



FORM NFP 110.30R (rev. Dec. 2003)  
ARTICLES OF AMENDMENT  
RESTATED ARTICLES  
OF INCORPORATION  
General Not For Profit Corporation Act

Doc#: 0921046063 Fee: \$48.00  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 07/29/2009 02:32 PM Pg: 1 of 7

**FILED**

**JUN 30 2009**

**JESSE WHITE  
SECRETARY OF STATE**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1832  
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Remit payment in the form of a  
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File # 0901-5761 Filing Fee: \$100.00 Approved: KK  
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate name (Note 1): Catholic Health Partners Services

2. Manner of adoption of amendment:  
The following amendment to the Articles of Incorporation was adopted on June 26, 2009 in the manner  
indicated below (Check one only):  
(Month, Day & Year)

By 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  
(Note 3)

By 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. (Note 5)

3(a). List all provisions of the restated articles of incorporation that amend the existing articles of incorporation. (Attach  
additional pages if extra space is needed.)

The preamble and Articles I, II, III, IV and V of the restated Articles of Incorporation amend the  
preamble and Articles I, II, III, IV and V of the existing Articles of Incorporation.

3(b). Text of the Restated Articles of Incorporation (Note 6)  
(Attach additional pages if extra space is needed.)

See Attachment 3(b).

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4. The undersigned corporation has caused these articles to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated June 26 2009  
(Month & Day) (Year)

Catholic Health Partners Services

(Exact Name of Corporation)

Aileen Brooks  
(Any Authorized Officer's Signature)  
AILEEN BROOKS, Asst. Sect.  
(Print Name and Title)

5. If there are no duly authorized officers, then the persons designated under Section 101.10(b)(2) must sign below and print name and title.  
The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated \_\_\_\_\_ (Month, Day & Year)

Signature

Print Name and Title

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

### NOTES

**Note 1:** State the true and exact corporate name as it appears on the records of the Secretary of State, BEFORE any amendment herein reported.

**Note 2:** Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15

**Note 3:** Director approval may be (1) by vote at a director's meeting (either annual or special) or (2) by 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 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)

**Note 6:** The text of the restated articles of incorporation must set forth the following:  
(i) The date of incorporation, the name under which the corporation was incorporated, subsequent names, if any, that the corporation adopted pursuant to amendment of its articles of incorporation, and the effective date of any such amendments;  
(ii) the address of the registered office and the name of the registered agent on the date of filing the restated articles of incorporation.

If the registered agent and/or registered office have changed, it will be necessary to accompany this document with form NFP 105.10.

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## AMENDED AND RESTATED ARTICLES OF INCORPORATION CATHOLIC HEALTH PARTNERS SERVICES

**WHEREAS**, the articles of incorporation of this corporation are hereby amended and restated pursuant to the provisions of the Illinois General Not for Profit Corporation Act of 1986, as amended (the "Act"); and

**WHEREAS**, these Amended and Restated Articles of Incorporation shall supersede and stand in lieu of the corporation's preexisting articles of incorporation, and shall be effective on July 1, 2009.

### ARTICLE I ORGANIZATION

**Section 1.1 Name.** The current name of this corporation is Catholic Health Partners Services (hereinafter referred to as the "Corporation"). The Corporation was incorporated on August 3, 1903 under the name of Missionary Sisters of the Sacred Heart. Through amendments to its articles of incorporation, the name was changed to Columbus-Cuneo-Cabrini Medical Center effective on January 5, 1977, to Columbus-Cabrini Medical Center effective on July 6, 1992, to Catholic Health Partners Services effective on November 1, 1995, and will be changed to Saint Anthony Hospital based on the approval of such name by the Illinois Secretary of State and upon the effective date of these Amended and Restated Articles of Incorporation.

**Section 1.2 Section 102.10(7) of the Illinois General Not For Profit Corporation Act of 1986.** Corporation is not a condominium association as established under the Condominium Property Act, a cooperative housing corporation defined in Section 216 of the Internal Revenue Code of 1954 nor a homeowner association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the Code of Civil Procedure.

**Section 1.3 Registered Agent and Office.** The address of the Corporation's registered office and the name of its registered agent at that office is: Aileen Brooks, Vice-President and General Counsel, Saint Anthony Hospital, 2875 W. 19<sup>th</sup> Street, Chicago, IL 60623.

### ARTICLE II PHILOSOPHY, MISSION AND PURPOSES

The Corporation is organized exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The Corporation owns and operates Saint Anthony Hospital (the "Hospital"), which is committed to providing acute care hospital services. The Corporation's philosophy, mission and purposes shall include, but not be limited to, (a) the provision of primary acute care inpatient and outpatient hospital and other medical services without regard to race, creed, color, religion, national origin or ability to pay, (b) educational activities related to the promotion of health and medical

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training, and (c) participation in activities to promote and benefit the general health of individuals and of the families of the communities served. The Corporation is dedicated to bringing help to those in need, through compassion, healing and hope. The Corporation strives to relieve misery and address its causes with Christian compassion for suffering people, with special sensitivity to the vulnerable and poor. The Corporation's activities will be conducted in a manner consistent with the teachings and laws of the Roman Catholic Church. The Corporation will adhere to the Ethical and Religious Directives for Catholic Health Care Services as approved by the United States Conference of Catholic Bishops, as applied by the Archbishop of Chicago, and as amended from time to time (the "Ethical and Religious Directives"). To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, not without the scope of this paragraph, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

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 publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of the Corporation's governing documents, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

## ARTICLE III MEMBERS

**Section 3.1 Sole Member of Corporation.** The sole member of the Corporation shall be Saint Anthony Health Ministries (the "Parent").

**Section 3.2 Powers Reserved to Canonical Directors of the Parent.** The following powers are reserved solely to the Canonical Directors of the Parent:

- (a) Approving, amending or repealing the Articles of Incorporation and Bylaws of the Corporation;
- (b) Approving, interpreting, or changing any statement of mission, philosophy, role and purpose of Corporation;
- (c) Monitoring the application of the *Ethical and Religious Directives for Health Care Services* by the Corporation and, in the case of noncompliance, requiring the correction of any anomaly;

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- (d) Approving the annual report and external audit to be sent to the Archbishop of Chicago;
- (e) Approving the sale, transfer, assignment, encumbrance, or substantial change in use of all or substantially all of the assets, or divestiture, of Corporation, subject to the approval of the Archbishop of Chicago if the disposition constitutes an alienation of the stable patrimony of the Corporation in excess of amounts determined by the Holy See from time to time;
- (f) Approving the incurrence of indebtedness, or the merger, dissolution, closure, consolidation, or change in corporate member of Corporation in accordance with Canonical requirements;
- (g) Approving the formation or acquisition of any new entity subject to the control of the Parent or any entity for which the Parent or any subsidiary corporation, including the Corporation, is a controlling member;
- (h) Removing any member of the Board of Directors of the Corporation as deemed necessary by the Canonical Directors to fulfill their canonical responsibilities.

**Section 3.3 Other Powers Reserved to the Parent.** The following powers are reserved to the Board of Directors of the Parent:

- (a) Ratifying the appointment and removal of the President of the Corporation;
- (b) Appointing, upon recommendation of the Board of Directors of the Corporation, the members of the Corporation's Board of Directors.

## ARTICLE IV BOARD OF DIRECTORS

**Section 4.1 Powers and Responsibilities.** The business, property, affairs and funds of the Corporation shall be managed, supervised and controlled by the Board of Directors who shall exercise all of the powers of the Corporation not reserved to the Parent or others, subject to the limitations contained in governing documents of the Corporation and applicable law.

**Section 4.2 Eligibility and Qualifications.** To be eligible for Board membership, a Director candidate shall satisfy the selection criteria and personal characteristics as may be established by the Parent from time to time.

**Section 4.3 Number.** The Board of Directors shall consist of not less than ten (10) nor more than fifteen (15) members.

## ARTICLE V AMENDMENTS AND DISSOLUTION

**Section 5.1 Amendments.** The power to approve changes to the governing documents of the Corporation shall be vested in the Canonical Directors of the Parent. The

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governing documents may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the other governing documents of the Corporation, canon law, and the applicable law of the State of Illinois.

**Section 5.2 Dissolution.** Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors, subject to the prior approval of the Canonical Directors of the Parent, and in accordance with the following:

- (a) The paying of or the making of provision for the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, outstanding loan agreements, credit agreements, master indentures, and other similar documents.
- (b) All the assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to the Parent to further its corporate purposes provided that the Parent, at such time, shall qualify as an organization described in Section 501(c)(3) of the Code, or if the Parent is not then in existence or is not described in Section 501(c)(3) of the Code, then the assets will be distributed, subject to the approval of the Archbishop of Chicago, to an organization that is described in Section 501(c)(3) of the Code.
- (c) Any such assets not so disposed of shall be disposed of for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

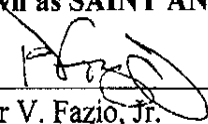
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These Amended and Restated Articles of Incorporation were duly adopted in accordance with the Act. The undersigned duly executes these Amended and Restated Articles of Incorporation and verifies that the facts stated herein are true to the best of his knowledge. Signed this 26<sup>th</sup> day of June, 2009.

**CATHOLIC HEALTH PARTNERS SERVICES  
now known as SAINT ANTHONY HOSPITAL**

By: \_\_\_\_\_

  
Peter V. Fazio, Jr.

Chair of the Board of Directors

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