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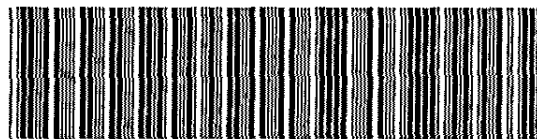
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 APR 28 PM 4:21

Amended & Restated
Art.

05/09/05

DC

Buchanan Ingersoll
ATTORNEYS

Linda L. Fleming
813-222-8199
flemingll@bipec.com

SunTrust Financial Centre
401 E. Jackson Street, Suite 2500
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April 27, 2005

VIA OVERNIGHT MAIL

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment

Dear Sir or Madam:

We have enclosed original Restatements and Amendment of the Articles of Incorporation for following Florida entities:

1. Holy Cross Health Ministries, Inc.
2. Holy Cross Long Term Care, Inc.
3. Holy Cross Hospital, Inc.

In addition, we have enclosed three (3) checks from this law firm in the amount of \$43.75, for the filing fee of \$35.00 per document and certified copy fee of \$8.75 per document. Please provide the certified copies to me at your earliest convenience.

If you have any questions or would like to discuss this matter further, please contact me at (813) 222-8199. Thank you.

Sincerely,


Linda L. Fleming

Enclosures

cc: Gerald M. Morris, Esq. (w/enclosures)
Dale S. Webber, Esq. (w/enclosures)

SECOND RESTATEMENT AND AMENDMENT OF
ARTICLES OF INCORPORATION
OF
HOLY CROSS LONG TERM CARE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 APR 28 PM 4:21

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the sole member and the trustees of Holy Cross Long Term Care, Inc. (the "Corporation"), consented to and adopted this Second Restatement and Amendment of Articles of Incorporation of the Corporation which Articles of Incorporation were originally filed on August 26, 1997.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation shall be Holy Cross Long Term Care, Inc. and the location of the current principal office and mailing address of the Corporation is 4725 North Federal Highway, Fort Lauderdale, Florida 33308. The Corporation may also have offices at such other places within or outside the State of Florida as the business of the Corporation may require or the Board of Trustees of the Corporation may authorize.

ARTICLE II

PURPOSES

The Corporation shall be organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of 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 as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are to advance, promote and support through Catholic Health East, a Pennsylvania nonprofit corporation ("CHE"), and its successors and constituent corporations, the Catholic healthcare

ministries and Catholic healthcare mission of the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, a religious institute of the Roman Catholic Church or its canonical successors (the "Sponsoring Organization" or "Sisters of Mercy"), and to do any and all acts that are necessary, proper, useful, incidental or advantageous to the above-stated purposes in conformity with the ethical and moral teachings of the Roman Catholic Church, the traditions, spirit and charism of the Sponsoring Organization and the Ethical and Religious Directives for Catholic Health Care Services as promulgated and amended from time to time by the United States Conference of Catholic Bishops. This Corporation shall be operated in accordance with the canon law of the Roman Catholic Church. All governance and property disputes shall be resolved in accordance with the canon law as interpreted and applied by competent ecclesiastical authority. This Corporation shall operate under the philosophy and guidance of the Corporate Member, as hereafter defined, without regard to race, creed, color, gender, age, national origin or ability to pay. Notwithstanding the foregoing:

(a) The Corporation will not be operated for 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 distributable to its Corporate Member, trustees, officers or other private individuals, except to the extent permitted by Florida statutes and except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the exempt purposes set forth therein.

(b) 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office in violation of any provisions applicable to corporations exempt from taxation under Section 501 (a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

To carry out its purposes the Corporation shall have the following powers:

(i) to acquire, construct, maintain and operate a nursing home facility or nursing home facilities and to do any and all things that may be necessary, advisable or customary in connection with the establishment, maintenance and operation of a nursing home facility or nursing home facilities, and all related activities and undertakings;

(ii) to solicit, raise, and receive funds and endowments for the purpose of carrying out the purposes of the Corporation;

(iii) to purchase, own, hold, build up, rent, or lease property, both real and personal; to acquire by gift, devise, bequest or otherwise, property of any kind and character;

mortgage, or otherwise dispose of, or encumber, any of such property; to contract and sue, and be sued in its corporate name; to have a corporate seal; and to have any and all statutory and common law powers of a corporate not-for-profit;

(iv) to make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes;

(v) to operate, promote, and support health care facilities and other charitable programs and activities consistent with the philosophy and mission of the Corporation;

(vi) to operate as a Constituent Corporation (as hereinafter defined) within the CHE system and promote and support the ministries and programs of CHE and its Constituent Corporations, wherever situate; and

(vii) in general, to do any and all things as may be necessary, or proper, to carry out the purposes for which this Corporation is formed.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IV

MEMBERSHIP

Section 1. The sole member of the Corporation shall be Holy Cross Health Ministries, Inc., a Florida not-for-profit corporation (the "Regional Health Corporation," "Member" or "Corporate Member"). The Corporate Member and the Corporation both participate in the health care system of CHE. The Corporate Member shall be entitled to all rights and powers of a member under Florida law, these Articles of Incorporation and the Bylaws of the Corporation.

Section 2. Certain powers have been expressly reserved to the Corporate Member, CHE and the Sponsoring Organization in these Articles of Incorporation and the Bylaws of the Corporation. Action by the Corporation shall not be taken until the Corporate Member, acting through its Board of Trustees, and, in some cases, CHE, acting through its Board of Directors, and the Sponsoring Organization, as applicable, shall have exercised their respective reserved powers in accordance with their respective governance documents. Action by the Corporation with respect to which action by the Corporate Member or CHE is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by the respective party. The following powers are reserved to the Corporate Member and CHE as indicated:

(a) As reserved to the Board of Trustees of the Corporate Member:

(i) Approve the amendment or restatement of the Articles of Incorporation of the Corporation, in whole or in part, and recommend the same to CHE for adoption.

(ii) Approve the amendment or restatement of sections or provisions of the Bylaws of the Corporation concerning any of the following: (A) the name and purposes of the Corporation (including philosophy and mission); (B) the identity, reserved powers and all other matters pertaining to actions of the Member and CHE (both as defined heretofore or hereafter); (C) the authority and membership (including election, composition and removal) of the Board of Trustees of the Corporation; and (D) the authority and responsibilities of and related to the President of the Corporation, including appointment and removal (the "Key Bylaws Provisions"), and recommend the same to CHE for adoption.

(iii) Approve the amendment or restatement of non-Key Bylaws Provisions of this Corporation, in whole or in part.

(iv) Appoint and remove Trustees of the Corporation, with or without cause.

(v) Appoint and remove the Chief Executive Officer of the Corporation.

(vi) Approve the official interpretation of the philosophy and mission of the Corporation.

(vii) Require the Corporation or any committee of the Corporation to report to the Board of Trustees of the Corporate Member on any matter relating to the Corporation's property, affairs, business and concerns.

(viii) Approve the strategic plan of the Corporation, and recommend the same to CHE for adoption as part of the consolidated strategic plan of the regional health system of the Corporate Member.

(ix) Approve the annual operating plan and budget of the Corporation and recommend the same to CHE for adoption as part of the consolidated operating plan and budget of the regional health system of the Corporate Member.

(x) Approve significant budget variances of the Corporation, as well as transactions that will result in either the acquisition, renovation or improvement of an asset, or the sale, lease, encumbrance or disposal of an asset in excess of limits or subject to other conditions as determined from time to time by the Board of Trustees of the Corporate Member (the "Financial Transactions") and if the amount of any Financial Transaction exceeds the lower of \$5,000,000 or twenty-five percent (25%) of the total historical costs of the entity's combined land and buildings (the "Significant Financial Transactions"), approve those Significant Financial Transactions, and recommend the same to CHE for adoption and authorization.

(xi) Approve contracts, transactions, commitments or other obligations to be entered into or incurred by the Corporation and that are in excess of limits or subject to other conditions as determined from time to time by the Board of Trustees of the Corporate Member.

(xii) Approve the establishment or dissolution of organizational relationships by the Corporation including without limitation subsidiary corporations, and significant partnerships, joint ventures and mergers as defined by the CHE governance documents which include CHE's Articles of Incorporation, Bylaws, and policies and procedures as approved from time to time (collectively, the "CHE Governance Documents"), and recommend the same to CHE for adoption and authorization.

(b) As reserved to the CHE Board of Directors:

(i) Adopt, amend, modify or restate the Articles of Incorporation of the Corporation, in whole or in part, or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(ii) Adopt, amend, modify or restate the Key Bylaws Provisions of the Corporation, in whole or in part, or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(iii) Approve and authorize Significant Financial Transactions and significant budget variances of the Corporation, or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(iv) Approve and authorize the establishment or dissolution of organizational relationships by the Corporation, including without limitation subsidiary corporations, and significant partnerships, joint ventures and mergers as defined by the CHE Governance Documents, or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(c) As reserved to the Sponsoring Organization:

Ratification of those mergers, consolidations, dissolutions or other fundamental corporate reorganization of the Corporation, as required by canon law and CHE policies consistent therewith.

Section 3. Member Action. Any action required or permitted to be taken by either CHE or the Corporate Member of the Corporation under applicable law, these Articles of Incorporation or the Bylaws may be taken without a meeting, without prior notice and without a vote, if CHE or the Corporate Member, as applicable, gives its written consent to such action. The written consent of CHE or the Corporate Member shall be evidenced by a consent resolution signed by an officer of CHE or the Corporate Member, as applicable. Following action by CHE or the Corporate Member, the President of CHE or the Corporate Member, as applicable, shall be authorized and empowered to execute a written consent resolution evidencing the action taken.

Section 4. Action With Respect to Constituent Corporations. Action by the Corporate Member of the Corporation is required for the exercise of certain powers reserved to the Corporation from any corporation controlled directly or indirectly by the Corporation or the Corporate Member (the "Constituent Corporations"). Action by the Corporation with respect to Constituent Corporations for which action by the Corporate Member's Board is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by the Corporate Member's Board or the Corporate Member, as appropriate.

ARTICLE V

MERGER OR CONSOLIDATION

The Corporation shall not merge or consolidate with any corporation unless its successor corporation is a corporation or organization described in Section 501(c)(3) of the Code.

ARTICLE VI

DISSOLUTION

In the event the Corporation shall be dissolved and liquidated the plan of distribution shall provide that distributions shall be made to Holy Cross Hospital, Inc., a Florida not-for-profit corporation or its successors (collectively "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. Any distributions not so made, shall be made to one or more corporations, trusts, funds or other 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, and have purposes closely allied with those of the Corporation and the Board of Trustees, after paying or making provisions for payment of all of the known liabilities of the Corporation, shall develop and recommend to the Corporate Member of the Corporation the adoption of a plan of distribution which identifies those organizations to which such distributions will be made; provided, however, that any such plan of distribution shall provide for the distribution of unused gifts and donations consistent with the donor's intent, purpose, and subject to any geographic restrictions as to such use. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The name and address of the registered agent and office of the Corporation is:

Holy Cross Hospital, Inc.
4725 North Federal Highway
Fort Lauderdale, Florida 33308
Attention: President

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be adopted, amended, supplemented, modified, altered, restated or repealed, in whole or in part, or otherwise altered or restated, by CHE without the need for action or recommendation by the Corporate Member or the Board of Trustees of the Corporation.

ARTICLE IX

INCORPORATOR

The name and address of the original incorporator is as follows:

Holy Cross Hospital, Inc.
4725 North Federal Highway
Fort Lauderdale, Florida 33308

ARTICLE X

THE BOARD OF TRUSTEES

Subject to the reserved rights of the Corporate Member, CHE and/or the Sponsoring Organization set forth in these Articles of Incorporation and in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by the Corporate Member, CHE or the Sponsoring Organization. The Board of Trustees shall be appointed, removed and hold office and shall consist of not less than three persons and, subject to that limitation, the number of trustees may be increased or decreased from time to time as provided for by the Bylaws. Trustees shall be elected as provided in the Bylaws of the Corporation. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of appointment and removal, term of office, time and place of meetings, and powers and duties of the Board of Trustees of the Corporation shall be governed by the Bylaws of the Corporation.

The initial Board of Trustees consisted of:

NAME	ADDRESS
Robert P. Granger	Holy Cross Hospital, Inc. 4725 North Federal Highway Fort Lauderdale, Florida 33308
Matthew A. Moore	Holy Cross Hospital, Inc. 4725 North Federal Highway Fort Lauderdale, Florida 33308
Sister Susan Welsh, RSM	Sisters of Mercy 3333 Fifth Avenue Pittsburgh, PA 15213

ARTICLE XI

INDEMNIFICATION AND INSURANCE

Unless otherwise mandated by the Bylaws of the Corporation, the Corporation shall have the authority to indemnify to the fullest extent authorized or permitted by law, any person and its, his or her successors, assigns, heirs, executors, administrators and legal representatives, who is made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a Member, trustee, Sponsoring Organization, officer, employee or agent of the Corporation or serves or served any other organization in any such capacity at the request of the Corporation (severally and collectively "Indemnitees"). 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 the Indemnitees, to the fullest extent permitted by law.

ARTICLE XII

ADOPTION PURSUANT TO FLORIDA LAW

The Second Restatement and Amendment of the Articles of Incorporation included herein has been adopted pursuant to Florida corporate law (Florida Statute Section 617.1007 as amended from time to time), and there is no discrepancy between the original Certificate as heretofore amended other than the inclusion of amendments or omission of matters of historical interest.

ARTICLE XIII

ADOPTION

This Second Restatement and Amendment of Articles of Incorporation of Holy Cross Long Term Care, Inc., was adopted by the sole member on or about December 13, 2004.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be duly executed on this 25 day of April, 2005.

HOLY CROSS LONG TERM CARE, INC.

By: 

John C. Johnson, President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to act as registered agent for, and to accept service of process on behalf of, Holy Cross Long Term Care, Inc. (the "Corporation"), at the place designated in Article VII of the Second Restatement and Amendment of Articles of Incorporation of the Corporation, the undersigned hereby agrees to act in such capacity, and further agrees to comply with the provisions of applicable statutes relative to the proper and complete discharge of its duties.

Dated this 25 day of April, 2005.

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

By: 

John C. Johnson, President