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97180543

File # 4101-484-9

Form **BCA-5.10**
NFP-105.10

(Rev. Jan. 1995)

DEPT-01 RECORDING \$37.00
T#0012 TRAN 4331 03/17/97 09:59:00
#3619 # CG *-97-180543
COOK COUNTY RECORDER

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647

STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE

FILED

MAR 11 1997

GEORGE H. RYAN
SECRETARY OF STATE

SECRETARY OF STATE

This space for use by
Secretary of State

Date

3/11/97

Filing Fee

\$5

Approved:

Remit payment in check or money order,
payable to "Secretary of State."

EXPEDITED

MAR 11 1997

SECRETARY OF STATE

The Northwest Mental Health Association

Illinois

2. STATE OR COUNTRY OF INCORPORATION:

3. Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (before change):

Registered Agent Jerry Medow

Registered Office
First Name Middle Name Last Name
1606 Colonial Parkway

Number Street Suite No. (A P.O. Box alone is not acceptable)
Inverness 60067-4725 Cook
City Zip Code County

4. Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent CT Corporation System
First Name Middle Name Last Name

Registered Office 208 South LaSalle Street
Number Street Suite No. (A P.O. Box alone is not acceptable)
Chicago 60604 Cook
City Zip Code County

BOX 333-CTI

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5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
6. The above change was authorized by: ("X" one box only)
- a. By resolution duly adopted by the board of directors. (Note 5)
 - b. By action of the registered agent. (Note 6)

NOTE: When the registered agent changes, the signatures of both president and secretary are required.

7. (If authorized by the board of directors, sign here. See Note 5)

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated FEBRUARY 25 1987, The Northwest Mental Health Association
(Exact Name of Corporation)

attested by Gladys I. Paine by Dolores Stephan
(Signature of Secretary or Assistant Secretary) (Signature of Vice President)
Gladys I. Paine, Secretary Dolores Stephan, President
(Type or Print Name and Title) (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated _____ 19_____
(Signature of Registered Agent of Record)

NOTES

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
 2. The registered office must include a street or road address; a post office box number alone is not acceptable.
 3. A corporation cannot act as its own registered agent.
 4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
- Any change of registered agent must be by resolution adopted by the board of directors. This statement must then be signed by the president (or vice-president) and by the secretary (or an assistant secretary).
6. The registered agent may report a change of the registered office of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent.

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File Number 4101-484-9

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT AND RESTATED ARTICLES TO THE ARTICLES OF INCORPORATION OF THE NORTHWEST MENTAL HEALTH ASSOCIATION 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 11TH day of MARCH A.D. 19 97 and of the Independence of the United States the two hundred and 21ST.



George H Ryan

Secretary of State

GEORGE H. RYAN
Secretary of State
State of Illinois

This Space For Use By Secretary of State	
Date	3/11/97
Filing Fee	\$100.00
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 _____
The Northwest Mental Health Association (Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on 2/25,
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 Attached

EXPEDITED

MAR 11 1997

SECRETARY OF STATE

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(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 February 25, 1997

The Northwest Mental
Health Association

attested by Gladys I. Paine
(Signature of Secretary or Assistant Secretary)
Gladys I. Paine, Secretary
(Type or Print Name and Title)

(Exact Name of Corporation)
by Dolores Stephan
(Signature of President or Vice President)
Dolores Stephan, President
(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 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)

97180543

FORM NFP-110.30

File No.

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

Filing Fee \$25

Filing Fee for Re-Filed Articles \$100

FILED

MAR 11 1997

GEORGE H. RYAN
SECRETARY OF STATE

RETURN TO:

Department of Business Services
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-1832

C-130.7

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE NORTHWEST MENTAL HEALTH ASSOCIATION**

RESOLVED: that The Northwest Mental Health Association ("the Corporation") was originally incorporated on June 1, 1961, under the name "Northwest Cooperative Mental Health Association" and such name was changed to "The Northwest Mental Health Association" pursuant to an amendment to the Articles of Incorporation effective December 5, 1967; and

RESOLVED: that the Articles of Incorporation of the Corporation are hereby deleted in their entirety and amended and restated as follows:

**ARTICLE 1
NAME**

The name of the Corporation is Alexian Brothers Northwest Mental Health Association.

**ARTICLE 2
REGISTERED AGENT AND OFFICE**

The name and address of the registered agent and registered office of the Corporation are:

CT Corporation System
208 S. LaSalle St.
Chicago, IL 60604

**ARTICLE 3
DIRECTORS**

The Board of Directors of the Corporation shall be elected as provided for in the Bylaws.

**ARTICLE 4
PURPOSES**

The purpose or purposes for which the Corporation is organized are exclusively for charitable, religious, educational and scientific purposes, and include the following:

- A. To function as an integral part of the apostolate of the Congregation of Cellites of Alexian Brothers, a religious institute of the Roman Catholic Church, and to act in accordance with the Constitution of the Congregation, the Statutes of the Immaculate Conception.

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Province and the principles of canon law applicable to the Congregation and the Province as from time to time adopted, approved and conferred by appropriate authority of the Roman Catholic Church;

- B. To establish, sponsor, develop, lease or manage a community mental health center, and to provide related behavioral health services and residential facilities, and to establish, sponsor and develop, directly or indirectly through for-profit or not-for-profit affiliated corporations or limited liability companies, other behavioral health providers and hospitals, nursing homes, residential facilities, life care centers, ambulatory surgical treatment centers and other ancillary medical treatment facilities, including, but not limited to, rehabilitation centers, alcoholism treatment centers, home health programs, mental health centers, hospice programs, pharmacies, laboratories, and training and research facilities, as may be used for the care, treatment and healing of human ailments and prevention of disease, including establishment and development of office, laboratory and treatment locations for all of the above activities;
- C. To coordinate with the activities of those various organizations of which the members of this Corporation are members as those organizations pursue their charitable, educational, benevolent and other activities in the fields of health care, health education and training, scientific research, health facilities, health management and other related fields to the extent there are shared missions and values;
- D. To aid, assist and confer benefits on and to promote, by loan, donation, or otherwise, the interests of Alexian Brothers of America, Inc., a Texas not-for-profit corporation, and any not-for-profit organization affiliated therewith including Alexian Brothers of Illinois, Inc., provided that such organization is exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any applicable future United States Internal Revenue law (the "Code").
- E. To operate exclusively for the benefit of and to carry out some or all of the purposes of organizations described in Section 509(a)(1) or (a)(2) of the Code, including Alexian Brothers of Illinois, Inc., an Illinois not-for-profit corporation, and in the discretion of the Board and in furtherance of the purposes of the organization specified above, to

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support other affiliated not-for-profit charitable organizations; provided that each such organization is exempt from federal income tax under Section 501(c)(3) of the Code and is closely related in purpose and function to the supported organization specified above; and

- F. To conduct such other health care activities as permitted by the Illinois General Not-For-Profit Corporation laws for the purpose of supporting this Corporation. The Corporation will not engage in the practice of medicine or psychology.

Anything herein contained to the contrary notwithstanding, no assets of the Corporation shall be donated, distributed, applied to, paid over or otherwise used or employed in any manner which would disqualify the Corporation from being exempt from federal taxation under Section 501(c)(3) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its individual members, trustees or officers, or other persons; except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to require payments and distributions, in furtherance of the purposes set forth herein.

No substantial part of the activities of the Corporation shall be the carrying on the propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE 5 DISSOLUTION

In the event of the dissolution or liquidation of the Corporation, and after payment of just debts and liabilities and satisfaction of all outstanding obligations, all remaining assets shall be distributed to or at the direction of Alexian Brothers of Illinois, Inc., an Illinois not-for-profit corporation, or its successor, if then in existence and qualified as an exempt organization under Section 501(c)(3) of the Code, or, if not then in existence, then to such organization or organizations to which the assets of Alexian Brothers of Illinois, Inc., were distributed pursuant to its dissolution and liquidation, provided such organization or organizations then qualify as exempt under Section 501(c)(3) of the Code.

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Any such assets not so disbursed or in accordance with the aforementioned procedures, shall be disposed of by a court of competent jurisdiction of the county in which the principal office is then located, to such organization or organizations as such courts shall determine, which are organized and operated for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code of corresponding section of any future federal tax code.

ARTICLE 6 MEMBERS

The Corporation shall have such classes of members as shall be designated in the Bylaws of this Corporation. The members shall have such powers, including exclusive powers, approval powers and concurrent powers, as may be specified in the Bylaws of this Corporation.

ARTICLE 7 AMENDMENT

The Articles of Incorporation or the Bylaws of the Corporation may be altered, amended, restated or repealed only by action of the members as set forth in the Bylaws.

Handwritten notes:
10-11-97
Proposed Bylaws
to amend the original Bylaws
Chp. 1, 1002, 1003
Ann. Rev. Dolly