

N 98000005802

Bill Wiley
McFarlain Wiley Cassidy Jones
Requestor's Name

215 S. Monroe #600
Address

222-2107
Phone #

Tallahassee FL 32301
City/State/Zip

Office Use Only

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

1. Merry West Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
99 FEB -1 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
LINDA

- Walk in Pick up time *call when ready* Certified Copy
- Mail out Will wait Photocopy Certificate of Status

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

AMENDMENTS	
<input checked="" 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

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-02/02/99--01001--009
****280.00 *****35.00

Please return stamped copy of Am D. w/ Acknowledgment letter.

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

Call 222-2107 / Carol Allen, when ready. Amend + Restated 2-2-99

Examiner's Initials CC

RECEIVED
99 FEB -1
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

MERCY WEST, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

The Articles of Incorporation are amended and restated in their entirety as set forth in Exhibit A attached to these Articles of Amendment.

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TALLAHASSEE, FLORIDA

SECOND: The date of adoption of the amendment(s) was: Jan 26 1999

THIRD: Adoption of Amendment (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.

MERCY WEST, INC.
Corporation Name

Sister Elizabeth H. Worley
Signature of Chairman, Vice Chairman, President or other officer

Sister Elizabeth Worley
Typed or printed name

Chair
Title

Jan 26 1999
Date

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MERCY WEST, INC.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is MERCY WEST, INC. The principal place of business of the Corporation shall be located at 3663 South Miami Avenue, Miami, Florida 33133.

ARTICLE II
PERIOD OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE III
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 Sisters of St. Joseph of St. Augustine, Florida, 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 charisma 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 Catholic Conference of 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. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

(a) to perform, foster and support acts of the Christian Charity particularly among the sick and ailing.

(b) to practice, foster, support and encourage religious beliefs and activities, particularly those of the Roman Catholic tradition.

(c) to provide, to the extent practical within the Corporation's resources and budgetary restrictions, medical care for the indigent sick.

(d) to promote healing and general health and welfare of all persons, without regard to race, creed, color, national origin, sex, handicap or economic status.

(e) to promote health and welfare of the members of the community and humankind generally through scientific research, education, experimentation and treatment, and to provide, maintain and operate any and all facilities, incidental or desirable to the conduct of scientific and medical research, and to sponsor and conduct educational programs in the medical and scientific fields, and to aid and assist other non-profit and/or charitable institutions or associations in the accomplishment or pursuit of their purposes.

(f) to provide, maintain and operate a modern community medical center and scientific institution for medical care and treatment of patients, for research and training, all by providing, offering and maintaining without limiting the generality of the foregoing, hospitals, research laboratories, libraries, schools, equipment, medical, dental and nursing services and facilities, and all other scientific, educational and training facilities relating to the general purposes and activities of the Corporation.

(g) to provide hospital facilities and services for medical care of the sick and injured (including obstetrical care) pursuant to Section 242 of the National Housing Act, as amended.

(h) to promote and encourage the establishment of facilities which are related to, and will be beneficial to, and promote the use of, the modern community medical center and hospital operated by the Corporation.

(i) to solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in the furtherance of the objectives and purposes of this Corporation in conformity with the reservation of powers in the By-Laws.

(j) to do all things which may be necessary to enable the Corporation to

secure and retain tax exempt status as a non-profit, charitable, scientific and/or educational institution in accordance with applicable regulations of the Internal Revenue Code existing from time to time.

(k) to engage in such pursuits as may be necessary and incidental, or which may aid and assist, in carrying out the objects and purposes for which the Corporation is formed.

ARTICLE IV

LIMITATION ON ACTIVITIES

The Corporation will not be operated for the 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 Member, Directors, Officers or other private persons, 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 purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; 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. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE V

MEMBERSHIP

Section 1. Member. The sole Member of the Corporation shall be Mercy Hospital, Inc., a Florida nonprofit corporation (the "Member" or "Corporate Member"). The Corporate Member and the Corporation both participate in the health care system of Catholic Health East, a Pennsylvania nonprofit corporation ("CHE").

Section 2. Reserved Powers. Certain powers have been expressly reserved to the Corporate Member 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, Executive Committee or authorized officers, 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 Key Bylaws Provisions (as defined in the Bylaws) of the Corporation, in whole or in part, 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 Directors of the Corporation, with or without cause.
- (v) Appoint and remove the Chairperson of this Corporation.
- (vi) Approve the official interpretation of the philosophy and mission of the Corporation.
- (vii) 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.
- (viii) 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.
- (ix) Approve Significant Financial Transactions (as defined in the Bylaws) and significant budget variances of the Corporation, and recommend the same to CHE for adoption and authorization.
- (x) 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 (as defined in the Bylaws), 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 of 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 of 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 of 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 of such action as recommended.

(c) As reserved to the Sponsoring Organization:

(i) Ratification of those mergers, consolidations, dissolutions or other fundamental corporate reorganizations of the Corporation, as approved and recommended by the CHE Board and as required by canon law and CHE policies consistent therewith.

ARTICLE VI

DIRECTORS

Subject to the reserved rights of the Corporate Member 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 law, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by the Corporate Member. Directors 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 Directors of the Corporation shall be governed by the Bylaws of the Corporation.

ARTICLE VII

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 provision 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, 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.

ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE

The name and business office in this State of the Corporation's Registered Agent is:

Lewis W. Fishman
Two Datan Center, Suite 1121
9130 S. Dadeland Boulevard
Miami, FL 33156

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.