

UNOFFICIAL COPY

File Number 2073 273 3 7 6 1 3 93076131



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF HOLY CROSS HOSPITAL

93076131

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.

DEPT-01 RECORDING \$35.00  
T#6666 TRAM 6563 01/29/93 11:11:00  
#1110 + \*-93-076131  
COOK COUNTY RECORDER

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 20th day of JANUARY A.D. 1993 and of the Independence of the United States the two hundred and 17th



*George H. Ryan*  
SECRETARY OF STATE  
357

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ENCLOSURE

TO THE HONORABLE CLERK OF THE COURT  
COUNTY OF COOK  
COURT HOUSE  
118 N. MADISON ST.  
CHICAGO, ILL. 60602

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MSB - 110.30  
(Rev. Jan., 1987)

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File #

JIM BOGGS  
Secretary of State  
State of Illinois

This Space For Use By Secretary of State	
Date	1/20/93
Filing Fee	25
Clerk	[Signature]

Submit in Duplicate  
Remit payment in Check or Money Order, payable to "Secretary of State"

## ARTICLES OF AMENDMENT

### 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 Holy Cross Hospital

(Note 1)

**ARTICLE TWO** The following amendment to the Articles of Incorporation was adopted on Nov. 16, 1992 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)

PERSON (See Attachment)

### NOTES AND INSTRUCTIONS

1. This form must be filed with the Secretary of State.

WORK OF SECRETARY OF STATE

**EXPEDITED**

JAN 19 1993

SECRETARY OF STATE

NOTE 1  
NOTE 2  
NOTE 3  
NOTE 4

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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-Stat'd Articles \$100

FILED

JAN 20 1993

GEORGE H. RYAN  
SECRETARY OF STATE

RETURN TO:

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

RETURN TO: BOX 232

NOTE 6

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

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 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 2

Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote.

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.

NOTES AND INSTRUCTIONS

Mark C. Clement, President  
(Type or Print Name and Title)

Dora Gammon, Asst. Secretary  
(Type or Print Name and Title)

(Signature of President or Vice President)

(Signature of Secretary or Assistant Secretary)

HOLY CROSS HOSPITAL  
(Legal Name of Corporation)

November 16, 1992

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)

11-19-92-006

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ATTACHMENT

HOLY CROSS HOSPITAL

AMENDED

## ARTICLES OF INCORPORATION

RESOLVED, that Article III of the Articles of Incorporation of the Corporation is amended in its entirety as follows:

### "ARTICLE III

SECTION 1. The Members of the Corporation shall consist of the persons from time to time serving as the elected General Superior and members of the General Council of the Religious Institute known as the "Sisters of Saint Casimir". Any Member who ceases to be the General Superior or be a member of the General Council, shall cease to be a Member of the Corporation. Any Member may resign her Membership by submitting a written resignation to the Secretary of the Corporation.

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### SECTION 2. POWERS.

2.1 Direct Reservation. The Membership reserves directly to itself the following powers in addition to those provided by statute:

- (a) To amend or repeal the Bylaws or Articles of Incorporation and to adopt new Bylaws or Articles of Incorporation;
- (b) To acquire and/or dispose of, mortgage or otherwise encumber or hypothecate the Corporation's real property;
- (c) To elect, and at any time to remove and replace members of the Board of Trustees of the Corporation, and, subject to this power of removal, to establish terms for such Trustees as are consistent with the Bylaws;
- (d) To elect, and at any time to remove and replace the Officers of the Corporation; and
- (e) To, from time to time, in connection with the Corporation, reserve the exercise of such rights as the Members deem necessary to ensure consistency with the Mission and Philosophy of the Sisters of St. Casimir, or which the Members otherwise deem in the best interests of fulfilling the purposes of the Corporation, and which otherwise would be vested in the Board of Trustees.

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MEMORANDUM

TO: THE HONORABLE CLERK OF COURT

FROM: [Illegible]

SUBJECT: [Illegible]

Reference is made to your letter of the 10th day of [illegible] 19[illegible] in which you requested that [illegible] be [illegible] as follows:

[Illegible text block]

RECOMMENDATION

[Illegible text block]

[Illegible text block]

[Illegible text block]

[Illegible text block]

[Illegible text block]

[Illegible text block]

[Illegible text block]

[Illegible text block]

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2.2 Reservation by Approval. Action by the Board of Trustees upon any of the following matters can be authorized only by and shall be effective only upon the assent of the Members:

- (a) To authorize the borrowing of money by the Corporation or by any entity (each an "Affiliate") in which the Corporation holds a majority of the membership or equity interest, in amounts in excess of that which is fixed from time to time by the Members in accordance with Canon Law for Religious Institutes;
- (b) To adopt each and every annual budget;
- (c) To authorize the entering into contracts or making corporate commitments not included in the approved budget of the Corporation or of any Affiliate which are in excess of \$1,000,000;
- (d) To adopt a plan of merger or a plan of consolidation, or to authorize a sale of substantially all of the assets of, or other restructuring of, the Corporation or of any Affiliate;
- (e) To adopt a plan for the dissolution of the Corporation or of any Affiliate, to approve the establishment of an Affiliate, or the transfer of any part of the Corporation's Membership or equity interest in an Affiliate;
- (f) To approve any stewardship commitments of the hospital; and
- (g) To approve the Board of Trustees' affirmative vote to remove a Trustee."

FURTHER RESOLVED, that Article IV of the Articles of Incorporation of the Corporation is amended in its entirety as follows:

"ARTICLE IV

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SECTION 1. ROLE OF THE BOARD OF TRUSTEES.

Subject to Article III of the Articles of Incorporation, as amended, and the Bylaws, the Board of Trustees has overall responsibility for the conduct of the hospital in a manner consonant with the hospital's objective of making available quality patient care consistent with the ethics of the Catholic Church. The Board of Trustees shall have the right, power and authority to exercise all such powers and to do all such acts and things as may be exercised or done by the Corporation, subject, however, to

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The undersigned, Clerk of the County of Cook, Illinois, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the County of Cook, Illinois.

Witness my hand and seal of office at Chicago, Illinois, this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_  
Clerk of Cook County, Illinois

\_\_\_\_\_  
Notary Public for Cook County, Illinois

in excess of \$1,000,000.00

\_\_\_\_\_  
Notary Public for Cook County, Illinois

\_\_\_\_\_  
Notary Public for Cook County, Illinois

\_\_\_\_\_  
Notary Public for Cook County, Illinois

\_\_\_\_\_  
Notary Public for Cook County, Illinois

RECEIVED  
VI LEGITIMA

\_\_\_\_\_  
Notary Public for Cook County, Illinois

\_\_\_\_\_  
Notary Public for Cook County, Illinois

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the statutes of the state of Illinois, the provisions of the Articles of Incorporation, as amended, of the Corporation and to the provisions of the Bylaws. Minutes of each meeting of the Board of Trustees will be generated to serve as a permanent record.

**SECTION 2. MEMBERSHIP.** The Board of Trustees of the Corporation, shall number between thirteen (13) and seventeen (17) persons as elected by the Members of the Corporation who may also remove and replace Trustees, with or without cause, at their discretion. The Chairman, Vice Chairman, and President shall be members of the Board of Trustees. Trustees of the Corporation shall be elected at any annual or special meeting of the Members of the Corporation. Membership on the hospital medical staff shall not be a bar to service as a Trustee. Any Trustee may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation may or may not be made contingent on formal acceptance and shall take effect on the date of the receipt or at any later time specified in the notice."

FURTHER RESOLVED, that Article V of the Articles of Incorporation of the Corporation is amended in its entirety as follows:

## ARTICLE V

**SECTION 1. PURPOSES.** The purposes of the Corporation are to operate exclusively for religious, charitable, educational and scientific purposes, including, but not limited to the following:

- (a) To establish, maintain and operate a Catholic hospital and other facilities for the care, diagnosis and treatment of in-or out-patients suffering from illness, injury, disease or other psychological, spiritual, social or physical disability or condition requiring medical, surgical, nursing or other related professional or custodial services;
- (b) To undertake educational programs or activities related to rendering care to the sick, elderly, unfortunate or injured or related to the protection and promotion of health, which, in the opinion of the Board of Trustees, are appropriate and which may be justified by facilities, personnel, funds or other requirements that are or can be made available;
- (c) To promote and carry on research related to the care of the sick, elderly, unfortunate or injured insofar as, in the opinion of the Board of Trustees, such research can be carried on in or in connection with the Hospital or other facilities of the corporation;

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- (d) To participate, as far as circumstances may warrant in the opinion of the Board of Trustees, in any activity designed and carried on to promote the general health, rehabilitation and social needs of the community;
- (e) To support, promote and further the Roman Catholic Religious Institute known as the Sisters of St. Casimir of Chicago and its religious, charitable and educational activities, and to at all times conduct the affairs of the corporation consistent with the Mission and Philosophy of said Religious Institute; and
- (f) To do all things which may be useful, necessary, convenient, expedient or incidental to the attainment or furtherance of the purposes of the Corporation."

FURTHER RESOLVED that Article VI is added to the Articles of Incorporation to read as follows:

## "ARTICLE VI

### DISSOLUTION

On the dissolution of the Corporation, its assets remaining after payment, satisfaction and discharge of, or provision for payment of, all liabilities and obligations of the Corporation, shall be distributed, transferred and conveyed to any one of the following organizations in the order named, providing that at the time of said distribution, said distributee shall be organized and operated for religious, charitable or health care purposes and shall be exempt from taxation under Section 501(c)(3) (or the successor provision) of the Internal Revenue Code:

To the Religious Institute known as the Sisters of St. Casimir, an Illinois not-for-profit Corporation, or if it is unable to qualify or by some reason is unable or unwilling to accept or to take said distribution then

To The Roman Catholic Cardinal of the Archdiocese of Chicago, an Illinois corporate sole,

and if neither of the above specifically named distributees is qualified or if neither of the said distributees is able or willing to accept said distribution, then the assets of the Corporation shall be distributed to such organization or organizations organized and operated exclusively for religious and charitable purposes under Section 501(c)(3) or successor provision of the Internal Revenue Code, as the Board of Trustees shall determine."

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The Board of Directors of the Corporation has resolved to pay a dividend of \$1.00 per share of common stock to the holders of record as of the close of business on the date hereinafter specified.

The dividend is payable to the holders of record of the common stock of the Corporation as of the close of business on the date hereinafter specified. The dividend is payable to the holders of record of the common stock of the Corporation as of the close of business on the date hereinafter specified.

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RESOLVED

ATTEST

The Board of Directors of the Corporation has resolved to pay a dividend of \$1.00 per share of common stock to the holders of record as of the close of business on the date hereinafter specified. The dividend is payable to the holders of record of the common stock of the Corporation as of the close of business on the date hereinafter specified.

The Board of Directors of the Corporation has resolved to pay a dividend of \$1.00 per share of common stock to the holders of record as of the close of business on the date hereinafter specified. The dividend is payable to the holders of record of the common stock of the Corporation as of the close of business on the date hereinafter specified.

RESOLVED

The Board of Directors of the Corporation has resolved to pay a dividend of \$1.00 per share of common stock to the holders of record as of the close of business on the date hereinafter specified. The dividend is payable to the holders of record of the common stock of the Corporation as of the close of business on the date hereinafter specified.

The Board of Directors of the Corporation has resolved to pay a dividend of \$1.00 per share of common stock to the holders of record as of the close of business on the date hereinafter specified. The dividend is payable to the holders of record of the common stock of the Corporation as of the close of business on the date hereinafter specified.

RECORDED

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FURTHER RESOLVED, that the date of incorporation is reaffirmed as October 10, 1929, and the name of the Corporation which has not been amended, and is reaffirmed as Holy Cross Hospital.

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