

File Number 0901-576-1

State of Illinois  
Office of  
The Secretary of State

Whereas, ARTICLES OF AMIENDMENT TO THE ARTICLES OF INCORPORATION OF CATHOLIC HEALTH PARTNERS SERVICES 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, 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 29TH day of AUGUST A.D. 19 97 and of the Independence of the United States the two hundred and 22ND



*George H Ryan*

Secretary of State

UNOFFICIAL COPY File # 0901-576-1

GEORGE H. RYAN  
Secretary of State  
State of Illinois

This Space For Use By	
Secretary of State	
Date	8/29/97
Filing Fee	\$ 25.00
Approved	<i>[Signature]</i>

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

ARTICLES OF AMENDMENT  
under the  
GENERAL NOT FOR PROFIT  
CORPORATION ACT

DO NOT SEND CASH!

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 Catholic Health Partners Services

(Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on Aug. 18,  
1997 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 5)

(INSERT RESOLUTION)

See Attachment

EXPEDITED

AUG 29 1997

SECRETARY OF STATE

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Page 2 of 10

(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. (All signatures must be in BLACK INK.)

Dated August 28, 1997

Catholic Health Partners Services  
(Exact Name of Corporation)

attested by Sr. Jean Maher, D.C.  
(Signature of Secretary or Assistant Secretary)

by Sr. Theresa Peck, D.C.  
(Signature of President or Vice President)

Sr. Jean Maher, D.C.  
(Type or Print Name and Title)

Sr. Theresa Peck, D.C.  
(Type or Print Name and Title)

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

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 class 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)

FORM NFP-110-30

File No.

ARTICLES OF AMENDMENT  
under the  
GENERAL NOT FOR PROFIT  
CORPORATION ACT

Filing Fee \$25  
Filing Fee Re-Statd Articles \$100

FILED

AUG 29 1997

GEORGE H. RYAN  
SECRETARY OF STATE

Department of Business Services  
Secretary of State

C-130.7

ARTICLES OF AMENDMENT  
OF  
CATHOLIC HEALTH PARTNERS SERVICES

WHEREAS, because of a corporate reorganization, references in the Articles of Incorporation to Daughters of Charity National Health System - East Central, Inc., an Indiana non-profit corporation, shall be changed to Daughters of Charity National Health System, Inc., a Missouri not for profit corporation;

RESOLVED, that Articles 2 and 4 of the Articles of Incorporation are amended to read as follows:

ARTICLE 2. The purpose or purposes for which the corporation is organized are:

- A. The Corporation is organized exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Internal Revenue Code").
- B. The establishing, operating and maintaining of Catholic hospitals, dispensaries, training schools for nurses, the care, sustenance, education and manual training of orphans and poor children and other works of charity, the acquiring of necessary buildings for such purpose or purposes; provided always, however, that such hospitals shall (i) admit and treat individuals without regard to race, sex, natural origin, religious beliefs, age or handicap and (ii) respect, permit and not interfere with, the religious beliefs of persons admitted or treated, nor be engaged in sectarian instruction (except for pastoral services of the kind permitted or provided by hospitals generally).
- C. To provide assistance to the community it serves, with a special concern for the sick and poor and to the extent that financial resources permit, to provide charity care to persons in need.

- D. To promote a healthy and just society through community-based networks and collaboration with those who share the values of the Missionary Sisters of the Sacred Heart of Jesus-Provincial Council of the Stella Maris Province (hereinafter "MS-SMP") and the Daughters of Charity National Health System, Inc. (hereinafter "DCNHS").
- E. To educate and train persons in various aspects of health care for the physical, mental and spiritual welfare of the general community.
- F. To participate in education and research relating to the prevention of disease, the rendering of quality health care and the promotion of health.
- G. To support and foster the purposes of MS-SMP and DCNHS and to confer benefits upon the MS-SMP and DCNHS.
- H. To cooperate with the Daughters of Charity of St. Vincent de Paul (hereinafter "Daughters of Charity") and MS-SMP sponsored or co-sponsored institutions and with affiliated organizations of DCNHS and MS-SMP in their respective efforts to promote quality service at reasonable rates.
- I. To serve as the controlling entity of certain subsidiary organizations and to limit the powers, duties and responsibilities of the governing body of the subsidiary organization in which the Corporation is the controlling entity in accordance with requirements set forth in the Corporation's Bylaws and as established by the Corporate Member and by DCNHS and MS-SMP.
- J. To otherwise operate exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, in the course of which operation:
- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable

to, its Corporate Member, directors, officers, or other persons unless allowed by the Internal Revenue Code and the Illinois General Not For Profit Corporation Act of 1986, as amended, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office except as authorized under the Internal Revenue Code.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under the Internal Revenue Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE 4. Other provisions.

A. CORPORATE MEMBER

1. Number and Eligibility. There shall be one (1) member of the Corporation who shall be known as the "Corporate Member" and the Corporate Member shall be Catholic Health Partners, formerly Columbus Cabrini Health System (hereinafter "PARENT").

2. Appointment of an Officer, Director, Etc. to Act on Behalf of PARENT as the Corporate Member. PARENT may appoint an Officer(s), Director(s), or agent(s) to act on its behalf in its capacity as the Corporate Member of the Corporation.

B. BOARD OF DIRECTORS

1. Number. The Board of Directors shall consist of such number of Directors not fewer than twelve (12) and not more than sixteen (16).
2. Eligibility and Qualifications. To be eligible for Board membership, a Director candidate shall satisfy the following basic criteria:
  - a. Exemplify basic qualities of honesty, integrity, justice and high moral and ethical standards.
  - b. Be committed to uphold the philosophy, mission, values and policies of the Corporation, as established by the PARENT, DCNHS and MS-SMP.
  - c. Understand and support the Ethical and Religious Directives for Catholic Health Care Services as approved by the National Conference of Catholic Bishops, as the same may be revised from time to time.
  - d. Demonstrate a commitment to identifying and meeting community health needs, to high quality and economical health care services, and to improving the health status of the individuals and communities the Corporation serves.
  - e. Be aware of the time commitments associated with Board membership, including formal orientation programs, ongoing education and participation in organizational change processes and be willing to fulfill those commitments with openness to changes that enable community needs and the DCNHS and MS-SMP mission to be better served.

- f. Recognize and maintain the confidential character of information discussed at Board meetings.
3. Powers and Responsibilities. Subject to the powers reserved to the PARENT, DCNHS and MS-SMP, the business, property and affairs of the Corporation shall be managed and controlled by the Board of Directors in accordance with the policies established by the PARENT, DCNHS and MS-SMP.
4. Powers Reserved To PARENT, DCNHS and MS-SMP. Notwithstanding Section B(3) of this Article, the following matters shall require the approval of the PARENT and shall require the approval of both DCNHS and MS-SMP:
  - a. Approve, interpret and change the mission, philosophy, role and purpose of the Corporation. The approval and recommendation of the Corporation's Board of Directors is also required for any amendment to the Articles of Incorporation of the Corporation.
  - b. Approve and amend the Bylaws and Articles of Incorporation of the Corporation. The approval and recommendation of the Corporation's Board of Directors is also required for any amendment to the Articles of Incorporation of the Corporation.
  - c. Appoint and remove those Directors of the Corporation who are jointly recommended by the Corporation's Board of Directors and approved by DCNHS and MS-SMP, with or without cause.
  - d. Approve the merger, dissolution, consolidation or reorganization of the Corporation.
  - e. Approve the acquisition, sale, lease, transfer or other alienation of property of the Corporation, other than in the usual and ordinary course of the Corporation's business, when such acquisition, sale, lease, transfer or other alienation is in excess of the limits established by DCNHS and MS-SMP from time to time.



- f. Approve the capital and operating budgets of the Corporation.
- g. Approve the long-range strategic plan for the Corporation and any major changes in the operations of the Corporation that will impact on the scope of services provided by the Corporation.
- h. Approve borrowing of funds by the Corporation in excess of the limits established by DCNHS and MS-SMP from time to time.

C. PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF CORPORATION

- 1. Articles of Incorporation and Bylaws. An amendment or other alteration of the Articles of Incorporation or Bylaws must be made in accordance with the reserve powers set forth in Section 3(4) of this Article. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Articles of Incorporation and applicable law of the State of Illinois
- 2. Dissolution. Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors, subject to the prior approval of DCNHS and MS-SMP, and in accordance with the following order or priority:
  - a. The paying of or the making of provision for the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all outstanding loan agreements, credit agreements, master indentures, and other similar agreements.
  - b. All the assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to PARENT to further its corporate purposes or if PARENT is not then in existence or exempt under Section 501(c)(3) of the Internal Revenue Code, then the assets will be distributed fifty percent (50%) to

an organization designated by MS-SMP which is exempt pursuant to Section 501(c)(3) of the Internal Revenue Code and fifty percent (50%) to an organization designated by DCNHS which is exempt pursuant to Section 501(c)(3) of the Internal Revenue Code, or if the organizations designated by MS-SMP or DCNHS are not then in existence or exempt under Section 501(c)(3) of the Internal Revenue Code, then to such organizations which are organized and operated exclusively for charitable, educational, religious or scientific purposes as the Board of Directors shall determine.

- c. Any other assets not so disposed of shall be disposed of in accordance with the laws of the State of Illinois so long as such assets are disposed of solely to such organizations which are organized and operated exclusively for charitable, educational, religious or scientific purposes.

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