

N94000002593

LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS
2290 FIRST NATIONAL BUILDING
DETROIT, MICHIGAN 48226-3583
FAX (313) 962-0178

LEE ANN JONES
Legal Assistant
TELEPHONE: (313) 258-7304
E-MAIL: laj@honigman.com

WEST PALM BEACH, FLORIDA
LANSING, MICHIGAN

September 18, 1997

200002304712--7
-09/26/97--01065--011
*****70.00 *****35.00

VIA FEDERAL EXPRESS

Florida Department of State's Office
Division of Corporations, Amendment Department
409 E. Gaines
Tallahassee, FL 32314

Re: Amended Articles of Incorporation

Dear Sir/Madam,

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation for the Florida Business Corporation and the Florida Not For Profit Corporation, set forth below:

1. Articles of Amendment to Articles of Incorporation of HealthPoint Medical Group, Inc. (Corp: N94000002593), a Florida not for profit corporation.
2. Articles of Amendment to Articles of Incorporation of HealthPoint Management Services, Inc. (Corp: P96000015507), a Florida business corporation.

These Amended Articles of Incorporation were executed pursuant to the Florida Business Corporation Act and the Florida Not For Profit Corporation Act, as amended, and shall be filed with the Florida Secretary of State.

A check in the amount of \$70.00 payable to the Florida Secretary of State is enclosed to cover the filing fee. Please return a date-stamped copy of the filed documents in the enclosed Federal Express envelope.

FILED
97 SEP 19 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP 19 AM 11:12
DIVISION OF CORPORATIONS

JW
9/24

Amend

HONIGMAN MILLER SCHWARTZ AND COHN

Florida Department of State's Office

September 18, 1997

Page 2

Thank you for your assistance with this filing. If I may provide any additional information, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Lee Ann Jones".

Lee Ann Jones

LAJ/pap

enc.

cc: Stuart M. Lockman, Esq. (w/o enc.)

Tracy E. Silverman, Esq. (w/enc.)

DET03/169187.1

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
HEALTHPOINT MEDICAL GROUP, INC.**

FILED
97 SEP 19 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The Articles of Incorporation of HealthPoint Medical Group, Inc., a Florida not for profit corporation (the "Corporation"), are hereby amended to add the following Article I to the beginning thereof, and current Articles I - XIV are renumbered accordingly:

ARTICLE I
DEFINITIONS

For the purposes of these Articles of Incorporation, the terms herein referred to shall have the following meanings:

1. The term "Act" means the Florida Not for Profit Corporation Act, as the same may be amended from time to time.

2. The term "Board" or "Board of Trustees" means the board of trustees of the Corporation and the term "Trustee" means an individual member of the Board, unless, from their context or use, such terms clearly have different meanings.

3. The term "Bylaws" means the Bylaws of the Corporation, as the same may be amended or restated from time to time.

4. The term "Corporation" means HealthPoint Medical Group, Inc., a Florida not for profit corporation, unless, from its context or use, it clearly has a different meaning.

5. The term "Member" means St. Joseph's Health Care Center, Inc. in its capacity as corporate member of the Corporation.

2. Article VI of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE VI

MEMBER

The Member of the Corporation shall be St. Joseph's Health Care Center, Inc., and any and all references to the Corporation's "Limited Member" in the Articles of Incorporation shall be deleted, and such provisions shall be given no effect. The Member shall have such rights and powers as are specified in these Articles of Incorporation, in the Bylaws of the Corporation, and in the Act, as the same may be amended from time to time. In furtherance of the foregoing, the Member reserves to itself in its capacity as the corporate member of the Corporation the following two categories of actions: Class I Member reserved rights and Class II Member reserved rights.

A. Class I Member Reserved Rights.

1. Addition, deletion or reconfiguration of services of the Corporation.
2. Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.
3. Exclusive authority to enter into managed care contracts on behalf of the Corporation.
4. Approval of contracts on behalf of the Corporation (but the Member may establish policies from time to time providing that only specific types of contracts or contracts involving obligations in excess of specified levels need to be approved by the Member).
5. Authority to establish fees and charges on behalf of the Corporation.
6. Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.
7. Establishment of employment and other policies applicable to all personnel employed by the Corporation.

8. Approval of the philosophy, mission statement and purposes of the Corporation.

9. Approval of changes in these Articles of Incorporation or in the Bylaws of the Corporation.

10. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.

11. Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Member.

12. Approval of the establishment of additional affiliates or subsidiaries of the Corporation.

13. Adoption of strategic plans or major changes in programs or services of the Corporation.

14. Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Member.

B. Class II Member Reserved Rights.

1. Approval of the philosophy, mission statement and purposes of the Corporation.

2. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form causing a fundamental reorganization of the Corporation.

3. Approval of any sale, long term lease, mortgage, encumbrance or disposition of property of the Corporation constituting an "alienation" under principles of canon law.

4. Approval of matters relating to the implementation of and compliance with the Ethical and Religious Directives for Catholic Health Care Services, as the same may be revised from time to time.

5. Approval of substantive changes in these Articles of Incorporation and the Bylaws of the Corporation (provided that prior notice of any change in these Articles of Incorporation of the Corporation or the Bylaws of the Corporation shall be provided to Franciscan Sisters of Allegany Health System, Inc. ("FSAHSI") and, if such change, as a result of FSAHSI being a Catholic entity, must be approved by the members of FSAHSI, such change, regardless of whether it is substantive as a matter of civil law, shall be subject to the approval of FSAHSI).

6. Subject to Section B.3 above, with regard to any assets of the Corporation no longer required in the operations of the Corporation, approval of any sale or other disposition of any assets not in the ordinary course which have a value in excess of \$3 million, and with regard to all other assets of the Corporation used in the operations of the Corporation, approval of any sale or other disposition of such assets not in the ordinary course (but the foregoing is not intended to limit any transfer of the location of the assets from the Corporation to another entity in connection with a duly authorized reconfiguration of services).

7. The determination of the distribution of assets upon dissolution or liquidation of the Corporation.

3. Article VII of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE VII **BOARD OF TRUSTEES**

Subject to the rights reserved to the Member below, the business and affairs of the Corporation will be managed by or under the direction of the Corporation's Board of Trustees. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the

Board of Trustees shall be governed by the Bylaws of the Corporation.

4. Article XI of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

**ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION
AND BYLAWS**

These Articles of Incorporation and the Bylaws of the Corporation may be amended as provided in the Bylaws of the Corporation.

5. Article XIII of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and Article XIV is renumbered accordingly.

These amendments were duly adopted by the Member at a meeting of the Member on 6/11, 1997, and by the Directors and Members of FSAHSI at a meeting of the Directors and Members on 4/10, 4/12, 1997, and the number of votes cast for the amendment was sufficient for approval.

Signed this 1st day of July, 1997

By: Lee C. Kirkman
Lee C. Kirkman
Its: President