

May 19, 2011 11:49AM

Buchanan Ingersoll & Rooney LLP

No. 0438 P. J

NO300003224

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MERCY OUTPATIENT SERVICES, INC.**

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Amend
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Articles of Amendment
to
Articles of Incorporation
of

Mercy Outpatient Services, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N03000003224

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

4725 North Federal Highway
Fort Lauderdale, FL 33308

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

4725 North Federal Highway
Fort Lauderdale, FL 33308

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Dale S. Webber

New Registered Office Address:

401 E. Jackson St., Ste. 2500

(Florida street address)

Tampa

(City)

Florida 33602

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

The date of each amendment(s) adoption: May 1, 2011
(date of adoption is required)

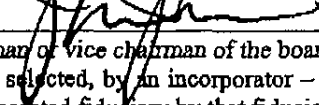
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 5.15.11

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John C. Johnson
(Typed or printed name of person signing)

Chairperson
(Title of person signing)

EXHIBIT A**ADDITIONAL OFFICER AND DIRECTOR DESIGNATIONS**

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Chairperson, Board Member	Raul I. Lopez, M.D.	3663 S. Miami Ave. Miami, FL 33133	Remove
Secretary, Board Member	Damian Pardo	3663 S. Miami Ave. Miami, FL 33133	Remove
Treasurer, Board Member	John Melville Porges	3663 S. Miami Ave. Miami, FL 33133	Remove
Board Member	Mariluz Guzman	3663 S. Miami Ave. Miami, FL 33133	Remove
Board Member	Laura Dominguez	3663 S. Miami Ave. Miami, FL 33133	Remove
Board Member	Gerard Barrios, M.D.	3663 S. Miami Ave. Miami, FL 33133	Remove
Board Member	Maria Cecilia Mas, M.D.	3663 S. Miami Ave. Miami, FL 33133	Remove
Board Member (Ex-Officio)	Hugo Gonzalez, M.D.	3663 S. Miami Ave. Miami, FL 33133	Remove
Administrator/CEO	Shederick Boren	3663 S. Miami Ave. Miami, FL 33133	Remove

EXHIBIT B
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MERCY OUTPATIENT SERVICES, INC.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is MERCY OUTPATIENT SERVICES, INC. The principal place of business of this Corporation shall be located at 4725 North Federal Highway, Fort Lauderdale, Florida 33308.

ARTICLE II

PERIOD OF EXISTENCE

This Corporation shall have a perpetual existence.

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 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. This Corporation shall operate under the philosophy and guidance of the Member, as hereafter defined, without regard to race, creed, color, gender, age, national origin or ability to pay.

ARTICLE IV

LIMITATION ON ACTIVITIES

The Corporation will not be operated for the 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 Member, 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 and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; 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. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE V

MEMBERSHIP

Section 1. Member. The sole Member of the Corporation shall be Mercy Hospital, 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, 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 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:

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

- 1) 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.
 - 2) Approve the amendment or restatement of Key Bylaws Provisions of the Corporation, in whole or in part, and recommend the same to CHE for adoption.
 - 3) Approve the amendment or restatement of non-Key Bylaws Provisions of this Corporation, in whole or in part.
 - 4) Appoint and remove Directors of the Corporation, with or without cause.
 - 5) Appoint and remove the Chairperson of this Corporation.
 - 6) Approve the official interpretation of the philosophy and mission of the Corporation.
 - 7) 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.
 - 8) 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.
 - 9) Approve Significant Financial Transactions and significant budget variances of the Corporation, and recommend the same to CHE for adoption and authorization.
 - 10) 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, which includes CHE's Articles of Incorporation, Bylaws and policies and procedures as approved from time to time (collectively the "CHE Governance Documents"), and recommend the same to CHE for adoption and authorization.
- (ii) As reserved to the CHE Board of Directors:
- 1) 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 such action as recommended.
 - 2) 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 such action as recommended.

3) 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 such action as recommended.

4) 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 such action as recommended.

(iii) As reserved to the Sponsoring Organization:

1) Ratification of those mergers, consolidations, dissolutions or other fundamental corporate reorganizations of the Corporation, as approved and recommended by the CHE Board of Directors and as required by canon law and CHE policies consistent therewith.

Section 3. Transfer of Assets. In addition to the rights reserved to CHE under these Articles, CHE shall have the power to transfer assets of the Corporation or to require the Corporation to transfer assets to CHE, which assets the Corporation shall be authorized to transfer, to the extent necessary to pay for CHE's periodic debt service payments to accomplish CHE's goals and objectives, and to provide for the payment of all indebtedness of CHE or an entity controlled by, controlling, or under common control with CHE (for purposes of this Section, a "CHE Affiliate"), issued or incurred by or on behalf of CHE or a CHE Affiliate in furtherance of CHE's goals and objectives, The Corporation shall not be required to violate its charitable purposes, the terms of any restricted gifts, or the covenants of its debt instruments as a result of any asset transfers made or directed by CHE. Except for transfers previously approved by CHE, transfers to an affiliate or subsidiary of the Corporation, and transfers in the ordinary course of business or otherwise required by law or pre-existing contract, the Corporation shall not transfer assets to entities other than CHE or CHE Affiliates without the approval of CHE.

ARTICLE VI

DIRECTORS

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 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 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 Director published annually by P.J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund 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 VIII**INCORPORATOR**

The name and address of the Incorporator is as follows:

Mercy Hospital, Inc.
3663 South Miami Avenue
Miami, FL 33133

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.

May. 19. 2011 11:50AM

Buchanan Ingersoll & Rooney LLP)

No. 0448 P. 11

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE

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

is:

Dale S. Webber
401 E. Jackson Street
Suite 2500
Tampa, FL 33602

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