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Cook County Recorder 29.00

File Number 3823-724-1



State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF HOLY FAMILY MEDICAL CENTER INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1987.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 1ST day of MARCH A.D. 2001 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

LCV
Box 136

JESSE WHITE
Secretary of State
State of Illinois

Submit in Duplicate
Remit payment in check or money
order, payable to "Secretary of
State."

DO NOT SEND CASH!

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

This Space For Use By Secretary of State	
Date	3/1/01
Filing Fee	\$25.00
Approved	

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is HOLY FAMILY MEDICAL CENTER
(Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on February 23,
2001 in the manner indicated below ("X" one box only.)
(Month & Day)
(Year)

- By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)
- By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 of this Act. (Note 3)
- By the members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
- By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20 of this Act. (Note 5)

(INSERT RESOLUTION)

See Attachment.

1. BE IT RESOLVED, that Article 5 of the Articles of Incorporation for Holy Family Medical Center be amended to read as follows:

Article 5. The purposes for which the corporation is organized are: charitable, religious, educational and scientific, including:

- a. To establish, maintain, and operate Catholic health care facilities which shall consistently promote the mission of healing, of building Christian community, and of service through its governance and management process consistent with Ethical and Religious Directives for Catholic Health Care Facilities.
- b. To provide health care facilities for the accommodation, care, diagnosis and treatment of individuals suffering from illness, injury, disease or other physical disability requiring medical, surgical, nursing care or other related professional services.
- c. To support residency and affiliated educational programs and activities consistent with and supportive of the Corporation and its stated philosophy as well as related to rendering care to the sick and injured or the protection of health, rehabilitation and social needs of the community as deemed advisable by the Board of Directors.
- d. To promote scientific research related to the care of the aged, sick and injured for the promotion of health as deemed advisable.
- e. To provide charitable care to those who require it, within the means of the Corporation.
- f. To promote and participate in areawide health planning and in the delivery of health care within the resources of the facilities as well as nurture appropriate relationships with civic and religious organizations.
- g. To function as an integral part of Resurrection Health Care and to further the apostolic mission, and services of the Congregation of the Sisters of the Resurrection, Immaculate Conception Province, and Sisters of the Holy Family of Nazareth, Sacred Heart Province, both religious congregations of the Roman Catholic Church and to act in accordance with the Constitutions of those Congregations and the principles of canon law applicable to the Congregations and the Provinces as from time to time adopted, approved, and conferred by appropriate authority of the Roman Catholic Church.

The corporation will not engage in the practice of medicine.

2. BE IT RESOLVED, that the following be added as Articles 6 through 9 to the Articles of Incorporation for Holy Family Medical Center:

Article 6. All of the assets and the earnings of the Corporation shall be used exclusively for charitable, religious, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent Internal Revenue law (the "Code"), in the course of which operation:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, an individual, including the directors or officers of the Corporation; provided, that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- b. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office except as authorized under the Code.
- c. The Corporation shall not engage in any business which would disqualify it from being exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

Article 7. The Corporation shall possess all powers which a corporation organized under the General Not-For-Profit Corporation Act of the State of Illinois, as the same from time to time may be amended, shall possess, including the power to use, distribute, contribute, expend, donate, apply and appropriate all of its property and assets, and all proceeds and avails therefrom, exclusively for charitable, religious, educational, or scientific purposes.

Article 8. In the event of the dissolution or liquidation of the Corporation, and after payment of just debts and liabilities, all remaining assets shall be distributed to Resurrection Health Care Corporation, an Illinois not-for-profit corporation, or its successor, if then qualified as an organization exempt from tax pursuant to Section 501(c)(3) of the Code; or if Resurrection Health Care Corporation is not then so qualified, then to such charitable, religious, scientific or educational organization or organizations which would then qualify as exempt from tax under Section 501(c)(3) of the Code as the Board of Directors of the Corporation shall designate, with the approval of the Sisters of the Resurrection, an Illinois not-for-profit corporation, and the Sisters of the Holy Family of Nazareth, an Illinois not-for-profit corporation, as they have agreed, shall designate.

Article 9. The sole member of the Corporation shall be Resurrection Health Care, an Illinois not-for-profit corporation.

(If space is insufficient, attach additional pages size 8 1/2 x 11)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

UNOFFICIAL COPY

Dated February 23, 2001
(Month & Day) (Year)

Holy Family Health Center
(Exact Name of Corporation)

attested by Susan M. Weindorf
(Signature of Secretary or Assistant Secretary)
Susan M. Weindorf
(Type or Print Name and Title)

by Sister Patricia Ann Koschak
(Signature of President or Vice President)
Susan M. Weindorf
(Type or Print Name and Title)
Sister Patricia Ann Koschak

NOTES AND INSTRUCTIONS

- NOTE 1: State the true exact corporate name as it appears on the records of the Office of the Secretary of State, **BEFORE** any amendments herein reported.
- NOTE 2: Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote.
- NOTE 3: Director approval may be (1) by vote at a director's meeting (either annual or special) or (2) consent, in writing, without a meeting.
- NOTE 4: All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)
- NOTE 5: When a member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

FORM NFP-110.30

File No.

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

Filing Fee \$25

FILED

MAR 1 2001

JESSE WHITE
SECRETARY OF STATE

RETURN TO:

Department of Business Services
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-1832
<http://www.sos.state.il.us>

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