



Buchanan Ingersoll
ATTORNEYS

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October 23, 2000

PRINCIPAL LOCATIONS

PHILADELPHIA
PITTSBURGH
PRINCETON
LOS ANGELES
MIAMI
BUFFALO
NEW YORK CITY
HARRISBURG
TAMPA
WASHINGTON, DC

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Franciscan Center Tampa, Florida, Inc.

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-10/26/00--01067--014
*****35.00 *****35.00

To Whom It May Concern:

Enclosed is one original and one copy of the Articles of Amendment to Amended Restated Articles of Incorporation of Franciscan Center of Tampa, a Florida not for profit corporation.

Further enclosed is a check in the amount of \$35.00 to cover the appropriate filing fee.

Very truly yours,

Dale S. Webber

DSW/kh
Enclosures

Dale Webber GAVE

AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 11/6
DOC. EXAM. TR

Amended & Restated

FILED
00 OCT 26 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

of

Franciscan Center, Tampa, Florida, Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Articles amended in their entirety as set forth in Exhibit "A"

SECOND: The date of adoption of the amendment(s) was: June 17, 2000

THIRD: Adoption of Amendment (CHECK ONE)

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

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

Dated October 20, 19 2000

Franciscan Center, Tampa, Florida, Inc.

Corporation Name

By Sister Catherine Cahill, MSW
(Chairman, Vice Chairman, President or other officer)

I accept the designation
as Registered Agent for
the above corporation.

Sr. Catherine Cahill, OSF

Typed or printed name

President

Title

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRANCISCAN CENTER, TAMPA, FLORIDA, INC.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation is Franciscan Center, Tampa, ^{Florida, Inc.,} and the principal place of business of the corporation shall be located at 3010 Perry Avenue, Tampa, Florida 33603.

ARTICLE II

DEFINITIONS

For the purpose of these Amended and Restated Articles of Incorporation, the terms herein referred to shall have the following meanings:

- (a) The term "Act" means the Florida Not For Profit Corporation Act, or any successor law, as the same may be amended from time to time.
- (b) The term "Bylaws" means the Bylaws of the Corporation, as the same may be further amended or revised from time to time.
- (c) The term "Corporation" means Franciscan Center, Tampa, ^{Florida, Inc.,} a Florida not for profit corporation, unless, from its context or use, it clearly has a different meaning.

ARTICLE III

PERIOD OF EXISTENCE

The period of existence of the Corporation shall be perpetual.

ARTICLE IV

PURPOSES

This Corporation is organized and shall operate exclusively for religious, charitable, scientific and educational purposes-within the meaning of Section 501(c)(3) of the Internal

Revenue Code of 1986, as amended; and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities. More particularly, the purposes of this Corporation are as follows:

(a) To offer, establish, provide, oversee and promote facilities, programs and services in support of and in furtherance of the mission and charism of the Congregation of the Franciscan Sisters of Allegany, New York (the "Congregation"). Such activities are advanced through public charitable works including educational programs, healthcare, social and pastoral service, spiritual formation, protective and supportive services for elderly, ill or aged including such services for publicly vowed members of Roman Catholic religious orders. These public charitable purposes shall be carried out consistently with the tradition of the Third Order Regular of St. Francis of Assisi by service to all persons without regard to race, creed, color, national origin, gender, age, handicap or economic status.

(b) To promote the health and welfare of the communities served by encouraging the establishment and/or operation of facilities and/or programs which are related to or will be beneficial to healthcare and/or the creation of healthier communities by, in particular, supporting programs which strive to promote social justice, improve the health, wellness and quality of life of the marginalized, economically poor, and women, and address environmental concerns;

(c) To contribute to capital, make loans and grants, and provide other financial assistance to charitable programs.

(d) To solicit and receive contributions from whatever sources, whether unrestricted or for designated purposes, and hold the same for such designated purposes or subject to such conditions as may be specified in the terms of the gift or grant.

ARTICLE V

LIMITATIONS 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 distributed to its Members, 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 provision of these Bylaws, 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 Internal Revenue Code of 1986, as amended (the "Code"), or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE VI

MEMBERSHIP

Members of this Corporation shall be the General Minister, Associate Minister and the General Councilors of the religious congregation of Franciscan Sisters of Allegany, New York (the "Congregation"). The President of the Corporation shall serve as a Member of the Corporation in an ex officio capacity without the right to vote. The General Minister of the Congregation shall serve as the Chairperson of the Members. The Associate Minister of the Congregation shall serve as the Vice-Chairperson of the Members. The General Secretary of the Congregation shall serve as the Secretary of the Members. The Members shall have such reserved powers as set forth in the Bylaws of the Corporation.

ARTICLE VII

BOARD OF DIRECTORS

Subject to the reserved rights of the Members set forth in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by its Board of Directors. The number of Directors shall be not less than (5) and not more than fifteen (15) persons. Except as otherwise provided in these Articles of Incorporation, provision 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 VIII

OFFICERS

The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer. The Corporation may have such other officers as determined from time to time by the Board of Directors. The officers shall have such powers and responsibilities as provided in the Bylaws.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation and the registered agent of the Corporation is Sr. Catherine Cahill, 3010 Perry Avenue, Tampa, Florida 33603.

ARTICLE X

DISSOLUTION

Subject to any approvals described in the Bylaws or in the Articles of Incorporation, 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, claims, and liabilities, shall be distributed to the Franciscan Sisters of Allegany, New York, Inc. 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 Franciscan Sisters of Allegany, New York, Inc., subject to any approvals described in the Bylaws or the Articles of Incorporation. 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 XI

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended only by the Members as provided in the Bylaws of the Corporation.