc.

is hereby amended as follows:

The name of this Corporation is Palm Healthcare Foundation, Inc.

ARTICLE II, dealing with the purposes of the Corporation and currently reading as follows:

This Corporation is organized not for profit and is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code (the "Code"), as amended, and the objects and purposes to be exclusively transacted and carried on are:

a. To further, promote and support the benevolent, charitable, scientific, religious and educational activities of Intracoastal Health Systems, Inc., or of any public charitable corporation carrying on the works of, originally founded by, or supported by Intracoastal or the Corporation, provided that such organizations qualify as exempt organizations under Section 501(c)(3) of the Code, as amended;

b. To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in the furtherance of the mission and purpose of this Corporation in conformity with the Articles of Incorporation and the reservation of powers in the Bylaws;

c. To make loans to Intracoastal or to any of its affiliated organization upon such terms and conditions as the Corporation, in its sole discretion, may determine;

- d. To make grants, gifts, donations, or charitable contributions to Intracoastal or to any of its affiliated organizations exempt from taxation under Section 501(c)(3) of the Code, as amended;
- e. To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and
- f. To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

is hereby amended as follows:

This Corporation is organized not-for-profit and is organized and shall be operated exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code (the "Code"), as amended, the following being the particular objects and purposes of the Corporation:

- a. To further, promote and support the healthcare of the citizens of Palm Beach County and surrounding communities by removing barriers to healthcare access for underserved populations through collaborative programs, including neighborhood and community-based primary care, nursing advocacy and healthcare education;
- b. To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in the furtherance of the mission and purpose of this Corporation;
- c. To make grants, gifts, donations, or charitable contributions to organizations and programs which are described in Section 501(c)(3) of the Code, as amended for the purposes described herein;
- d. To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and
- e. To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

ARTICLE III, dealing with the powers of the Corporation and currently reading as follows:

In order to accomplish the purposes and to attain the objects 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, as amended, and Treasury Regulations thereunder as they now exist or as may be hereafter amended, and by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as may be hereafter amended.

is hereby amended as follows:

In order to accomplish the purposes and to attain the objects 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 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 those exercised by an organization exempt under Section 501(c)(3) of the Code, as amended, and Treasury Regulations thereunder as they now exist or as may be hereafter amended, and by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as may be hereafter amended.

ARTICLE IV, dealing with limitations on activities and currently reading as follows:

Section 1. No part of the earnings or assets of the Corporation shall inure to the benefit of any Member (unless such Member is exempt from taxation under Section 501(c)(3) of the Code, as amended), Trustee or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes) and no Member (unless such member is exempt from taxation under Section 501(c)(3) of the Code, as amended), Trustee or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution or liquidation of the Corporation. The Corporation shall pay no dividends.

Section 2. The Corporation shall not participate, directly, or indirectly 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. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code.

Section 3. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by any organizations, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of

such Code, and Treasury Regulations thereunder as they now exist or may be thereafter amended.

Section 4. Upon any dissolution or liquidation of this Corporation, its assets remaining after all debts and expenses have been paid or provided for shall be distributed pursuant to a plan of distribution to one or more organizations qualifying as an exempt organization pursuant to Section 501(c)(3) of the Code, as amended, in accordance with Article XI hereof.

is hereby amended as follows:

Section 1. No part of the earnings or assets of the Corporation shall inure to the benefit of any Trustee or officer of the Corporation, or any other private person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes) and no Trustee or officer of the Corporation or any other private person shall be entitled to share in the distribution of any of the corporate assets on dissolution or liquidation of the Corporation. The Corporation shall pay no dividends.

Section 2. The Corporation shall not participate, directly, or indirectly 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. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code.

Section 3. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by any organizations, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code, and Treasury Regulations thereunder as they now exist or may be thereafter amended.

Section 4. Upon any dissolution or liquidation of this Corporation, its assets remaining after all debts and expenses have been paid or provided for shall be distributed pursuant to a plan of distribution to one or more organizations qualifying as an exempt organization pursuant to Section 501(c)(3) of the Code, as amended.

ARTICLE VIII, dealing with the Registered Office, Principal Place of Business and Registered Agent of the Corporation and currently reading as follows:

The street address of the registered office of this Corporation is 1309 N. Flagler Drive, West Palm Beach, FL 33401. The principal place of business address shall be the same as the registered office address. The name of the

registered agent of this Corporation located at the address of the registered office is Valerie Goodwin Larcombe.

is hereby amended as follows:

The street address of the registered office of this Corporation is 1016 North Dixie Highway, First Floor, West Palm Beach, Florida. The principal place of business address shall be the same as the registered office address. The name of the registered agent of this Corporation located at the address of the registered office is Ms. Suzette W. Wexner.

ARTICLE IX, dealing with conduct of affairs and currently reading as follows:

The business and affairs of the Corporation shall be conducted in a manner consistent with the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the United States Conference of Catholic Bishops, and in accordance with the provisions of these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation.

is hereby deleted in its entirety.

ARTICLE XI, dealing with dissolution and currently reading as follows:

Upon the dissolution or liquidation of the Corporation, the Corporation's Board of Trustees shall adopt a resolution recommending a plan of distribution and directing its submission to a vote at a meeting of the Corporation's Member. Each Member of the Corporation shall be authorized and entitled to vote on the plan of distribution of fifty percent (50%) of all assets of the Corporation not disposed of in discharging the Corporation's liabilities or otherwise distributed in accordance with applicable requirements. Such assets of the Corporation shall be distributed by each Member of the Corporation, respectively, only to such not for profit corporations as are then exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof. In the event the distributee designated by either of the Members of the Corporation is not an exempt organization at the time of distribution, the fifty percent (50%) of the assets of the Corporation in question will be distributed to another not for profit Corporation as designated by the Member so designating, which corporation shall then be exempt from taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) thereof.

is hereby deleted in its entirety.

#### **ARTICLE V**

#### **MISCELLANEOUS PROVISIONS**

1. The proposed merger shall become effective upon the filing of the Certificate of Merger by the Department of State.

2. Notwithstanding authorization of this plan by St. Mary's and Intracoastal, this Plan of Merger may be deemed abandoned if at any time prior to the filing of a Articles of Merger by the Department of State it becomes the opinion of the Board of Trustees of St. Mary's or Intracoastal that events or circumstances have occurred which render it inadvisable to consummate the merger, and court approval for such abandonment is received.

**ARTICLE VI**  
**ADOPTION OF PLAN OF MERGER**

IN WITNESS WHEREOF, this Plan of Merger has been subscribed on behalf of St. Mary's and on behalf of Intracoastal by the undersigned duly authorized officers of those corporations, the plan having been duly adopted by the Board of Trustees of St. Mary's on June 26, 2001, and by the Board of Trustees of Intracoastal on June 26, 2001.

Dated: June 26, 2001

ST. MARY'S HOSPITAL FOUNDATION, INC.

David B. Robb, Jr.  
David B. Robb, Jr., Chairperson

Suzette W. Wexner  
Suzette W. Wexner, Secretary

Dated: June 26, 2001

INTRACOASTAL HEALTH FOUNDATION,  
INC.

David B. Robb, Jr.  
David B. Robb, Jr., Chairperson

Suzette W. Wexner  
Suzette W. Wexner, Secretary