

N03000003224

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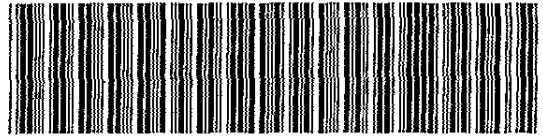
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Amended
& refiled
11/21/03*

LEWIS W. FISHMAN
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELLOR AT LAW
TWO DATRAN CENTER - SUITE 1121
9180 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156

LEWIS W. FISHMAN
BOARD CERTIFIED IN HEALTH LAW

TELEPHONE (305) 670-2100
FAX (305) 670-0793

VIA FEDERAL EXPRESS

November 21, 2003

Department of State
Division of Corporations
Corporate Filings
409 East Gaines Street
Tallahassee, Florida 32399

Re: Mercy Outpatient Services, Inc.
Charter No. N03000003224

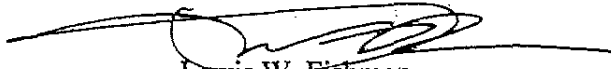
To Whom It Concerns:

Enclosed please find the Amended and Restated Articles of Incorporation of Mercy Outpatient Services, Inc., along with the Certificate relative to the Amendment and Restatement of these Articles. I have also enclosed a check made payable to the Department of State, in the amount of \$35.00, to cover the cost of this filing.

If you find same in order, please proceed to file these Amended and Restated Articles of record.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Lewis W. Fishman

LWF:mmr
Enclosures

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is MERCY OUTPATIENT SERVICES, 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 and operated exclusively for charitable, religious, scientific, and educational purposes as set forth in the Articles of Incorporation of the Corporation and within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, the Corporation is organized solely as an organization described in section 501(c)(3) of the Code, and exempt from taxation under section 501(a) of 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 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 without regard to race, creed, color, gender, age, national origin or ability to pay. The Corporation shall be operated exclusively for such purpose, and, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of

charitable and educational purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and it 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. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- (a) To operate a long term acute care hospital, to be known as the Sister Emanuel Hospital for Continuing Care
- (b) To buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property.
- (c) To do and transact all such business necessary, incidental to or in any way connected with said purpose(s).

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 nonprofit corporation (the "Member" or "Corporate Member"). The Corporate Member and the Corporation both participate in the health care system of Catholic Health East, a Pennsylvania nonprofit corporation ("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, shall have exercised its reserved powers in accordance with its governance documents. Action by the Corporation with respect to which action by the Corporate Member is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by the Corporate Member. The following powers are reserved to the Corporate Member:

- (a) Amendment of the Corporation's mission or purpose;
- (b) Merger, acquisition, consolidation or creation of new business entities of or by the Corporation;
- (c) Borrowing or lending of money or the creation of indebtedness through the guaranty of another's debt or similar action in excess of five (5) million dollars per transaction;
- (d) Long term capital improvements where project costs are in excess of two (2) million dollars;
- (e) Any amendment, modification or restatement of these Bylaws;
- (f) Any amendment or restatement of the Articles of Incorporation of the Corporation or the Articles of Incorporation of any subsidiary corporation;
- (g) Policies for charity care in keeping with State and Federal laws;
- (h) Appointment and removal at its discretion of those Directors it elects;
- (i) Any sale, lease, mortgage or other transfer or encumbrance of any real property of the Corporation.

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

ARTICLE X

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

**CERTIFICATE RELATIVE TO AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF MERCY OUTPATIENT SERVICES, INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida not-for-profit corporation files this Certificate and states as follows:

1. The Amended and Restated Articles of Incorporation of Mercy Outpatient Services, Inc., appended hereto, contains amendments to Articles III and V, all requiring the approval of its Corporate Member.
2. The name of the corporation is Mercy Outpatient Services, Inc.
3. Article III is amended to read as follows:

"ARTICLE III

PURPOSES

This Corporation is organized and operated exclusively for charitable, religious, scientific, and educational purposes as set forth in the Articles of Incorporation of the Corporation and within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, the Corporation is organized solely as an organization described in section 501(c)(3) of the Code, and exempt from taxation under section 501(a) of 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 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 without regard to race, creed, color, gender, age, national origin or ability to pay. The Corporation shall be operated exclusively for such purpose, and, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of charitable and educational purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and it 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. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- (a) To operate a long term acute care hospital, to be known as the Sister Emanuel Hospital for Continuing Care
- (b) To buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property.

To do and transact all such business necessary, incidental to or in any way connected with said purpose(s)."

4. Article V is amended to read as follows:

ARTICLE V

MEMBERSHIP

Section 1. Member. The sole Member of the Corporation shall be Mercy Hospital, Inc., a Florida nonprofit corporation (the "Member" or "Corporate Member"). The Corporate Member and the Corporation both participate in the health care system of Catholic Health East, a Pennsylvania nonprofit corporation ("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, shall have exercised its reserved powers in accordance with its governance documents. Action by the Corporation with respect to which action by the Corporate Member is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by the Corporate Member. The following powers are reserved to the Corporate Member:

- (a) Amendment of the Corporation's mission or purpose;
- (b) Merger, acquisition, consolidation or creation of new business entities of or by the Corporation;
- (c) Borrowing or lending of money or the creation of indebtedness through the guaranty of another's debt or similar action in excess of five (5) million dollars per transaction;
- (d) Long term capital improvements where project costs are in excess of two (2) million dollars;
- (e) Any amendment, modification or restatement of these Bylaws;
- (f) Any amendment or restatement of the Articles of Incorporation of the Corporation or the Articles of Incorporation of any subsidiary corporation;
- (g) Policies for charity care in keeping with State and Federal laws;

- (h) Appointment and removal at its discretion of those Directors it elects;
- (i) Any sale, lease, mortgage or other transfer or encumbrance of any real property of the Corporation.”

5. This Amendment was adopted by the Corporate Member on July 30, 2003 and by the CHE Board of Directors on November 14, 2003, and the number of votes cast for the Amendment were sufficient for approval.

MERCY OUTPATIENT SERVICES, INC.

By: John Matucha
Chairperson