

Jul. 20. 2011 4:37PM

Buchanan Ingersoll & Rooney LLP

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P05000077111

Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
MERCY PHYSICIAN GROUP, INC.

Certificate of Status	1
Certified Copy	0
Page Count	09
Estimated Charge	\$43.75

Amend
@ 7/21/11

Articles of Amendment
to
Articles of Incorporation
of

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Mercy Physician Group, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P05000077111

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

4725 North Federal Highway

Fort Lauderdale, FL 33308

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

4725 North Federal Highway

Fort Lauderdale, FL 33308

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Dale S. Webber

New Registered Office Address:

401 E. Jackson St., Ste. 2500

(Florida street address)

Tampa

(City)

Florida 33602

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

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If amending the Officers : /director being
removed and title, name, and address of each Officer should likewise be noted:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>C,P,D</u>	<u>John C. Johnson</u>	<u>4725 North Federal Highway</u> <u>Fort Lauderdale, FL 33308</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>T, D</u>	<u>Linda V. Wilford</u>	<u>4725 North Federal Highway</u> <u>Fort Lauderdale, FL 33308</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>S, D</u>	<u>Sr. Elizabeth Worley, SSJ</u>	<u>9401 Biscayne Blvd.</u> <u>Miami Shores, FL 33138</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

See also the attached Exhibit A

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See the attached Amended and Restated Articles of Incorporation of Mercy Physician
Group, Inc. attached as Exhibit B.

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares,
provisions for implementing the amendment if not contained in the amendment itself:**
(if not applicable, indicate N/A)

The date of each amendment(s) adoption: July 14, 2011
(date of adoption is required)

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

Adoption of Amendment(s)

The amendment(s) was/were adopted by the ~~members~~ ^{shareholders} and the number of votes cast for the amendment(s) was/were sufficient for approval.

Dated July 14, 2011

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

(Title of person signing)

(((H11000184600 3)))

EXHIBIT A

ADDITIONAL OFFICER AND DIRECTOR DESIGNATIONS

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Chairperson, Director	Manuel P. Anton, M.D.	3663 S. Miami Ave. Miami, FL 33133	Remove
Treasurer, Director	Mariluz Guzman	3663 S. Miami Ave. Miami, FL 33133	Remove
Secretary, Director	John Hazel	3663 S. Miami Ave. Miami, FL 33133	Remove

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EXHIBIT B
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MERCY PHYSICIAN GROUP, INC.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is Mercy Physician Group, Inc. The principal place of business of this Corporation shall be located at 4725 North Federal Highway, Fort Lauderdale, Florida 33308.

ARTICLE II

PERIOD OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE III

PURPOSES

The Corporation is organized as a corporation under the Florida Business Corporation Act. The purposes for which the Corporation is organized are to advance, promote and support Catholic Health East, a Pennsylvania nonprofit corporation ("CHE"), and its successors and Constituent Corporations, as well as 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 its conformity with the ethical and moral teachings of the Roman Catholic Church, the traditions, spirit and charism of eth 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 Shareholder, as hereafter defined, without regard to race, creed, color, gender, age, national origin or ability to pay.

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ARTICLE IV

SOLE SHAREHOLDER

The sole Shareholder of the Corporation shall be Mercy Hospital, Inc., a Florida not-for-profit corporation (the "Shareholder"). The Shareholder and the Corporation both participate in the health care system of Catholic Health East, a Pennsylvania nonprofit corporation ("CHE"). Certain powers have been expressly reserved to the Shareholder in these Articles of Incorporation and the Bylaws of the Corporation. Action by the Corporation shall not be taken until the Shareholder, 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 Shareholder 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 Shareholder and CHE, as indicated:

(a) As reserved to the Board of Trustees of the Shareholder:

(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 Shareholder.

(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 Shareholder.

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(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 and 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 Board of CHE and as required by canon law and CHE policies consistent therewith.

ARTICLE V

STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is 1,000 shares, with a par value of One Dollar (\$1.00) per share. There shall be only one (1) class of stock, being common stock.

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All authorized shares of par value stock shall be issued only for a consideration having a value in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued.

The Corporation is authorized to place restrictions upon any stock authorized or issued by the Corporation and to enter into agreements with stockholders concerning any stock authorized or issued by this Corporation as to the following:

- (1) The transferability or assignment of such stock;
- (2) The pre-emptive right of the Corporation or any other stockholders to purchase such stock as a condition precedent to its issue, transfer, or assignment;
- (3) The redemption or purchase of such stock by the Corporation; and
- (4) The sale, pledge and involuntary or voluntary transfer of such stock.

The Corporation and its stockholders may enter into any agreement imposing reasonable restraints upon the transfer, alienation or voting of the shares of stock into the Corporation. Such agreement(s) shall be stated or referred to upon the certificates of stock, and the Corporation will not, when properly notified, transfer on its books any shares of stock of the Corporation issued to and held by parties to such agreements until adequate proof of compliance with the agreement be furnished to the Corporation. The stock of this Corporation shall carry with it no pre-emptive rights.

ARTICLE VI

DIRECTORS

Subject to the reserved rights of the sole Shareholder 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 memberships, qualifications, manner of appointment and removal, terms 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.

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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 Shareholder of this Corporation or its successors.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is as follows:

Mercy Hospital, Inc.
3663 South Miami Avenue
Miami, Florida 33133

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

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

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE

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

Dale S. Webber, Esquire
Buchanan Ingersoll & Rooney PC
401 E. Jackson Street, Suite 2500
Tampa, Florida 33602