File Number 2073 273 3 7 6 1 3 93076131



INCORPORATION OF

HOLY CASS 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

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Now Therefore, I, George H. Ryan, Secretary of Plate of the State of Illinois, by virtue of the powers vested in ree 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.



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at the City of Springfi	eld, this 201	:h
day of JANUARY		
of the Independence of		
the live hundred and _	17th	

George & Agan
SECRETARY OF STATES
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Proberty of County Clark's Office

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OFFIC NFP - 110.30 File # (Rev. Jen., 1987) This Space For Use Sv Secretary of State Secretary of State Submit in Dublicate ate of Illinble Date C Remit payment in Check or Money ARTHREE OF AMERICMENT Order, payable to "Secretary of Filing Fee State -- mone under their >-DO NOT SEND CASHI GENERAL NOT FOR PROFIT CORRORATION ACT Clerk Burspant to the provisions of 'The General Mot for Profit Comporation Act of 1986", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation. The name of the conjugation is Holy Cross Hospital Sarticle one (Note 1) The following amendment to the Articles of Incorporation was adopted on  $\frac{Nov.-16}{}$ , ARTICLE TWO \_\_in the mainner indicated below ("X" one box only.) By the affirmative vote of a majority of the directors in office, at a meeting of the sidues the convent of board of directors, in accordance with Section 110.15, the mile with a (Note 2) ment at least a days before the consent of engage of the proposed smand ment at least a days before the consent of engage of the proposed smand Musu a warm D tobus By written egysent, signed by all the directors in office, in compliance with Sectake then a melouis we tione 110.15 and 108.45 of this Act. soon members some to Acts kou wo (Note 3) The erricles of the members of the property of \$13 MILLION SETUP the members having not less than the minimum number of votes necessary to the programment where adopt such amondment, in provided by this Act, the articles of incorporation or the to be adopted the so bylaws, in accordance with Section 110.20. (Note 4) ANARUBY MARK TO BE EXPENDED TO CONSENT SIGNED BY METABORS ENTITIED TO MAKE THE STATE OF STATE minimum number of votes necessary to adopt such smendment, as provided by TAILING COMP THE BLOTS this Act, the articles of incorporation, of the bylaws, in compliance with Sections Wit sursuqueurs uss 107.10 and 110.20 of this Act. (Note 4) MOSE 4 Chrector approved may us (1) by your at a director's meeting faither annual 2, so coall or (2) by consent in MOTE 3 (INSERT RESOLUTION) Directors may sauct amendments without mamber approval unit when the corporate. HOLE S SEPORE any amendments have (200 Verschment) the records of the Office of the Secrater of Signs MOTE . NOTES AND INSTRUCTIONS Clement, President STIME OF STATE HAVE AND SHIPS Dora Cambon, Asst. Secretary Algorithms of Avergines or Associate Schooling PRESIDE DY NOTE JAN 19 1993 1837 KOMBADOL (U. Deted .... The undersigned corporation has caused these articles to be signed by A.S. LULY authorized anicties and of whom aftern under penalties of thenuty, that the facts annot become are jour.

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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, stall 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 <u>Direct Reservation</u>. The Membership reserves directly to itself the following powers in addition to those provided by statute:
  - To amend or repeal the Bylaws or Articles of Incorpora-(a) tion and to adopt new Bylaws of Articles of Incorporation;
  - To acquire and/or dispose of, mortgage or otherwise (b) encumber or hypothecate the Corporation's real property;
  - 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 cerms for such Trustees as are consistent with the Bylaws;
  - To elect, and at any time to remove and replace the (d) Officers of the Corporation; and
  - To, from time to time, in connection with the (e) 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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· UNOFFICIAL COPY 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: Corporation holds a majority of the membership or

- To authorize the borrowing of money by the Corporation
- or by any entity (each an "Affiliate") in which the 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;
- To adopt each and every annual budget;
- (c) To authorize the entering into contracts or making corporate commitments not included in the approved bidget of the Corporation or of any Affiliate which are 14 excess of \$1,000,000;
- 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 Acciliate;
- 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;
- To approve any stewardship commitments of the hospital; (f)
- To approve the Board of Trustees' affirmative vote to **(g)** 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, and 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 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:

## "IRIJCLE Y

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 condicion 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 FENOLVED 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 distributes 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 sols,

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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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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