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ACCOUNT NO. : 072100000032

REFERENCE : 628944 49198

AUTHORIZATION :

000001526960
-06/29/95--01046--006
****122.50 ****122.50

COST LIMIT : 9 PPD

ORDER DATE : June 29, 1995

ORDER TIME : 11:0 AM

ORDER NO. : 628944

CUSTOMER NO: 49198

CUSTOMER: Andrew F. Dunstan, Legal Asst
HONIGMAN MILLER SCHWARTZ
& COHN
222 Lakeview Avenue, Suite 800
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: HOLY CROSS MEDICAL PROPERTIES,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

FILED
95 JUN 29 AM 8 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JUN 30 1995

**ARTICLES OF INCORPORATION
OF
HOLY CROSS MEDICAL PROPERTIES, INC.
(a Florida not for profit corporation)**

FILED
95 JUN 29 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator for a not for profit corporation, under the applicable Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be Holy Cross Medical Properties, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of the principal office of the Corporation shall be 4725 N. Federal Highway, Ft. Lauderdale, Florida 33308 and the mailing address of the Corporation shall be 4725 N. Federal Highway, Ft. Lauderdale, FL 33308.

ARTICLE III

PURPOSE

The purposes for which the corporation is organized are as follows:

to own, hold, lease, otherwise deal with real property and to collect income from said property, pay all expenses attendant to owning, holding or leasing the said property, and to remit all net income in excess of said costs to Holy Cross Hospital, Inc. ("HCH"), so long as HCH is an organization which is exempt from Federal income taxation pursuant to Section 501(a) of the Internal Revenue Code of 1986 as now enacted or hereinafter amended (the "Code"), or to a successor corporation which is itself so exempt. The Corporation shall have only such powers as are required by, and are consistent with, the foregoing purposes, including the power to lease, mortgage, encumber and to use the real property and specifically to own, construct, maintain and operate the property for the benefit and support of HCH, or its qualified successor corporation which is itself exempt from taxation pursuant to Section 501(a) of the Code, and such other powers which are consistent with the foregoing purposes and which are afforded to the Corporation by the Florida statutes and any further law as

amendatory thereof and supplementary thereto; provided, further, that the Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(2) 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 described in Sections 501(c)(2) of the Code.

ARTICLE IV

MEMBERS

Effective as of the date of the filing of these Articles of Incorporation, HCH shall be the sole voting member of the Corporation (the "Corporate Member").

ARTICLE V

EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VI

RESERVED POWERS

The activities, property and affairs of the Corporation shall be managed and controlled by its Board of Trustees, subject to the reservation of the following powers and responsibilities to HCH, which shall retain and exercise such powers in accordance with its Bylaws and the laws of the State of Florida:

- (a) to approve the statement definition, implementation and official interpretation of the philosophy and mission of the corporation consistent with the mission of the Roman Catholic church;
- (b) to approve all amendments, modifications and alterations to the Articles of Incorporation of the Corporation and the Bylaws of the Corporation;

- (c) to elect, fix the number and remove, with or without cause the Trustees of the Corporation;
- (d) to elect and remove with or without cause the Chairperson and President of the Corporation as provided for in the Bylaws of the Corporation;
- (e) to make recommendations to Holy Cross Health Corporation and to the Sisters of Mercy of the Americas, Pittsburgh Regional Community with respect to the sale, transfer, long-term lease or long-term encumbrance of real estate which constitutes Church property, and in accordance with Canon Law;
- (f) to approve any merger, consolidation, dissolution or transfer of substantially all assets of or by the Corporation or any subsidiary or subordinate organization;
- (g) to approve the annual operations of the capital budgets of the Corporation in conformance with the mission and philosophy of the Corporation;
- (h) to approve the Corporation's strategic plans;
- (i) to evaluate the Corporation;
- (j) to authorize financial transactions of the Corporation involving expenditures, guarantees or incurrence of indebtedness in amounts exceeding \$200,000 per transaction; and
- (k) to approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self insurance fund.

The Corporation acknowledges that the Corporate Member has reserved certain powers to its sole member, Holy Cross Health Corporation ("HCHC"), which has reserved powers to Eastern Mercy Health System ("EMHS") and the Sisters of Mercy of the Americas, Pittsburgh Regional Community. Action required by the Corporate Member as to the Corporation for which actions by HCHC or EMHS is required by the

governance documents of HCH, HCHC, or EMHS shall not be effective unless and until the Corporation shall have received notice of appropriate action having been taken by HCH, HCHC, and EMHS, as required, and the Corporation may rely conclusively on a writing by HCH indicating such actions have been taken.

ARTICLE VII

MERGER AND CONSOLIDATION

The Corporation shall not merge or consolidate with any Corporation unless its successor Corporation is an organization qualifying for exemption from Federal income tax by virtue of being an organization described in either Section 501(c)(2) or 501(c)(3) of the Code.

ARTICLE VIII

DISSOLUTION

Upon the dissolution and liquidation of the Corporation, all of its assets, after paying or making provision for payment of all of its known debts, obligations and liabilities, shall be distributed to HCH, so long as HCH is an organization exempt from Federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code, or shall be distributed among one or more corporations, trusts, funds or organizations located in Broward County, Florida, which at the time are exempt from Federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of the Corporate Member have purposes most closely allied to those of the Corporation, subject to any approvals described in Article VI above. Any such assets not so disposed of shall be disposed of by a court of

competent jurisdiction exclusively to one or more of such 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. This Article will not be subject to amendment, modification, or revocation.

ARTICLE IX

The collateralization, hypothecation, pledge or other encumbrance of the revenues or assets of the Corporation or allocation, transfer, assignment of assets outside of Broward County or establishment of mission activities outside of Broward County shall require the approval of three-fourths of the full Board of Trustees and the approval of the Corporate Member upon action of its Board of Trustees. HCHC, EMHS and the Sisters of Mercy are prohibited to obligate, collateralize, pledge or allocate the assets of the Corporation outside of Broward County except as approved by the Trustees above. This Article will not be subject to amendment, modification or revocation.

ARTICLE X

TRUSTEES

The manner in which the Trustees are to be elected or appointed is as stated in the Bylaws.

The Corporation shall have three (3) Trustees initially. The number of Trustees may be increased from time to time pursuant to the Bylaws of the Corporation, but shall never be less than three (3) nor more than five (5). The names and addresses of the initial Trustees of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Ray Budrys	Holy Cross Hospital, Inc. 4725 North Federal Highway Ft. Lauderdale, FL 33308
Robert Granger	Holy Cross Hospital, Inc. 4725 North Federal Highway Ft. Lauderdale, FL 33308
Dan Comrie	Holy Cross Hospital, Inc. 4725 North Federal Highway Ft. Lauderdale, FL 33308

ARTICLE XI

INCORPORATOR

The name and address of the incorporator of these Articles is:

Holy Cross Hospital, Inc.
4725 N. Federal Highway
Ft. Lauderdale, Florida 33308

ARTICLE XII

REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Corporation is:

Holy Cross Hospital, Inc.
4725 N. Federal Highway
Ft. Lauderdale, FL 33308
Attention: President

ARTICLE XIII

INSURANCE AND INDEMNIFICATION

The Corporation shall indemnify to the fullest extent authorized or permitted by law, any person and his or her heirs, executors, administrators and legal representatives, who is made or threatened to be made a party to an action, suit or a proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a trustee, officer, employee or agent of the Corporation or serves or served any other organization in any such capacity at the request of the Corporation. Such indemnification shall include, without limitation, the advancement of expenses when allowed pursuant to applicable law. The Board of Trustees shall have the authority to purchase liability insurance in such amounts as it deems proper to indemnify any person who is or was a trustee, officer, employee, or agent of the Corporation or serves or served any other organization in any such capacity at the request of the Corporation to the fullest extent permitted by law.

ARTICLE XIV


AMENDMENTS

The Bylaws of the Corporation may be amended, in whole or in part, or otherwise altered upon the recommendation of the Board of Trustees of the Corporation and approval by the Corporate Member.

These Articles of Incorporation may be amended, repealed or restated Articles of Incorporation may be adopted only upon the approval of the Corporate Member, subject to the restrictive provisions in these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator of the above named Corporation, has hereunto signed these Articles of Incorporation on this 27th day of June, 1995.

HOLY CROSS HOSPITAL, INC., a Florida not for profit corporation, Sole Incorporator

By: 

Its: PRESIDENT & CHIEF EXECUTIVE
OFFICER

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article XII of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of those statutes relative to the proper and complete discharge of its duties.

Dated this Five 27th day of June, 1995.

HOLY CROSS HOSPITAL, INC., a Florida not
for profit corporation

By: _____

Its: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA