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McFarland Wiley Law Firm

N98000005608

Requestor's Name

215 S. Monroe

Address

Tallahassee FL 32301

City/State/Zip

Phone #

222-2107

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Holy Cross Health Partners Inc. - NEW
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

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☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS
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Call Ready

222-2107
Holy Cross Hospital, Inc is
the Registered Agent for this
Corporation called 9-29-98

Examiner's Initials

Dmc

9/29/98

call when ready

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HOLY CROSS HEALTH PARTNERS, INC.**

The undersigned person, acting as the incorporator of Holy Cross Health Partners, Inc., a not-for-profit corporation under Chapter 617 of the Florida Statutes (the "Corporation"), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be **Holy Cross Health Partners, Inc.** and the location of the initial principal office and mailing address of the Corporation is 4725 N. Federal Highway, Fort Lauderdale, FL 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 Directors of the Corporation may authorize.

ARTICLE II

PURPOSES

The purposes and powers for which the Corporation is formed shall include:

(a) To provide a means for integrating professional activities of Holy Cross Hospital, Inc. and participating health care providers in order to improve quality and availability of health care services to the community, and to do so as cost efficiently and effectively as possible;

(b) To assist in the procurement, negotiation and administration of contracts on behalf of participating health care providers in order to arrange for the provision of health care services to enrollees and subscribers of, or employees and individuals affiliated with, various employers and third party payors;

(c) To develop and implement systems of utilization management and quality control for services of health care providers;

(d) To engage in other activities which facilitate the efficient and competitive provision of health care services; and

(e) To serve the community as otherwise appropriate.

Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are also to advance, promote and support through Catholic Health East, a Pennsylvania non-profit 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 successor (the "Sponsoring Organization"), 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 approved and amended from time to time by the United State Conference of Catholic Bishops, and promulgated by the local 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, 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, directors, 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.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IV

MEMBERSHIP

Section 4.1 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 4.2 Certain powers (the "Reserved 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) Reserved Powers 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 and recommend the same to CHE for adoption: (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; (C) the authority and membership (including election, composition and removal) of the Board of Directors of the Corporation; and (D) the authority and responsibilities of and related to the Executive Director of the Corporation, including appointment and removal (the "Key Bylaws Provisions");

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

(iv) Appoint the Directors of the Corporation who are slated by the Physicians and that are designated by the Hospital, and remove such Directors with or without cause, pursuant to the applicable provisions of the Bylaws of the Corporation;

(v) Appoint and remove the Executive Director of the Corporation, with or without cause;

(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; and

(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) Reserved Powers of 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; and

(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) Reserved Powers of the Sponsoring Organization:

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 4.3 **Member Action.** Any action required or permitted to be taken by either CHE or the Corporate Member of the Corporation under applicable law or these Articles of Incorporation, or the Bylaws of the Corporation 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 4.4 **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 of Trustees 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 of Trustees or the Corporate Member, as appropriate.

ARTICLE V

DISSOLUTION

Subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provisions for payment of all its known debts, obligations and liabilities, as well as any claims, subventions or subvention-like rights of or owed to the Sponsoring Organization, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Corporate Member of this Corporation or its successors, so long as such distributee 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 such assets not disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds or organizations which at the time appear in the Official Catholic Directory published annually by P.J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of the Sponsoring Organization have purposes

most closely aligned to those of the Corporation, subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trust, 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.

ARTICLE VI

REGISTERED OFFICE AND AGENT

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

Holy Cross Hospital, Inc.
John C. Johnson, President and CEO
4725 N. Federal Highway
Fort Lauderdale, FL 33308

ARTICLE VII

AMENDMENTS

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

ARTICLE VIII

INCORPORATOR

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

Holy Cross Hospital, Inc.
4725 N. Federal Highway
Fort Lauderdale, FL 33308

ARTICLE IX

THE BOARD OF DIRECTORS

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 Directors 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 Directors of the Corporation shall be appointed, removed and hold office in accordance with the provisions of the Bylaws, but in no event shall the Corporation ever have less than three (3) Directors. 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 Directors of the Corporation shall be governed by the Bylaws of the Corporation.

The initial Board of Directors of the Corporation shall consist of:

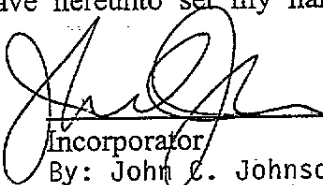
John C. Johnson	Vincent DeGennaro, M.D.	Paul Tocci, M.D.
4725 N. Federal Highway	1960 NE 47 Street	4800 NE 20 Terrace
Fort Lauderdale, FL 33308	Fort Lauderdale, FL 33308	Fort Lauderdale, FL 33308

ARTICLE X

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, Director, 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 Directors of the Corporation 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28 day of September, 1998.



Incorporator
By: John C. Johnson
Holy Cross Hospital, Inc.
Its: President and CEO

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 Health Partners, Inc. (the "Corporation"), at the place designated in Article VI 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 28th day of September, 1998.

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

By: 
Print Name: John E. Johnson
Its: President & CEO

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