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8/31/0201 18 001 Page 1 of 5
1999-07-14 15:09:24
Cook County Recorder 29.00

File Number 2389-305-3



133-19

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF WEST SUBURBAN HOSPITAL MEDICAL CENTER 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, Jesse White, 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 JUNE A.D. 1999 and of the Independence of the United States the two hundred and 23RD



Jesse White

Secretary of State

BOX 170

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File # 1389-305-3

JESSE WHITE
Secretary of State
State of Illinois

This Space For Use By	
Secretary of State	
Date	6-29-99
Filing Fee	\$25.00
Approved	[Signature]

99671168

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 West Suburban Hospital Medical Center

(Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on February 9, 1999
(Month & Day)
_____ in the manner indicated below ("X" one box only.)
(Year)

- 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 Exhibit A-1

Article 2 of the Amended and Restated Articles of Incorporation is hereby amended and restated by these Articles of Amendment to read in its entirety as set forth in Exhibit A-1

BOX 170

EXPEDITED

JUN 29 1999

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 June 24, 1999 West Suburban Hospital Medical Center
 (Month & Day) (Year) (Exact Name of Corporation)

attested by [Signature] by [Signature]
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Charles E. Reiter III v.p. & Secy. President
 (Type or Print Name and Title) (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)

FORM NFP-110.30

Filing Fee \$

ARTICLES OF AMENDMENT
Under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

FILED
JUN 29 1999

FILED

JUN 29 1999

JESSE WHITE
SECRETARY OF STATE

RETURN TO:

Department of Business Services
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-1832
<http://www.sos.state.il.us>

C-130.10

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EXHIBIT A-1

TO THE ARTICLES OF AMENDMENT TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WEST SUBURBAN HOSPITAL MEDICAL CENTER

Article 2. The purposes for which West Suburban Hospital Medical Center (the "Corporation") is organized are charitable, scientific, and educational, including specifically:

- (a) To establish a not-for-profit hospital with facilities for the accommodation, care, diagnosis and treatment of inpatients or outpatients suffering from illness, injury, disease or other physical disability requiring nursing or other related professional or custodial services;
- (b) To carry on educational activities related to rendering care to the sick and injured or the protection of health, which, in the opinion of the Board of Directors, 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 and injured insofar as, in the opinion of the Board of Directors, such research can be carried on in or in connection with the hospital; and
- (d) To participate, as far as circumstances may warrant in the opinion of the Board of Directors, in any activity designed and carried on to promote the general health, rehabilitation and social needs of the community.

The Corporation shall not engage in the practice of medicine.

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes. Notwithstanding the foregoing or any other provision of these Articles of Incorporation or the Bylaws of the Corporation:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members (other than to members which are organizations exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States law) (the "Code")), directors, officers, or other private persons, 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 above.
- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except

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to the extent permitted pursuant to an election made under Section 501(h) of the Code), 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.

- (c) The Corporation shall not carry on any activities not permitted to be carried on (A) by a corporation exempt from federal income tax and described in Section 501(c) (3) of the Code, or (B) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Code.

Upon dissolution or liquidation of the Corporation, all remaining assets of the Corporation after paying or making provision for the payment of all of the liabilities of the Corporation (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) shall be distributed to West Suburban Hospital Medical Center Foundation, an Illinois not-for-profit corporation, or its successor, provided that it is then in existence and qualified as a tax-exempt organization described in each of Sections 170 (b) (1) (A), 170 (c), and 501(c) (3) of the Code. In the event that West Suburban Hospital Medical Center Foundation or its successor is not so qualified, or is not then in existence, the Board of Directors of the Corporation shall dispose of such assets by transferring such assets to such organization or organizations organized and operated exclusively for charitable, scientific or educational purposes and qualified as an organization exempt from federal income tax described in Section 501(c) (3) of the Code, as the Board of Directors of the Corporation shall determine.

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