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December 5, 1997

VIA HAND DELIVERY

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
ATTN: Cheryl / Amendment Section

Re: Holy Cross Hospital, Inc. -- Fourth Restatement and
Amendment of Certificate of Incorporation

- and -

Holy Cross Health Ministries, Inc., f/k/a HC Health System,
Inc. - First Restatement and Amendment of Articles of Incorporation

Dear Cheryl:

Enclosed are the following:

1. Fourth Restatement and Amendment of Certificate of Incorporation of Holy Cross Hospital, Inc.; and
2. First Restatement and Amendment of Articles of Incorporation of Holy Cross Health Ministries, Inc., f/k/a HC Health System, Inc.

The order of filing these documents is important and we ask that you record Holy Cross Hospital, Inc.'s Fourth Restatement and Amendment of Certificate of Incorporation first. After these have been filed, then please file the First Restatement and Amendment of Articles of Incorporation of Holy Cross Health Ministries, Inc., f/k/a HC Health System, Inc., second. We are enclosing two checks in the amount of \$87.50 for the filing fees and a certified copy of each.

We thank you for your time and assistance to this request.

Very truly yours,

Carol Allen

CORAPAR Nam

CA/

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Amended & Restated Articles &
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST RESTATEMENT AND AMENDMENT OF
ARTICLES OF INCORPORATION
OF
HOLY CROSS HEALTH MINISTRIES, INC.

formerly known as

HC HEALTH SYSTEM, INC.

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the sole member and the trustees of Holy Cross Health Ministries, Inc. formerly known as HC Health System, Inc. (the "Corporation"), consented to and adopted this First Restatement and Amendment of Articles of Incorporation of the Corporation which Articles of Incorporation was originally filed on October 10, 1997.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation shall be Holy Cross Health Ministries, 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, and its successors and constituent corporations ("CHE" or "Corporate Member"), 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 successor (the "Sponsoring Organization"), as a supporting organization under Section 509(a)(3) of the Code, 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 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 payments and distributions in furtherance of the exempt purposes set forth herein.

(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 support Holy Cross Hospital, Inc., a Florida nonprofit corporation (the "Hospital") and other health care related corporations affiliated with the Hospital;

(ii) To support Holy Cross Long Term Care, Inc., a Florida corporation ("Long Term Care") and other related corporations affiliated with Long Term Care;

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

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

(v) 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. Member. The sole member of the Corporation shall be CHE, the Corporate Member. The Corporation and its constituent corporations participate in the health care system of the Corporate Member. 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. Certain matters regarding the exercise of these rights are described in CHE's governance documents, which includes CHE's Articles of Incorporation, Bylaws, and policies and procedures as approved from time to time (collectively, the "CHE Governance Documents").

Section 2. Reserved Powers. Certain powers have been expressly reserved to the Corporate Member and the Sponsoring Organization in the 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 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 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:

(a) 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) Appoint and remove Trustees of the Corporation, with or without cause, or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended;
- (iii) Adopt the official interpretation of the philosophy and mission of the Corporation, or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended;

(iv) Adopt the consolidated strategic plan of the Corporation and of corporations controlled directly or indirectly by the Corporation (the "Component Corporations"), or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended;

(v) Adopt the consolidated operating plan and budget of the Corporation and Component Corporations, or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended;

(vi) Adopt, amend, modify or restate the sections or provisions of the Bylaws of the Corporation, in whole or in part, 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 Corporate Member, (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"); or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended;

(vii) Approve and authorize significant budget variances of the Corporation, as well as transactions that (A) will result in either the acquisition, renovation or improvement of an asset, or the sale, lease, encumbrance or disposal of an asset, where (B) the amount of such 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"), or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended; and

(viii) 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.

(b) 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 the Corporate Member of the Corporation under applicable law or these Articles of Incorporation may be taken without a meeting, without prior notice and without a vote, if the Corporate Member gives its written consent to such action. The written consent of the Corporate Member shall be evidenced by a consent resolution signed by an officer of the Corporate Member. Following action by the Corporate Member, the President of the Corporate Member 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 or the Sponsoring Organization 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 Executive Committee and authorized officers) or the Sponsoring Organization, 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 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 the Corporate Member without the need for action or recommendation by the Board of Trustees of the Corporation.

ARTICLE IX

INCORPORATOR

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

Dale S. Webber
Buchanan Ingersoll Professional Corporation
401 E. Jackson Street, Suite 2500
Tampa, Florida 33602

ARTICLE X

THE BOARD OF TRUSTEES

Subject to the reserved rights of the Corporate Member 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 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.

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 First Restatement and Amendment of 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 Articles of Incorporation as heretofore amended other than the inclusion of these amendments or omission of matters of historical interest.

ARTICLE XIII

ADOPTION BY CORPORATE MEMBER

This First Restatement and Amendment of Articles of Incorporation of Holy Cross Health Ministries, Inc., formerly known as HC Health System, Inc., was adopted by CHE on or about November 14, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of November, 1997.

Ambrogio Scarpino Mr.

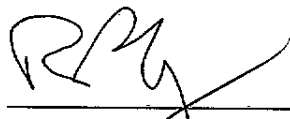
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to act as registered agent for, and to accept service of process on behalf of, Holy Cross Health Ministries, Inc. (the "Corporation"), at the place designated in Article VII of the First 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 24th day of November, 1997.

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

By: 
Robert P. Granger
Its: ACTING PRESIDENT AND CEO