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Form **NFP-111.25**

ARTICLES OF MERGER
~~OR CONSOLIDATION~~
UNDER THE
GENERAL NOT FOR PROFIT
CORPORATION ACT

File #

3757-072-9

(Rev. Jan. 2003)

Submit in Duplicate

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This space for use by Secretary of State

Date 11-25-03

FILED

NOV 25 2003

Filing Fee \$ 25.00

JESSE WHITE

Approved: *lt*

SECRETARY OF STATE

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986" the undersigned corporations hereby adopt the following Articles of ~~Merger or Consolidation~~. (Strike inapplicable word.)

1. Names of the corporations proposing to ~~consolidate~~ ^{merge}, and the state or country of their incorporation are:

Name of Corporation	State or Country of Incorporation	File Number
Saint Mary of Nazareth Hospital Center	Illinois	37570729
Saint Elizabeth Hospital	Illinois	43069624
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2. The laws of the state or country under which each corporation is incorporated permit such merger or consolidation.

3. The name of the ~~new~~ ^{surviving} corporation: Saint Mary of Nazareth Hospital Center

and it shall be governed by the laws of: Illinois

4. The plan of ~~consolidation~~ ^{merger} is as follows:

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

See Exhibit A attached hereto.



Doc#: 0333834118
Eugene "Gene" Moore Fee: \$34.50
Cook County Recorder of Deeds
Date: 12/04/2003 11:21 AM Pg: 1 of 6

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5. The plan of ~~consolidation~~ ^{merger} was approved, (a) as to each corporation not incorporated in Illinois, in compliance with the laws of the state under which it is incorporated, and (b) as to each Illinois corporation, as follows:

(Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)

- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
- B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§ 108.45 & § 111.15)
- C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws (§ 111.20)
- D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

NAME OF CORPORATION

MANNER

Saint Mary of Nazareth Hospital Center

Saint Elizabeth Hospital

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6. *(Not applicable if surviving or new corporation is an Illinois corporation)*

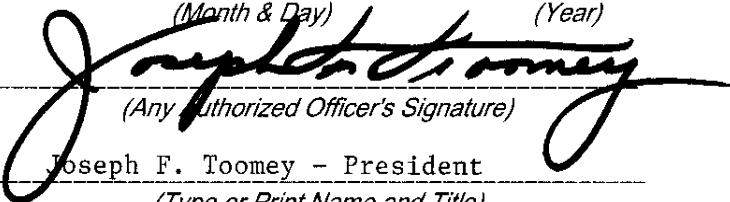
It is agreed that, upon and after the issuance of a certificate of merger or consolidation by the Secretary of State of the State of Illinois:

- a. The surviving or new corporation may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger or consolidation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving or new corporation to accept service of process in any such proceeding.

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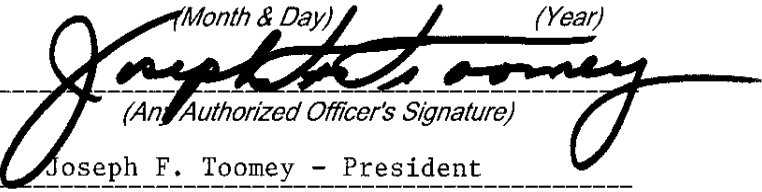
7. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated November, 2003 Saint Mary of Nazareth Hospital Center
(Month & Day) *(Year)* *(Exact Name of Corporation)*


(Any Authorized Officer's Signature)

Joseph F. Toomey - President
(Type or Print Name and Title)

Dated November, 2003 Saint Elizabeth Hospital
(Month & Day) *(Year)* *(Exact Name of Corporation)*


(Any Authorized Officer's Signature)

Joseph F. Toomey - President
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) *(Year)* *(Exact Name of Corporation)*

(Any Authorized Officer's Signature)

(Type or Print Name and Title)

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER OF SAINT ELIZABETH HOSPITAL AND SAINT MARY OF NAZARETH HOSPITAL CENTER

Pursuant to the provisions of the Illinois General Not For Profit Corporation Act of 1986 (the "Act"), the undersigned corporations adopt this Agreement and Plan of Merger (this "Plan of Merger"), as follows:

FIRST: Merging Corporation. The name of the merging corporation is Saint Elizabeth Hospital, an Illinois not for profit corporation ("Saint Elizabeth").

SECOND: Surviving Corporation in the Merger. The name of the surviving corporation is Saint Mary of Nazareth Hospital Center, an Illinois not for profit corporation ("Saint Mary").

THIRD: Effective Date of the Merger. As of December 1, 2003 (the "Effective Date"), Saint Elizabeth shall merge with and into Saint Mary, with Saint Mary being the surviving corporation (the "Merger"). The terms and conditions of the Merger are set forth below.

FOURTH: Articles of Incorporation of Surviving Corporation. As of the Effective Date, the Articles of Incorporation of Saint Mary shall continue in effect and be the Articles of Incorporation of the surviving corporation.

FIFTH: Corporate Bylaws of Surviving Corporation. As of the Effective Date, the corporate Bylaws of Saint Mary shall continue in effect and be the Bylaws of the surviving corporation, provided that such Bylaws shall be amended, as of the Effective Date, to change the name of Saint Mary. Such Bylaws, as amended, shall be consistent in all respects with the Bylaws of other affiliate Resurrection Health Care hospital corporations.

SIXTH: Medical Staff Bylaws of Surviving Corporation. As of the Effective Date, the medical staffs of Saint Elizabeth and of Saint Mary shall be combined into one consolidated medical staff, operating under a single set of Medical Staff Bylaws, which shall be the Medical Staff Bylaws in effect for Saint Mary immediately prior to the Effective Date, and amended as of the Effective Date to reflect the new corporate name.

SEVENTH: Resignation of Boards of Directors. Immediately prior to the Effective Date, all of the members of the Board of Directors of each of Saint Elizabeth and of Saint Mary shall be deemed to have resigned, and new Board members shall be appointed, pursuant to the procedures set forth in Saint Mary's Bylaws, to serve as the directors of Saint Mary as of the Effective Date.

EIGHTH: Resignation of Vice Presidents. Immediately prior to the Effective Date, all of the Vice Presidents of each of Saint Elizabeth and of Saint Mary shall be deemed to have resigned, and new Vice Presidents shall be appointed, pursuant to the procedures set forth in Saint Mary's Bylaws, to serve as the Vice Presidents of Saint Mary as of the Effective Date.

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NINTH: Member. Resurrection Health Care is the sole member of both Saint Elizabeth and Saint Mary. As of the Effective Date, Resurrection Health Care shall continue to be the sole member of Saint Mary as the surviving corporation in the Merger.

TENTH: Legal Effects of the Merger. The Merger shall have the following legal effects and consequences:

- a) As of the Effective Date, the separate corporate existence of Saint Elizabeth shall cease, as it shall have merged into Saint Mary.
- b) Saint Mary, as the surviving corporation, shall, as of the Effective Date, be deemed to succeed to and shall possess all Saint Elizabeth's rights, privileges, immunities, and franchises, of a public or private nature, existing or accrued prior to the Effective Date.
- c) As of the Effective Date, all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to Saint Elizabeth, shall be taken and deemed to be transferred to and vested in Saint Mary without further act or deed. Title to any real estate, or any interest therein, vested in Saint Elizabeth shall not revert or in any way be impaired by reason of the Merger.
- d) As of the Effective Date, Saint Mary shall be responsible and liable for all other liabilities and obligations of Saint Elizabeth. Neither the rights of creditors nor any liens upon the property of Saint Elizabeth shall be impaired by the Merger.
- e) Any bequest, devise, gift, grant or promise contained in a will or other instrument of donation, subscription or conveyance, which is made to Saint Elizabeth, the non-surviving corporation in the Merger, and which takes place after the Merger, shall be deemed to inure to Saint Mary, as the surviving corporation in the Merger, unless the will or other instrument or applicable law specifically provides otherwise.
- f) Any claim, action or proceeding pending by or against Saint Elizabeth prior to the Effective Date may be prosecuted or continued on and after the Effective Date as if the Merger did not occur, or Saint Mary, as the surviving corporation in the Merger, may be substituted in any such proceeding in the place of Saint Elizabeth.

ELEVENTH: Amendment. This Plan of Merger may be amended at any time prior to the filing of the Articles of Merger with the Illinois Secretary of State, by resolutions duly adopted by the Boards of Directors of both Saint Mary and Saint Elizabeth, consistent with the provisions of the Act.

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TWELFTH: Abandonment. After this Plan of Merger is adopted, the planned Merger may be abandoned at any time prior to the filing of the Articles of Merger, by a resolution duly adopted by the Board of Directors of either Saint Mary or Saint Elizabeth.

THIRTEENTH: Approval. This Plan of Merger was approved by Resurrection Health Care, as the sole member of each of Saint Mary and Saint Elizabeth.

This Agreement and Plan of Merger is hereby executed on the date set forth below by both parties to the Merger.

SAINT MARY OF NAZARETH HOSPITAL CENTER,
an Illinois not for profit corporation

By: _____
Name: _____
Title: _____
Date: _____

SAINT ELIZABETH HOSPITAL,
an Illinois not for profit corporation

By: _____
Name: _____
Title: _____
Date: _____

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[Faint handwritten signature and date]