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File Number 1707 692 2 3

87428990

SEAL OF THE STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



Property of Cook County Clerks Office

87428990

Whereas,

ARTICLES OF AMENDMENT RESTATING THE ARTICLES OF INCORPORATION OF LUTHERAN GENERAL HEALTH CARE SYSTEM 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, Jim Edgar, 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 29th day of JULY AD 19 87 and of the Independence of the United States the two hundred and 12th



Jim Edgar
SECRETARY OF STATE

JIM EDGAR
Secretary of State
State of Illinois

This Space For Use By	
Secretary of State	
Date	7-29-87
Filing Fee	100.00
Clerk	R.N.

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

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 LUTHERAN GENERAL HEALTH CARE SYSTEM

(Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on July 27
19 87 in the manner indicated below ("X" one box only.)

- 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 4)

(INSERT RESOLUTION)

The Articles of Incorporation of Lutheran General Health Care System are to be amended and restated in their entirety as follows in the attached Exhibit A.

Pursuant to Section 110.30 (5)(ii) please be advised of the following:

The Corporation was incorporated on June 4, 1923, as the Lutheran Deaconess Home and Hospital of Chicago. The Articles of Incorporation were amended to change the name to Lutheran General Deaconess Hospitals on June 30, 1958; to Lutheran Institute of Human Ecology on May 4, 1977; and, to Lutheran General Health Care System on March 31, 1986.

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FORM NFP-110.30

File No. _____

ARTICLES OF AMENDMENT under the GENERAL NOT FOR PROFIT CORPORATION ACT

Filing Fee \$25

Filing Fee for Re-Statut Articles \$100

FILED
JUL 29 1987
JIM EDGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-6961

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)

NOTE 4:

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 3:

To be adopted, the amendment must receive the affirmative vote or consent of the holder 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).

NOTE 2:

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

NOTE 1:

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.

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) 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.

NOTE 5: 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 holder 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).

Dated _____

attested by _____

(Signature of Assistant Secretary)

Chris J. Mollet, Assistant Secretary

(Type or Print Name and Title)

(Signature of President or Vice President)

Michael S. McCarthy, Senior Vice President

(Type or Print Name and Title)

LUTHERAN GENERAL HEALTH CARE SYSTEM

(Exact Name of Corporation)

by _____

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.

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

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EXHIBIT A

The Articles of Incorporation of Lutheran General Health Care System are hereby amended and restated in their entirety as follows:

ARTICLES OF INCORPORATION

ARTICLE 1

The name of the corporation is: Lutheran General Health Care System.

ARTICLE 2

The name and address of the registered agent and registered office are:

Registered Agent: Michael S. McCarthy, Esq.
Registered Office: 1775 West Dempster
Legal Department - 9 South
Park Ridge, Illinois 60068

ARTICLE 4

The purposes for which the corporation is organized are:

(a) To promote, support, develop and encourage the charitable, educational and scientific purposes of the following organizations: The American Lutheran Church, and its successor organization, Evangelical Lutheran Church in America, and any other organization formally affiliated with the Corporation or either of the foregoing organizations if exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and which is described in Sections 509(a)(1) or 509 (a)(2) of the Code or any other organization which is exempt from federal taxation under Section 501(c)(3) of the Code and which is described in Sections 509(a)(1) or 509 (a)(2) of the Code;

(b) To establish, own, operate, maintain and/or conduct the affairs of hospitals, home health agencies, nursing homes, homes for the aged, substance abuse centers, rehabilitation centers, nursing centers, pharmacies, laboratories, training and research facilities, deaconess homes, and other facilities or programs incidental thereto. In no instance, however, will the Corporation engage in the practice of medicine;

(c) To own, lease, or otherwise deal with all property, real and personal, to be used in furtherance of these purposes;

(d) To contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes;

(e) To sponsor, develop and promote and encourage public participation in public services and programs which are charitable, scientific or educational;

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(f) To own or operate facilities or own other assets for public use and the public's health and welfare; and

(g) To solicit support for the Corporation's activities from the public generally and through a board of directors which is broadly representative of the public and the community which the Corporation serves.

ARTICLE 5

Corporate Member. There shall be one (1) Corporate Member, acting through its Church Council, who, prior to January 1, 1988, shall be The American Lutheran Church, a Minnesota not-for-profit corporation exempt from taxation under Section 501(c)(3) of the Code. Thereafter, the Corporate Member, acting through its Church Council, shall be Evangelical Lutheran Church in America, a Minneapolis not-for-profit corporation exempt from taxation under Section 501(c)(3) of the Code, if and only if it is the surviving corporation of the merger of The American Lutheran Church and Evangelical Lutheran Church in America. The Corporate Member shall at all times act through its Church Council with regard to any action relating to the Corporation. If the Corporate Member shall be merged or consolidated into or dissolved and its assets transferred to another organization which is exempt from federal taxation under Section 501(c)(3) of the Code and which has a mission and purposes which are substantially similar to those of the Corporate Member which so merged or consolidated or was dissolved, then such successor corporation shall be a Corporate Member of the Corporation. In lieu of and not in addition to any statutory powers, the Corporate Member shall have the following powers and voting rights reserved to it:

(a) To approve all amendments to the Articles of Incorporation of the Corporation as proposed by the Board of Directors of the Corporation;

(b) To appoint all of the Directors of the Corporation from among those nominated by the Corporation and to remove for cause any Directors so appointed; provided, however, that at least a simple majority of the voting members of the Board of Directors shall be members of the congregation of the Evangelical Lutheran Church in America or members of those congregations which would have comprised the Evangelical Lutheran Church in America; and

(c) To approve, before it may become effective, any merger, consolidation, or liquidation of the Corporation or the sale of all or substantially all of the assets of the Corporation.

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ARTICLE 6

In the event of dissolution of the Corporation the Board of Directors shall:

(a) After paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to the Corporate Member if then in existence and exempt from federal taxation under Section 501(c)(3) of the Code, or to its successor or assign, if such successor or assign is exempt as described above, and if the Corporate Member shall then be dissolved, not exempt as described above, or the successor or assign of the Corporate Member is not exempt as described above, then to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as the Board of Directors shall determine which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code and which shall be affiliated with the Corporate Member or the successor religious denomination of the Corporate Member if that religious denomination is not then in existence.

(b) Any such assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in the state in which the principal office of the Corporation is then located to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

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#3163 \$ A * -87-428990
COOK COUNTY RECORDER

Handwritten signature or initials

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JUL 29 1987
JIM EDGAR
Secretary of State

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