

UNOFFICIAL COPY

95088509

File Number 3408-231-6

State of Illinois Office of The Secretary of State

95088509

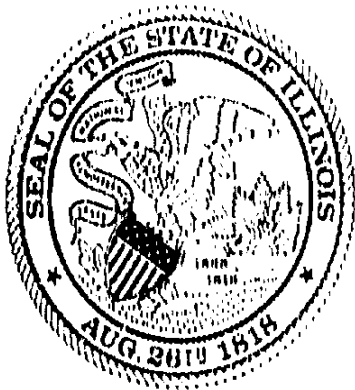
Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

NORTHWEST COMMUNITY HOSPITAL 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 \$29.00
T27777 TRAN 4007 01/30/95 11:03:00
02357 + DW * -95-068509
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 26TH day of JANUARY A.D. 19 95 and of the Independence of the United States the two hundred and 19TH.



George H. Ryan

Secretary of State

291

UNOFFICIAL COPY

Property of Cook County Clerk's Office

UNOFFICIAL COPY

NFP-110.30
(Rev. Jan. 1987)

Submit in Duplicate

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

DO NOT SEND CASH

GEORGE H. RYAN
Secretary of State
State of Illinois

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT CORPORATION ACT

File # 9708-2376

This Space For Use By Secretary of State	
Date	1/26/95
Filing Fee	7.25
Approved	[Signature]

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1980," the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is NORTHWEST COMMUNITY HOSPITAL

(Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on JANUARY 23,
1995 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)

SEE ATTACHMENT A.

95088509

EXPEDITED

JAN 26 1995

SECRETARY OF STATE

CLERK OF COURT
CLERK OF SUPERIOR COURT
CLERK OF APPELLATE COURT
CLERK OF PROBATE COURT
CLERK OF JUDICIAL CIRCUIT COURT
CLERK OF COUNTY COURT
CLERK OF MUNICIPAL COURT
CLERK OF JUVENILE COURT
CLERK OF DISTRICT COURT
CLERK OF CHANCERY COURT
CLERK OF COMMON PLEAS COURT
CLERK OF COUNTY CLERK

UNOFFICIAL COPY

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

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 January 23, 1995

NORTHWEST COMMUNITY HOSPITAL

attested by BK Crowther
(Signature of Secretary or Assistant Secretary)

by Donald D. Terisky
(Signature of President or Vice President)

Bruce K. Crowther, President &
(Type or Print Name and Title) Secretary

Donald D. Terisky, Chairman Board of
(Type or Print Name and Title) Directors

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) 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 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)

95068606

FORM NFP-110.30

File No.

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

Filing Fee \$25

Filing Fee for Re-Stated Articles \$100

FILED

JAN 25 1995

GEORGE H. RYAN
SECRETARY OF STATE

RETURN TO:

Department of Business Services
Secretary of State
Springfield, Illinois 6 756
Telephone (217) 782 1832

UNOFFICIAL COPY

ATTACHMENT A

Article 5 of the Articles of Incorporation is amended to read as follows:

The purpose or purposes for which the corporation is organized are: To own, maintain and operate, not for pecuniary profit, a hospital in the County of Cook and State of Illinois, to furnish facilities for the treatment of sick, wounded and injured persons; for the prevention of illness and disease; for the training of nurses, interns, technicians, medical students and hospital employees; for aiding, assisting and conferring benefits upon Northwest Community Healthcare, an Illinois not for profit corporation, as long as such corporation qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (the "Code"); and for the gratuitous treatment of the medical and surgical diseases of the sick poor; and the activities of this corporation 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.

No part of the income of this corporation shall be distributable to its members, directors or officers (provided however that reasonable compensation for services rendered shall not be deemed a distribution of income), and no part of the net earnings of this corporation shall inure to the benefit of any member or individual; but all net profits and net gains arising from the operation and conduct of the corporation shall be devoted exclusively to furthering the purposes of the corporation.

All assets and property, real and personal, now owned, or at any time hereafter acquired by this corporation shall be, and are hereby, impressed with a trust, and shall be held by this corporation exclusively for the charitable, educational, and scientific purposes set forth above. Said trust shall be irrevocable and perpetual.

Provided, however, the above purposes shall not be deemed to authorize the corporation to receive any child for care or placement apart from its own parent or guardian.

UNOFFICIAL COPY

Property of Cook County Clerk's Office

95008709

UNOFFICIAL COPY

Upon dissolution of, or liquidation of this corporation, and after the payment of its just debts and liabilities or after making provision therefore, all of the corporation's remaining assets shall be transferred or conveyed to Northwest Community Healthcare or to any Restricted Affiliate, as such term is defined in the 1985 Master Indenture to which Northwest Community Healthcare is a party, provided that at the time of such transfer or distribution, the distributee corporation is an Illinois not-for-profit corporation exempt from taxation under Section 501(c)(3) of the Code, and if none of such corporations is then tax-exempt, then to one or more domestic or foreign corporations, organized and operated exclusively for charitable, educational, or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which enjoys status as an exempt entity under Section 501(c)(3) of the Code, and in no event shall any of the assets of this corporation be distributed so as to inure to the benefit of any member or individual.

01\20\95\11521\010\BOANTRGH.001

UNOFFICIAL COPY

Property of Cook County Clerk's Office

60888056

95088809