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**EFFECTIVE DATE**

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July 1, 2014

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**SECOND RESTATEMENT AND AMENDMENT OF ARTICLES OF INCORPORATION**

**OF**

**NURSING NETWORK, INC.**

**(a Florida corporation)**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Statutes, the sole shareholder and the directors of Nursing Network, Inc. (the "Corporation"), consented to and adopted this Second Restatement and Amendment 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**

The name of the Corporation is Nursing Network, Inc. The principal place of business and mailing address of the Corporation shall be located at 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 Directors of the Corporation may authorize.

**ARTICLE II**

**Period of Existence**

The Corporation shall have a perpetual existence.

**ARTICLE III**

**Definitions**

For the purposes of these Articles, the following defined terms shall have the following meanings:

"Affiliate" means a corporation or other entity that is subject to the direct or indirect Control or Ownership (as defined in the Bylaws) of the Corporation.

"Articles of Incorporation" means the Articles of Incorporation of the Corporation, as amended or restated from time to time.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term "Director" means an individual member of the Board.

"Catholic Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

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"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

"CHE Trinity Health" means CHE Trinity, Inc., an Indiana nonprofit corporation, its successors and assigns.

"Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.

"Corporation" shall mean Nursing Network, Inc., a Florida corporation.

"Governance Documents" means the Articles of Incorporation, Certificate of Incorporation, Bylaws, System Authority Matrix, Code of Regulations or equivalent organizational documents of a corporation or other entity.

"Health System" or "CHE Trinity Health System" means the health system which consists of CHE Trinity Health and its subsidiaries and Affiliates.

"Key Bylaws Provisions" shall refer to sections of the Corporation's Bylaws that concern any of the following: (a) the name and corporate purposes of the Corporation; (b) the Catholic Identity and Mission and Core Values of the Corporation and the powers exercisable by CHM; (c) the identity of, reserved powers exercisable by, and other matters pertaining to, the Shareholder and CHE Trinity Health; and (d) the authority and membership (including election, composition and removal) of the Board of Directors of the Corporation.

"Shareholder" shall refer to Holy Cross Hospital, Inc. which is the sole shareholder of the Corporation.

"Significant Finance Matters" shall refer to the following matters which pursuant to the System Authority Matrix are subject to the approval of CHE Trinity Health: (a) capital expenditures and dispositions; (b) incurrence of additional debt; and (c) execution of contracts and leases.

"System Authority Matrix" refers to the document that sets forth an allocation of corporate governance authority that is binding on the Corporation and its Affiliates as part of the Health System, as may be amended by CHE Trinity Health from time to time.

#### **ARTICLE IV** **Authorized Shares**

The aggregate number of shares which the Corporation shall have authority to issue is 5,000 shares of common stock, par value of \$1.00 each. There shall be no preemptive rights.

**ARTICLE V**  
**Purposes**

The Corporation shall be organized and operated for any lawful purpose, activity or business for which a corporation may be organized and operated under the Florida Business Corporation Act, as the same may be amended from time to time, or any successor statute. Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are to advance, promote, support, and carry out the purposes of CHE Trinity, Inc., an Indiana nonprofit corporation, or its successor, and to further the apostolate and charitable works of Catholic Health Ministries on behalf of and as an integral part of the Roman Catholic Church in the United States. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- (a) To operate a nursing agency which provides private duty nursing services, hospital staffing services, and related healthcare services, all of which are provided with the goal of providing quality health care services at a reasonable cost;
- (b) To engage in the delivery of and to carry on, sponsor or participate, directly or through one or more affiliates, in any activities related to the delivery of health care and health care related services of every kind, nature and description which, in the opinion of the Directors of the Corporation, are appropriate in carrying out the health care mission of the CHE Trinity Health and Catholic Health Ministries. The Corporation shall take all such actions including, but not limited to, support and assistance of affiliates, as may be necessary or desirable to accomplish the foregoing purpose within the restrictions and limitations of these Articles of Incorporation, the Bylaws of the Corporation or applicable law, including, without limitation, promoting and carrying on scientific research and educational activities related to the care of the sick and promotion of health, and establishing, maintaining, owning, managing, operating, transferring, conveying, supporting, assisting and acquiring institutions, facilities and programs in several states, directly or through one or more affiliates, including, but not limited to, hospitals and clinics, which shall provide diagnosis and treatment to inpatients and outpatients and shall provide such support services as, but not limited to, extended care, shared services, pastoral care, home care, long-term care, operation of senior residences, care of the elderly and the handicapped, care of the economically needy, child care, social services, mental health and substance abuse services;
- (c) To coordinate and oversee the activities of Affiliates, and to allocate the assets, liabilities and resources of the Corporation and its Affiliates within the health system;
- (d) To acquire, purchase, own, loan and borrow, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease and rent all real and personal property of every kind and nature, which may be necessary or incidental to the accomplishment of any and all of the above purposes; and

- (e) To take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of these Articles of Incorporation, the Bylaws of the Corporation and applicable law.

**ARTICLE VI**  
**Catholic Identity**

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the *Ethical and Religious Directives for Catholic Health Care Services* as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time). Under Canon Law, Catholic Health Ministries shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

**ARTICLE VII**  
**Shareholder**

Holy Cross Hospital, Inc., a Florida not for profit corporation ("Shareholder") is the sole shareholder of the Corporation. The Shareholder shall be entitled to all rights and powers of a shareholder under Pennsylvania law, these Articles of Incorporation and the Bylaws of the Corporation. Certain rights and powers related to the Corporation are reserved to the Shareholder and CHE Trinity Health under the Corporation's Governance Documents. Action by the Corporation shall not be taken or authorized until the Shareholder and CHE Trinity Health, as required, shall have exercised their respective reserved powers in the manner provided in the Governance Documents. The following powers are reserved to the Shareholder and CHE Trinity Health:

- a. As reserved to the Shareholder:
  - (a) Approve the amendment or restatement of the Articles of Incorporation and Key Bylaws Provisions of the Corporation, in whole or in part, and recommend the same to CHE Trinity Health for adoption;
  - (b) Approve the amendment or restatement of non-Key Bylaws Provisions of the Corporation, in whole or in part;
  - (c) Appoint and remove members of the Corporation's Board of Directors;
  - (d) Appoint and remove the President of the Corporation;

- (e) Approve the strategic plan of the Corporation, and if required by the System Authority Matrix, recommend the same to CHE Trinity Health for adoption as part of the consolidated strategic plan of the Regional Health Ministry in which the Corporation participates;
- (f) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of the Shareholder, and if required by the System Authority Matrix, recommend the same to CHE Trinity Health for adoption and authorization;
- (g) Approve the annual operating and capital budgets of the Corporation, and recommend the same to CHE Trinity Health for adoption as part of the consolidated operating and capital budgets of the Regional Health Ministry in which the Corporation participates;
- (h) Approve any merger, consolidation, transfer or relinquishment of shares, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to CHE Trinity Health for adoption and authorization;
- (i) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, and if required by the System Authority Matrix, recommend the same to CHE Trinity Health for adoption and authorization;
- (j) Approve any formation or dissolution of Affiliates, partnerships, cosponsorships, joint membership arrangements, and other joint ventures involving the Corporation, and if required by the System Authority Matrix, recommend the same to CHE Trinity Health for adoption and authorization;
- (k) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by CHE Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to CHE Trinity Health for adoption and authorization; and
- (l) Approve all other matters and take all other actions reserved to shareholders of for-profit corporations by the laws of the state in which the Corporation is domiciled or as reserved in the Governance Documents of the Corporation.

b. As reserved to CHE Trinity Health:

- (a) Adopt, amend, modify or restate the Articles of Incorporation and Key Bylaws Provisions of the Corporation, in whole or in part, or if CHE Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (b) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of CHE Trinity Health, or if CHE Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (c) Approve any merger, consolidation, transfer or relinquishment of shares, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if CHE Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (d) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, or if CHE Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (e) Approve any formation or dissolution of Affiliates, partnerships, cosponsorships, joint membership arrangements, and other joint ventures involving the Corporation, or if CHE Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (f) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by CHE Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if CHE Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (g) Appoint and remove the independent fiscal auditor of the Corporation;
- (h) In recognition of the benefits accruing to the Corporation from CHE Trinity Health, and in accordance to any other rights reserved to CHE Trinity Health under applicable law or Governance Documents of the Corporation, CHE Trinity Health shall have the power to transfer assets of the Corporation, or to require the Corporation to transfer assets, to CHE Trinity Health or an entity Controlled by, Controlling or under common Control with CHE Trinity Health whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish CHE Trinity Health's goals and objectives. The Corporation shall not

be required to violate its corporate or charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by the Shareholder or CHE Trinity Health pursuant to this provision and any such asset transfers shall be subject (in each case) to legal and organizational limitations; and

- (i) Neither the Corporation, nor any of its Affiliates, shall transfer assets to entities other than CHE Trinity Health without the approval of CHE Trinity Health, except for (i) transfers previously approved by CHE Trinity Health, either individually or as part of CHE Trinity Health's budget process, (ii) transfers to any entity which is a direct or indirect subsidiary of CHE Trinity Health and that is subject to the reserved powers set forth in this Certificate of Organization, or (iii) transfers in the ordinary course of business.

#### **Article VIII** **Dissolution**

In the event the Corporation shall be dissolved and liquidated the plan of distribution shall provide that distributions shall be made to the Shareholder. 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 have purposes closely allied with those of the Corporation, and the Board of Directors, after paying or making provisions for payment of all of the known liabilities of the Corporation, shall develop and recommend to the Shareholder 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 IX** **Board of Directors**

Subject to the reserved rights of the Shareholder and CHE Trinity Health set forth in these Articles and 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 lawful acts and things as are not by law, these Articles or the Bylaws of the Corporation directed or required to be exercised or done by the Shareholder or CHE Trinity Health. Directors shall be appointed as provided in the Bylaws of the Corporation. Except as otherwise provided in these Articles, provisions for membership, qualification, manner of election or 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 X** **Incorporator**

The name and address of the original incorporator of the Corporation was as follows:



Holy Cross Hospital, Inc.  
4725 North Federal Highway  
Fort Lauderdale, Florida 33308

**Article XI**  
**Registered Agent and Registered Office**

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

These Articles of Incorporation were adopted by the Shareholder of the Corporation on 4-28, 2014, and the number of votes cast in favor of the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Incorporation to be duly executed this 12 day of June, 2014.

NURSING NETWORK, INC.,  
a Florida not for profit corporation,

By:   
Patrick A. Taylor/M.D., 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, Nursing Network, Inc. (the "Corporation"), at the place designated in Article XI of the Second 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 12 day of June, 2014.

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

By: 

Patrick A. Taylor/M.D., President