

Division of Corporations **N 11000010136** Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION  
CATHOLIC HEALTH CARE TRANSITIONS SERVICES, INC.

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ARTICLES OF INCORPORATION  
OF  
CATHOLIC HEALTH CARE TRANSITIONS SERVICES, INC.,  
a Florida not-for-profit corporation

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The undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation shall be Catholic Health Care Transitions Services, Inc., a Florida not-for-profit corporation, and its address is 4790 North State Road 7, Lauderdale Lakes, FL 33319.

**ARTICLE II**  
**PURPOSE**

A. The general purpose of the Corporation shall be to provide post-acute transition services especially designed to meet the physical, social and psychological needs of recently discharged hospital residents and to otherwise manage, operate and generally do everything and anything necessary, expedient or incidental to the maintaining of post-acute transitional services in Florida.

B. To carry out its general purpose, the Corporation will be operated in conformity with the Canon law of the Roman Catholic Church and in accordance with the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the United States Conference of Catholic Bishops and as interpreted by the Archbishop of Miami, and will operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

C. This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

D. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

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**ARTICLE III**  
**QUALIFICATIONS FOR MEMBER(S) AND THE**  
**MANNER OF THEIR ADMISSION**

The initial Member shall be Catholic Health Services, Inc., a Florida non-profit corporation. Additional Members may be appointed by the Member(s) at its sole discretion.

**ARTICLE IV**  
**DURATION**

The Corporation is to exist perpetually.

**ARTICLE V**  
**RESERVATION OF POWERS TO MEMBER(S)**

The following powers are specifically reserved to the Member(s):

- A. The operating philosophy of the Corporation shall be approved by the Member(s);
- B. Corporate property may not be leased, sold or encumbered without the express written approval of the Member(s); and
- C. The Corporation may not be merged or dissolved without the express written approval of the Member(s).

**ARTICLE VI**  
**POWERS**

The Corporation shall have the power to acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, religious and educational purposes of Catholic Health Care Transitions Services, Inc. and other affiliated organizations; to lease all or a portion of such real and personal property; to borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations; to make charitable contributions to any affiliated organizations; to manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and to utilize its income in furtherance of the foregoing objectives. Article VI of the Articles is intended as both objects and powers, and shall not limit the objects or powers of the Corporation to accomplish any approved religious, charitable, scientific, or educational purpose within the meaning of Section 501(c)(3) of the Code as hereafter amended or supplemented by acts of Congress, and of such pertinent regulations thereunder as have been or hereafter may be promulgated. Notwithstanding anything herein to the contrary, no powers enumerated herein accorded to the Directors generally pursuant to law shall be construed

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to permit the property of this Corporation to be used other than for approved charitable, religious, scientific or educational purposes.

**ARTICLE VII**  
**LIMITATIONS ON ACTIVITIES**

No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a non-profit corporate member described in Section 501(c)(3) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization to which contributions are deductible under Section 170(c)(2) of the Code.

**ARTICLE VIII**  
**ADDRESS OF REGISTERED OFFICE**  
**NAME OF REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134. The initial registered agent of the Corporation is J. Patrick Fitzgerald, Esquire.

**ARTICLE IX**  
**NAME AND ADDRESS OF EACH INCORPORATOR**

The name and address of the incorporator is:

Joseph M. Catania  
4790 North State Road 7  
Lauderdale Lakes, FL 33319

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**ARTICLE X**  
**BOARD OF DIRECTORS**

A. The business of the Corporation shall be managed by a Board of Directors. The Directors shall be appointed by the Member(s).

B. The initial Board of Directors shall be composed of the Directors of Catholic Health Services, Inc., a Florida non-profit corporation.

C. The Board of Directors shall hold meetings at such times and place as described in the Bylaws.

D. All decisions of the Board of Directors shall be made by the majority vote of the Directors at a meeting, unless otherwise provided in the Bylaws, or in these Articles.

E. The Directors of the Corporation shall be representative of multiple health care stakeholders (including consumers) and shall meet all other requirements for the provision of transitional care services established pursuant to the Quality Improvement Program for Hospitals with a Severity Adjusted Readmission Rate (42 U.S.C. Section 1395ww (q)), including those requirements set forth in Section 3026 of the "Patient Protection and Affordable Care Act" (H.R. 3590) as may be amended and other Florida and Federal statutes for transitional care services as may be enacted.

**ARTICLE XI**  
**OFFICERS**

The initial Officers of the Board of Directors and of the Corporation shall be composed of the Officers of Catholic Health Services, Inc., a Florida non-profit corporation.

The Corporation shall have a President, a Secretary, and a Treasurer, and may have additional and Assistant Officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such Officers shall be elected by the Members. The Members may remove any or all of the Officers from office, with or without cause, and at such time as the Members may determine.

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**ARTICLE XII**  
**BYLAWS**

The Member(s) shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Member(s) in any manner permitted by the Bylaws.

**ARTICLE XIII**  
**COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

**ARTICLE XIV**  
**CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner consistent with (i) the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the United States Conference of Catholic Bishops and as interpreted by the Archbishop of Miami; (ii) the health care mission, philosophy and policies of the Member(s); and (iii) the provisions of these Articles of Incorporation and the Bylaws of the Corporation.

**ARTICLE XV**  
**INDEMNIFICATION**

The Corporation shall indemnify any Director or Officer or former Director or Officer for expenses and costs (including attorneys' fees) actually and necessarily incurred thereby in connection with any claim asserted against that person, by action or otherwise, by reason of such person being or having been such Director or Officer, except in relation to matters to which such person shall have been guilty of gross negligence or willful malice with respect to the manner in which indemnity is sought. By order of the Directors, the Corporation may, under comparable terms and limitations, indemnify employees and agents of the Corporation with respect to activities in the scope of their services performed on behalf of the Corporation.

**ARTICLE XVI**  
**DISSOLUTION**

Upon the dissolution of the Corporation, the Member(s) of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to Catholic Health Services, Inc., a Florida non-profit corporation, an organization exempt from taxation under Section 501(c)(3) of the Code, or if that corporation is not exempt from taxation under Section 501(c)(3) of the Code at the time of such disposition, then it shall be distributed to an organization exempt from taxation under Section 501(c)(3) of the Code at the

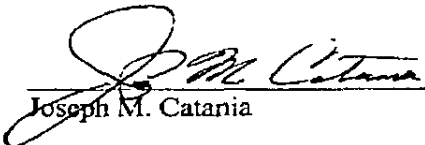
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direction of the current Member(s) of the Corporation. Any assets not so disposed of shall be disposed of by court of competent jurisdiction exclusively for such purposes or organizations organized and operated exclusively for such purposes, as said court shall determine.

**ARTICLE XVII**  
**AMENDMENT OF THE ARTICLES OF INCORPORATION**


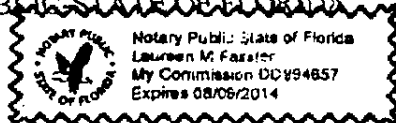
These Articles may be amended, altered, modified or revoked only by the Corporation's Member(s) in any manner which (i) does not contravene the purposes of the Corporation as set out in these Articles of Incorporation and would not adversely affects its status as an organization qualifying under Section 501(c)(3) of the Code; and (ii) is in accord with any agreements among all of the Member(s).

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal this 24<sup>th</sup> day of October, 2011, for the purpose of forming this Corporation not for profit under the laws of the State of Florida

  
\_\_\_\_\_  
Joseph M. Catania

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF BROWARD        )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of October, 2011, by Joseph M. Catania, as Incorporator of the Corporation. (Check One) [] He is personally known to me or [  ] he has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
At Large. 

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



J. Patrick Fitzgerald  
Registered Agent

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