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February 14, 2011

FLORIDA DEPARTMENT OF STATE

BON SECOURS - MARIA MANOR NURSING CARE CENTER, INC.
10300 4TH ST. N.
ST. PETERSBURG, FL 33716

SUBJECT: BON SECOURS - MARIA MANOR NURSING CARE CENTER, INC.
REF: N27215

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell
Regulatory Specialist II

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P.O BOX 6327 - Tallahassee, Florida 32314

BON SECOURS-MARIA MANOR NURSING CARE CENTER, INC.

(a nonprofit, nonstock corporation)

ARTICLES OF AMENDMENT AND RESTATEMENT

BON SECOURS-MARIA MANOR NURSING CARE CENTER, INC., a Florida nonstock, nonprofit corporation, hereby certifies that it wishes to amend and restate its Articles of Incorporation as currently in effect, so that its Articles of Amendment and Restatement shall henceforth be as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is:

BON SECOURS-MARIA MANOR NURSING CARE CENTER, INC.

SECOND: The Corporation is formed exclusively for religious, educational, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (and Treasury regulations promulgated thereunder or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), including:

- (1) To participate in the charitable health care system sponsored by Bon Secours Ministries throughout the United States, and globally, through which the health care mission of The Sisters of Bon Secours in the United States, Incorporated (the "Congregation"), the founding participating entity of Bon Secours Ministries, is furthered;
- (2) To fulfill, and to participate in, the charitable health care mission sponsored by Bon Secours Ministries throughout the United States, and globally, as it carries out its health care mission in accordance with the philosophy, mission and policies of Bon Secours Ministries and the directives and teachings of the Roman Catholic Church;
- (3) To participate in the activities and implement the operational policies and procedures pertaining to health care facilities and other enterprises sponsored by Bon Secours Ministries, or associated or affiliated with, Bon Secours Health System, Inc., a Maryland nonstock, nonprofit corporation ("BSHSI" or the "Member");
- (4) To benefit the Congregation and all other publicly supported organizations (within the meaning of Section 509(a)(1) or 509(a)(2) of the Code) in, or operating for the benefit of, the Bon Secours Health System in the United States by carrying out the health care mission of the Congregation in accordance with the philosophy, mission and policies of the Congregation, and in accordance with, and subject to, the directives and teachings of the Roman Catholic Church or in concert with one or more other publicly supported organizations which provide health care services in a manner that is consistent with the teachings of the Roman Catholic Church;

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(5) To perform all activities permitted corporations under the laws of the State of Florida, to the extent such activities are permitted by organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code and to the extent such activities are not inconsistent with the Corporation's non-private foundation status under Section 509(a) of the Code, including the making of distributions for charitable, religious, educational, and scientific purposes to organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, (a "Charity").

THIRD: Solely in furtherance of the purposes of the Corporation, the Corporation shall have all the powers permitted nonprofit, nonstock corporations under the laws of the State of Florida, to the extent such powers are permitted by or to a Charity and to the extent such powers are not inconsistent with the Corporation's non-private foundation status under Section 509(a) of the Code.

FOURTH: The Corporation shall be a membership corporation.

- (1) The sole member of the Corporation shall be Bon Secours Health System, Inc.
- (2) Except as otherwise required by law, these Articles of Amendment and Restatement (the "Articles") or other provision of the Bylaws, the following powers are reserved to the Member and are exercisable only by the act of the Member, or its delegate:
 - (i) To change the philosophy and mission, purposes or mission interests of the Corporation, or its ethical and religious standards;
 - (ii) To approve the use of the Bon Secours name and/or logo, or any other trade or service mark owned by the Congregation of BSHSI.
 - (iii) To approve any mission or vision statements of the Corporation.
 - (iv) To approve the scope and components of any formation program for governance and Senior and Executive Leaders.
 - (v) To select a canonical advisor for the Corporation.
 - (vi) To adopt the Corporation's strategic plans or any other long range plans of the Corporation.
 - (vii) To approve the Corporation's annual operating and capital budgets, and any amendments thereto.
 - (viii) To approve the submission of an application for any grant, loan or license from any governmental agency or private organization which might result

in the imposition of any conditions or requirements potentially inconsistent with the Directional Statement and mission of Bon Secours Ministries.

- (ix) To appoint or remove the members of the Board.
- (x) To appoint or remove the Chair and the President of the Corporation.
- (xi) To approve compensation arrangements for Senior and Executive Leaders, as defined within the Bon Secours Health System.
- (xii) To amend any provision of these Articles or the Bylaws of the Corporation.
- (xiii) To create any wholly-owned subsidiary Entity.
- (xiv) To create or enter any joint venture Entity, or to acquire, sell or transfer all or any part of any Interest in any Entity.
- (xv) To merge or consolidate the Corporation.
- (xvi) To dissolve or liquidate the Corporation, or sell all or substantially all of its assets.
- (xvii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony, regardless of value, or any real property assets of the Corporation (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property).
- (xviii) To incur or guarantee any indebtedness or series of indebtedness, either of which exceeds such amounts set forth by BSHSI from time to time.
- (xix) Other than in the ordinary course of business, to spend or enter into any commitment to spend, or to sell, transfer or convey, as part of any transaction or series of related transactions, cash or any non-real property assets of the Corporation, the aggregate fair market value of which exceeds such amounts set forth by BSHSI from time to time.
- (xx) To exercise any powers the Corporation may have with respect to any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity ("Entity") in which the Corporation holds an interest, either directly or indirectly (through one or more Entities). An "Interest" shall mean any stock, equity interest, membership interest, partnership interest or other interest in any Entity.

- (A) to change the philosophy and mission, purposes or mission interests of such Entity, or its ethical and religious standards.
- (B) to approve the use of the Bon Secours name and/or logo, or any other trade or service mark owned by the Congregation or BSHSL.
- (C) to approve any mission or vision statements of such Entity.
- (D) to approve the scope and components of any formation program for Senior and Executive Leaders.
- (E) to select a canonical advisor for such Entity.
- (F) to adopt the strategic plans or any other long range plans of such Entity.
- (G) to approve the annual operating and capital budgets of such Entity, and any amendments thereto.
- (H) to approve the submission by such Entity of an application for any grant, loan or license from any governmental agency or private organization which might result in the imposition of any conditions or requirements potentially inconsistent with the Directional Statement and mission of Bon Secours Ministries.
- (I) to appoint or remove any of the members of the board of directors or other governing body of such Entity.
- (J) to appoint or remove the chair and the president of such Entity.
- (K) to approve compensation arrangements for Senior and Executive Leaders, as defined within the Bon Secours Health System.
- (L) to amend the articles of incorporation or organization, bylaws, operating agreement, joint venture agreement, partnership agreement or other governing documents of such Entity.
- (M) to create any wholly-owned Entity in which such Entity is to hold an interest.
- (N) to create or enter any joint venture Entity, or to acquire, sell or transfer all or any part of any interest of such Entity in any other Entity.
- (O) to merge or consolidate such Entity.

- (P) to dissolve or liquidate such Entity, or sell all or substantially all of the assets of such Entity.
- (Q) to convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony, regardless of value, or any real property assets of such Entity (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially affect the value of the balance of the property).
- (R) to incur or guarantee any indebtedness or series of indebtedness by such Entity, either of which exceeds such amounts set forth by BSHSI from time to time.
- (S) other than in the ordinary course of business, to spend or enter into any commitment to spend, or to sell, transfer or convey, as part of any transaction or series of related transactions, cash or any non-real property assets of such Entity, the aggregate fair market value of which exceeds such amounts set forth by BSHSI from time to time.
- (T) to exercise any powers such Entity may have as a member of another Entity for activities that may require, pursuant to its articles of incorporation, bylaws, operating, partnership or joint venture agreement, or other governing document, stockholder, member, partner or participant approval.

FIFTH: The Corporation is not authorized to issue capital stock, and shall not be operated for profit.

SIXTH: The name and address of the resident agent of the Corporation in this State is Dale S. Webber, Buchanan Ingersoll & Rooney PC, 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602, who is a citizen and resident of this State.

SEVENTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The Corporation shall have between nine (9) and nineteen (19) Directors, as determined from time to time by the Member, who shall be appointed by the Member.

EIGHTH: The Corporation shall be operated, and the Board of Directors, the Member, and any officers or other representatives of the Corporation shall perform all duties and work of the Corporation, in a manner consistent with the mission and philosophy of Bon Secours Ministries and the teachings of the Roman Catholic Church, as presently existing and as each may be amended or altered from time to time.

NINTH: The following provisions are hereby adopted for defining, limiting and regulating the powers of the Corporation and of the Board of Directors and the Member:

(1) No part of the net earnings of the Corporation shall inure to the private or individual benefit of, or be distributable to, its 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, distributions, or donations in furtherance of the purposes set forth in Article SECOND hereof, including the making of such payments, distributions, or donations to its Member solely for the tax-exempt purposes of its Member.

(2) 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 distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office, except as otherwise provided in Section 501(h) of the Code.

(3) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to the Member or its successor, provided that the Member or its successor is exempt from tax under Section 501(c)(3) of the Code. If, upon dissolution, the Member or its successor is not in existence or is not an organization described in Section 501(c)(3) of the Code, the property remaining after providing for debts and obligations of the Corporation shall be distributed to Bon Secours, Inc. ("BSI") or its successor, provided that BSI or its successor is exempt from tax under Section 501(c)(3) of the Code.

(4) If, upon dissolution, the Member and BSI, or their respective successors, are not in existence or are not organizations described in Section 501(c)(3) of the Code, the property remaining after providing for debts and obligations of the Corporation shall be distributed, in conformity with the canon law of the Roman Catholic Church, to an organization exempt from tax under Section 501(c)(3) of the Code, as the Board of Directors may determine. Any of the Corporation's remaining assets not so disposed of shall be disposed of by a court sitting in equity or otherwise in the political subdivision in which the principal office of the Corporation is then located, in conformity with the canon law of the Roman Catholic Church, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are Charities organized and operated exclusively for similar purposes as those for which the Corporation is organized as described in these Articles.

(5) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Charity.

(6) The Member, the Board, and all Board committees shall operate pursuant to a substantial conflict of interest policy, which shall contain appropriate provisions regarding: (i) disclosure by interested persons of financial interests and all material facts relating thereto; (ii) procedures for determining whether the financial interest of any interested person may result in a conflict of interest; (iii) procedures for addressing any conflict of interest after determining that a conflict of interest exists; (iv) procedures for adequate record keeping regarding review and determinations regarding potential or actual conflicts of interest transactions; (v) procedures for ensuring that the conflict of interest policy is distributed to all directors, officers, and members of committees and that all covered persons acknowledge receipt and agree to comply with the policy; and (vi) such other provisions as shall be deemed appropriate. The substantial conflict of interest policy may be set forth in any one or more of the following: the Corporation's articles, bylaws, regulations, procedures, board resolutions, or board policies.

(7) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Code:

(a) The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(8) The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any organization which is a Charity, and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

TENTH: The duration of the Corporation shall be perpetual.

ELEVENTH: The mailing address of the principal office of the Corporation is 10300 4th Street North, St. Petersburg, Florida 33716.


TWELFTH: Subject to the requirements of law, these Articles of Amendment and Restatement may be amended solely by action of the Member.

The Board of Directors of the Corporation has duly approved these Articles of Amendment and Restatement pursuant to a resolution dated November 16, 2010.

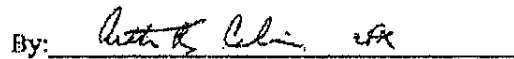
The Member of the Corporation has duly approved these Articles of Amendment and Restatement pursuant to a resolution dated February 3, 2011.

IN WITNESS WHEREOF, these Articles of Amendment and Restatement are signed for and on behalf of the Corporation by its President and its Secretary, who acknowledge that these Articles of Amendment and Restatement are the act of the Corporation, and who state, under the penalties for perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of their knowledge, information and belief.

ATTEST:


Robert Sherman
Secretary

BON SECOURS-MARIA MANOR NURSING
CARE CENTER, INC.

By: 
Arthur Caliman, CFX
President

[Being the signature page to Articles of Amendment and
Restatement for Bon Secours-Maria Manor Nursing Care Center, Inc.]