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COR AMND/RESTATE/CORRECT OR O/D RESIGN

HOLY CROSS MEDICAL PROPERTIES, INC.

Certificate of Status	0
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Amended/Restated (a)

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FIRST AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
HOLY CROSS MEDICAL PROPERTIES, INC.
(a Florida not for profit corporation)

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the sole member and the trustees of Holy Cross Medical Properties, Inc. (the "Corporation"), consented to and adopted this First Amendment and Restatement of Articles of Incorporation of the Corporation, which Articles of Incorporation were originally filed on January 23, 1998.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

This corporation, formerly known as HCMP, Inc., shall be known as Holy Cross Medical Properties, Inc. (the "Corporation") and the location of the principal office and mailing address of the Corporation shall be 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 purposes for which the Corporation shall be organized and operated exclusively are 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., a Florida not-for-profit corporation, so long as Holy Cross Hospital, Inc. is an organization which is exempt from federal income taxation pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"), or to a successor corporation which is itself so exempt.

To carry out its purposes the Corporation shall have only such powers as are required by, and are consistent with, the foregoing purposes, including the following powers:

(a) 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 Holy Cross Hospital, Inc., or its qualified successor corporation which in itself is exempt from taxation pursuant to Section 501(a) of the Code; and

(b) such other powers which are consistent with the foregoing purposes and powers and which are afforded to the Corporation by the Florida statutes and any further law as amendatory thereof and supplementary thereto.

Notwithstanding any other provisions of these Articles of Incorporation:

(i) 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, 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 to or for the Corporation.

(ii) The Corporation shall have no power to act in a manner which is not exclusively within the interpretation of Section 501(c)(2) of the Code and shall not engage directly or indirectly in any activity which would prevent it from qualifying and continuing to qualify, as a corporation described in Section 501(c)(2) of the Code.

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 Hospital, Inc., a Florida not-for-profit corporation (the "Member" or "Corporate Member"). The sole member of the Corporate Member is Catholic Health East, a Pennsylvania nonprofit corporation ("CHE"). 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 Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh or

its canonical successors 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, CHE, and the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, or its canonical successors 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 Corporate Member and CHE (each as defined heretofore); (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 President 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 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 limits established by CHE from time to time (the "Significant Financial Transactions"), or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended, 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 Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, or its canonical successors:

Ratification of those mergers, consolidations, dissolutions or other fundamental corporate reorganizations 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 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 either Section 501(c)(2) or 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 incorporator of the Corporation was 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 Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, or its canonical successors, as 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 Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, or its canonical successors. 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 appointed 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 names and addresses of the Board of Trustees were as follows:

NAME	ADDRESS
John C. Johnson	Holy Cross Hospital, Inc. 4725 North Federal Highway Fort Lauderdale, Florida 33308
Robert P. Granger	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, Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, or its canonical successors, 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 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 Articles as heretofore amended other than the inclusion of amendments or omission of matters of historical interest.

ARTICLE XIII

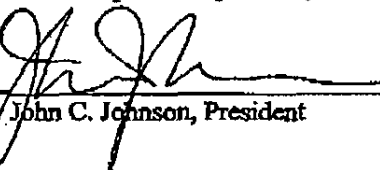
ADOPTION

This First Restatement and Amendment of Articles of Incorporation of Holy Cross Medical Properties, Inc. was adopted by the sole member on or about September 25, 2006.

The undersigned, as an authorized officer of the above named Corporation, has hereunto signed these Articles of Incorporation on the 7 day of December, 2006.

HOLY CROSS MEDICAL PROPERTIES, INC.,
a Florida not for profit corporation,

By: _____



John C. Johnson, President

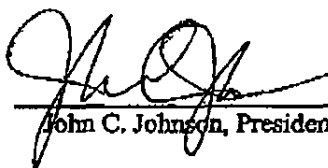
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to act as registered agent for, and to accept service of process on behalf of, Holy Cross Medical Properties, Inc. (the "Corporation"), at the place designated in Article VII of the 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 21 day of December, 2006.

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

By: _____



John C. Johnson, President

Articles of Amendment
to
Articles of Incorporation
of

Holy Cross Medical Properties, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

97800000411
(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED - (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

Please see the attached First Amendment and Restatement of Articles of Incorporation of Holy Cross Medical Properties, Inc.


(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was September 25, 2006

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- 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.

Signature 
 (By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

John C. Johnson
(Typed or printed name of person signing)

President/CEO
(Title of person signing)

FILING FEE: \$35