



Whereas, ARTICLES OF AMENDMENT AND RESTATED ARTICLES TO THE ARTICLES OF INCORPORATION

ST. ANNE'S HOSPITAL OF CHICAGO, INC.

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 21st day of July AD 1988 and of the Independence of the United States the two hundred and 13th



Jim Edgar SECRETARY OF STATE

BOX 209

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Property of Cook County Clerk's Office

JIM EDGAR  
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	7-21-88
Filing Fee	100.00
Clerk	(Signature)

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 St. Anne's Hospital of  
Chicago, Inc. (Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on Feb. 19, 19 88 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)

That the Articles of Incorporation be amended in their entirety by adopting in lieu thereof the restated Articles of Incorporation, a copy of which is attached hereto as Exhibit A.

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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-Statement Articles \$100

**FILED**

JUL 21 1988

JIM EDGAR  
Secretary of State

RETURN TO:

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

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- 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 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)

### NOTES AND INSTRUCTIONS

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.

Dated \_\_\_\_\_, 19\_\_\_\_

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

F. Daniel Caprell, Secretary  
(Type or Print Name and Title)

by \_\_\_\_\_  
(Exact Name of Corporation)

Paul Bielat, President  
(Type or Print Name and Title)

St. Anne's Hospital of Chicago, Inc.  
(Signature of President or Vice President)

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## EXHIBIT A

### AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

### ST. ANNE'S HOSPITAL OF CHICAGO, INC.

#### ARTICLE I - (Amended)

##### Name

The Corporation was incorporated under the name St. Anne's Hospital of Chicago, Inc. on January 12, 1963.

#### ARTICLE II - (Restated)

##### Registered Agent and Office

The Corporation's registered agent is Prentice Hall Corporation System, Inc. and its registered office is at 33 North LaSalle, Suite 1925, Chicago, Illinois.

#### ARTICLE III - (Amended)

##### Purposes

The objectives and purposes of the Corporation are:

To operate hospitals as part of and to support the other entities within the Ancilla health system sponsored by the Poor Handmaids of Jesus Christ (the "System"), which System is a multi-institutional health care system founded on and designed to promote and continue a Christian philosophy of caring, recognizing the dignity of all persons, responsive to the changing environment, operated in accordance with the objectives and philosophy and current mission-statement of its religious sponsor, the Poor Handmaids of Jesus Christ, and in compliance with applicable Catholic ethical and religious principles, and dedicated to uniting the sponsoring religious congregation and laity to provide quality care for the spiritual, emotional and physical needs of the sick, injured, aged and afflicted and their families.

Within this framework and within the limits of available resources the Corporation shall endeavor:

- a. To promote efficiency, cost containment and the delivery of quality health care in the hospitals;

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- b. To provide for the spiritual and physical needs of the sick, injured, aged and afflicted of all races, colors, creeds, sexes or national origins;
- c. To conduct and participate in educational activities related to the promotion of the health and care of the sick and injured and provide for the regular dissemination to the public of information related to health care;
- d. To promote and participate in scientific research related to the care of the sick and injured;
- e. To participate in other activities designed to promote the general health of the community;
- f. To cooperate with, support and contribute to the well-being of the other entities which are parts of the System and which share the health care ministry of its religious sponsor, the Poor Handmaids of Jesus Christ; and
- g. To do all other things necessary and proper in connection with the operation, maintenance and administration of the hospitals.

The Corporation is organized for charitable, scientific and educational purposes as a not-for-profit corporation. Its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings will inure to the benefit of any member, director, officer or individual, other than payments consistent with said purposes.

The Corporation shall also have such other powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of 1986 of the State of Illinois.

## ARTICLE IV - (Amended)

### Member

Section 1. The sole member (the "Member") of the Corporation shall be Ancilla Systems Incorporated, an Illinois not-for-profit corporation. The voting power of the Corporation shall be vested solely in the Member.

Section 2. The meetings of the Member and of the Board of Directors shall be held either within or without this State as may be designated by the Member, the Board of Directors or by the officers calling such meeting.

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## ARTICLE V - (Amended)

### Directors

Section 1. The affairs of this Corporation shall be managed by or under the direction of a Board of Directors which shall consist of not less than ten nor more than fifteen directors, the exact number within such minimum and maximum limits to be fixed and determined from time to time in accordance with the provisions of the Bylaws.

Section 2. Notwithstanding the foregoing, the Corporation as well as its officers, directors and employees shall abide by the official directives of the Member regarding all matters affecting the relationship of the Corporation with the System. In addition, written approval of the Member shall be required prior to the entry into any agreement or course of conduct, the effect of which is to bind the Corporation in any manner with respect to the following actions:

- a. The expansion or reduction in health care services, and/or departments other than as permitted in guidelines issued by the Member, as amended from time to time, or in excess of the amount permitted by such guidelines;
- b. The acquisition, sale, lease, transfer, assignment, mortgage or encumbrance of any fixed capital, buildings or parcel of real estate;
- c. Any action which might be considered as inconsistent with the objectives and purposes as set forth in ARTICLE III above;
- d. The incurrence of any debt or obligation which would bind or obligate the Corporation in an aggregate amount exceeding the lesser of one million dollars or ten percent of the book value of the Corporation's fixed assets;
- e. The approval of and amendment to any internal audit program and selection of the certified public accounting firm to act as the Corporation's auditor;
- f. The selection of the Corporation's insurance brokers and/or insurers with respect to its property and casualty coverages;
- g. The investment of the Corporation's funds, whether constituting surplus or otherwise, in accounts, securities or financial instruments or with institutions or depositories other than those permitted

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in guidelines issued by the Member, as amended from time to time, or in excess of the amount(s) permitted by such guidelines;

- h. The acquisition or establishment of any entity (including joint ventures) or the operation of any business or fund raising organization, whether for profit or not-for-profit, corporate, or otherwise which the Corporation intends to maintain ownership or control of on an on-going basis and the disposition or dissolution thereof;
- i. The approval of the Corporation's legal counsel;
- j. The approval of the Corporation's annual operating and capital budgets;
- k. The acceptance of any donation, gift, devise or bequest which imposes an obligation upon the Corporation, the System or its Sponsor;
- l. The approval of the Corporation's long range financial and strategic plans and any amendments thereto;
- m. All major corporate structural changes, including, but not limited to merger, consolidation or dissolution of the corporation or any of its subsidiaries and the sale of substantially all of the assets of the Corporation or any subsidiary; and
- n. The approval of or amendment to any management contract with respect to the operations of the Corporation or its facilities.

## ARTICLE VI - (Amended)

### Liability

The Member shall not be personally liable to the Corporation, or for the debts and obligations of the Corporation, except to the extent of any unpaid portion of such membership dues and assessments which the Corporation may have legally imposed upon the Member or for any other indebtedness owed by the Member to the Corporation.

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ARTICLE VII - (Amended)

Dissolution

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, all of the property and assets of the Corporation remaining after the payment of its liabilities and obligations or after adequate provisions shall have been made therefor, shall be transferred or conveyed to the Ancilla Domini Sisters, Inc., an Indiana not-for-profit corporation (the "Sponsor"), or to such other charitable or educational corporations or societies engaged in activities substantially similar to those of the Corporation as the Board of Directors of the Corporation shall, with the written consent of the Member, select; provided, however, that such corporations or societies are exempt organizations under the provisions of Sections 501(c)(3), 2055 and 2522 of the Internal Revenue Code of 1986, or any later or other sections of the Internal Revenue Code which amend or supersede said sections.

ARTICLE VIII - (New)

Indemnification

Section 1. The Corporation shall indemnify any director, officer, committee member, employee or agent, as well as the Member (included hereunder as "person"), who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, committee member, employee, agent or Member of the Corporation, or is or was serving at the request of the Corporation as a director, officer, committee member, employee or agent of another corporation, against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. To the extent that a person who may be indemnified has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 1 of this Article, or in the defense of any claim, issue or matter therein, the person shall be indemnified against

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expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with such action.

Section 3. Any other indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, committee member, employee, agent or Member is proper in the circumstances because the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interest of the Corporation. Such determination shall be made 1) by the directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or 2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or 3) by the Member of the Corporation.

Section 4. Expenses incurred by a director, officer, committee member, employee, agent or the Member in defending an action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of such director, officer, committee member, employee, agent or Member to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Corporation.

Section 5. Indemnification under this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of the Member or other provision, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall, unless otherwise provided when authorized, continue as to a person who has ceased to be a director, officer, committee member, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. The Corporation may purchase and maintain insurance on behalf of any person referred to in the preceding Sections of this Article against any liability asserted against and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article.

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## ARTICLE IX - (New)

### Bylaws

The power to make, alter, amend, adopt or repeal the Bylaws of the Corporation shall be vested in the Member.

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COOK COUNTY RECORDER

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