

OFFICE OF THE SECRETARY OF STATE
DIVISION OF BUSINESS



Property of Cook County Clerk's Office

Whereas, APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF TENCOR, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1934.

Now Therefore, I, George H. Ryan, 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 5TH

day of NOVEMBER A.D. 1933 and

of the Independence of the United States

the two hundred and 18TH

George H. Ryan
SECRETARY OF STATE

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Form **BCA-13.40**
(Rev. Jan. 1991)

**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**

File # 5478-410-3

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1637

FILED

11-5-93

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 11-5-93

Filing Fee \$ 25.00

Approved: [Signature]

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

**GEORGE H. RYAN
SECRETARY OF STATE**

1. (a) **CORPORATE NAME:** Vencor, Incorporated

(b) and, if change of name, **NEW CORPORATE NAME:** Vencor, Inc.

2. (a) **State or Country of Incorporation:** Delaware

(b) **Date of Incorporation:** 6/22/87

(c) **Period of Duration:** Perpetual

3. (a) **Address of principal office, wherever located:** (b) **Address of principal office in Illinois:**

<u>Vencor, Inc.</u>	<u>CT Corporation System</u>
<u>1300 Capital Holding Center</u>	<u>208 South LaSalle Street</u>
<u>400 West Market Street</u>	<u>Chicago, IL 60604</u>
<u>Louisville, KY 40202</u>	

4. **Name and address of registered agent and registered office in Illinois:**

Registered Agent: CT Corporation System

<u>CT Corporation System</u>	<u>CT Corporation System</u>	<u>CT Corporation System</u>
<small>First Name</small>	<small>Middle Initial</small>	<small>Last name</small>

Registered Office: 208 South LaSalle Street

<u>208</u>	<u>South LaSalle Street</u>	<u></u>
<small>Number</small>	<small>Street</small>	<small>Suite #</small>
<u>Chicago, IL 60604</u>	<u></u>	<u></u>
<small>City</small>	<small>Zip Code</small>	<small>County</small>

5. **States and countries in which corporation is admitted or qualified to transact business:**
AZ, CO, FL, GA, IL, IN, KY, HI, MO, OK, TN

6. **Names and residential addresses of officers and directors:** (See Attached List)

Name	Number & Street	City	State	Zip Code
President				
Secretary				
Director				
Director				
Director				

If more than three, attach list.

[Handwritten initials]

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7. Purpose or purposes proposed to be pursued in transacting business in this State:

(If not sufficient space to cover this point, add one or more sheets of this size.)

Any lawful act or activity for which corporations may be organized under and to exercise any power that corporations may now or hereafter exercise under the laws of the State of Illinois, including the maintenance and operation of hospital facilities for the diagnosis and treatment of people to obtain medical care of illness, disease, injury, infirmity or deformity.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$.25	60,000,000	18,460,997
Preferred		\$ 1.00	1,000,000	

9. Paid-in Capital: \$4,615,000

*(\$107,875,000 in capital account)

(*Paid-in Capital" replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.)

10. This application is accompanied by a copy of the Articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$25 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee.

11. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated September 29, 19 93

Vencor, Inc.

(Exact Name of Corporation)

attested by Jill L. Force
(Signature of Secretary or Assistant Secretary)

by W. Bruce Lunsford
(Signature of President or Vice President)

Jill L. Force, Secretary
(Type or Print Name and Title)

W. Bruce Lunsford, President
(Type or Print Name and Title)

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VENCOR, INC.

Board of Directors

W. Bruce Lunsford, Chairman of the Board
Vencor, Inc.
3300 Capital Holding Center
400 West Market Street
Louisville, Kentucky 40202

R. Gene Smith
Suite 500
133 South Third Street
Louisville, Kentucky 40202

Michael R. Barr
Vencor, Inc.
3300 Capital Holding Center
400 West Market Street
Louisville, Kentucky 40202

W. Earl Reed, III
Vencor, Inc.
3300 Capital Holding Center
400 West Market Street
Louisville, Kentucky 40202

William H. Lomicka
Mayfair Capital Inc.
Suite 2510
Capital Holding Center
400 West Market Street
Louisville, Kentucky 40202

William C. Ballard Jr.
Greenebaum Doil & McDonald
3300 First National Tower
Louisville, Kentucky 40202

Greg D. Hudson
Hudson Chevrolet Oldsmobile, Inc.
Highway 41A, North
Providence, Kentucky 42450

Donna R. Ecton
Van Houten North America, Inc.
1400 E. Wisconsin Street
Delavan, Wisconsin 53115

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Officers

W. Bruce Lunsford
President
Vencor, Inc.
3300 Capital Holding Center
400 West Market Street
Louisville, Kentucky 40202

Michael R. Barr
Vice President, Operations
Vencor, Inc.
3300 Capital Holding Center
400 West Market Street
Louisville, Kentucky 40202

W. Earl Reed, III
Vice President, Finance and Development
Vencor, Inc.
3300 Capital Holding Center
400 West Market Street
Louisville, Kentucky 40202

Jill L. Force
Secretary
Vencor, Inc.
3300 Capital Holding Center
400 West Market Street
Louisville, Kentucky 40202

June N. King
Assistant Secretary
Vencor, Inc.
3300 Capital Holding Center
400 West Market Street
Louisville, Kentucky 40202

CLERK OF COOK COUNTY Clerk's Office

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State of Delaware

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Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP & MERGER OF "VENCOR, INCORPORATED" FILED IN THIS OFFICE ON THE THIRD DAY OF SEPTEMBER, A.D. 1993, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION #4064345

DATE: 09/21/1993

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COOK COUNTY Clerk's Office

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11/3/93
\$100.00

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
VENCOR MERGE CORP. - 1 R
INTO
VENCOR, INCORPORATED - 25479-690-3**

**(PURSUANT TO SECTION 253 OF THE
GENERAL CORPORATION LAW OF DELAWARE)**

Vencor, Incorporated, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Vencor Merge Corp., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 12th day of August, 1993, determined to merge into itself Vencor Merge Corp., on the terms and conditions set forth in such resolutions:

RESOLVED, that, effective upon the filing of a Certificate of Ownership and Merger, a form of which is attached hereto as Exhibit A, Vencor, Incorporated shall merge into itself its subsidiary, Vencor Merge Corp., and assume all of said subsidiary's rights and obligations;

FURTHER RESOLVED, that, pursuant to the aforesaid merger, the name of the Corporation shall be changed to "Vencor, Inc." by deleting Article I of the Certificate of Incorporation of the Corporation and inserting in lieu thereof a new Article I to read as follows:

Name

The name of the Corporation is Vencor, Inc. /

FURTHER RESOLVED, that the Chairman of the Board, President and Chief Executive Officer, and the General Counsel and Secretary, of the Corporation, be and they hereby are directed to make, execute and acknowledge the Certificate of Ownership and Merger setting forth a copy of the resolution to merge Vencor Merge Corp. into the Corporation and to assume said subsidiary's rights and obligations at the date of adoption thereof and to file

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the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County, Delaware.

IN WITNESS WHEREOF, Vencor, Incorporated has caused its corporate seal to be affixed and this certificate to be signed by W. Bruce Lunsford, its Chairman of the Board, President and Chief Executive Officer, and Jill L. Force, its General Counsel and Secretary, this 31st day of August, 1993.

VENCOR, INCORPORATED

By: *W. Bruce Lunsford*
W. Bruce Lunsford
Chairman of the Board, President
and Chief Executive Officer

ATTEST:

Jill L. Force
Jill L. Force
General Counsel and Secretary

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DEPT-01 RECORDING \$35.50
T#8888 TRAN 3947 12/29/93 15:15:00
#9666 # * -03-075931
COOK COUNTY RECORDER

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