



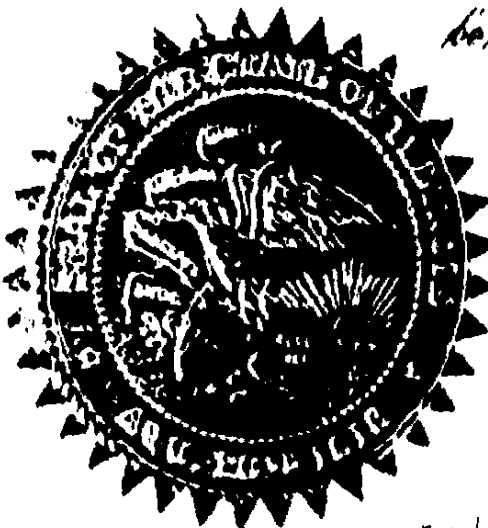
To all to whom these Presents Shall Come, Greeting:

Whereas, ARTICLES OF MERGER, OF
MICHAEL REESE HOSPITAL AND 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. 1944.

Now Therefore, I, Jim Edgar, 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 do set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 31st day of May AD 1984 and of the Independence of the United States the two hundred and 8th.



Jim Edgar
SECRETARY OF STATE

SIX EXHIBIT
A'S

27130110

3945902

27130140

1. Michael Reese Research Foundation and Michael Reese Hospital and Medical Center will merge with the Michael Reese Hospital and Medical Center as the surviving corporation.
2. Michael Reese Hospital and Medical Center will assume responsibility for present employees and researchers of the Michael Reese Research Foundation.
3. Michael Reese Research Foundation will assist in the transference of all governmental and private research grants to the Michael Reese Hospital and Medical Center.
4. Michael Reese Research Foundation will transfer its land, building, equipment and furnishings to Michael Reese Hospital and Medical Center.
5. Michael Reese Research Foundation will transfer its current assets including cash, receivables and investments to Michael Reese Second Century Foundation to be used in support of research purposes and facilities as set forth in the Articles of Incorporation of Michael Reese Research Foundation.
6. Michael Reese Hospital and Medical Center will assume all liabilities and meet all expenses of the Michael Reese Research Foundation including blood credits due donors and two medical malpractice cases in which both the Hospital and the Foundation are named defendants.

3. The plan of merger is as follows:

2. The name of the surviving corporation shall be MICHAEL REESE HOSPITAL AND MEDICAL CENTER

MICHAEL REESE RESEARCH FOUNDATION

AND

MICHAEL REESE HOSPITAL AND MEDICAL CENTER

1. The names of the corporation proposing to merge are as follows:

The undersigned corporations, pursuant to Section 40 of the "General Not For Profit Corporation Act" of the State of Illinois, hereby execute the following articles of merger:

To: Secretary of State, State of Illinois.

GENERAL NOT FOR PROFIT CORPORATION ACT

under the

(Where applicable word)

ARTICLES OF MERGER

FORM NR-40

Filing Fee \$28.00

(Do not write in this space)

Date Paid 5/25/00

Filing Fee 5/25.00

Clerk [Signature]

3945002

(Strike any paragraph (a), (b) or (c) not applicable)

UNOFFICIAL COPY

Some or all of the members of each corporation named in paragraphs (a) and (b) hereof have voting rights and the plan of ^{merger} ~~XXXXXX~~ was adopted

(a) at a meeting of the members of

_____ held on _____, 19____
_____ held on _____, 19____
_____ held on _____, 19____

A quorum of the members entitled to vote thereon of such corporation respectively was present at such meeting; and such plan of ^{merger} ~~XXXXXX~~ received at least two-thirds of the votes entitled to be cast by members present or represented by proxy at each such meeting; or

(b) by a consent in writing signed by all members entitled to vote with respect thereto of

(c) None of the members of any corporation named in this paragraph (c) has voting rights, and the plan of ^{merger} ~~XXXXXX~~ was adopted at a meeting of the board of directors of

MICHAEL REESE HOSPITAL AND MEDICAL CENTER held on April 24, -----, 19 84
MICHAEL REESE RESEARCH FOUNDATION held on May 25, -----, 19 84
_____ held on _____, 19____

such plan receiving the vote of a majority of the directors then in office of each such corporation.

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of ^{merger} ~~XXXXXX~~ to be executed in its name by its _____ president and by its _____ secretary on this 25th day of May, 1984.

MICHAEL REESE HOSPITAL AND MEDICAL CENTER
(Exact Corporate Title)

By Sherry S. Lee
Its _____ President

Michael C. Kennedy
Its Assistant Secretary
MICHAEL REESE RESEARCH FOUNDATION
(Exact Corporate Title)

By William L. Morris
Its _____ President
Jim P. Hill
Its _____ Secretary

Place (CORPORATE SEAL) Here

Place (CORPORATE SEAL) Here

As authorized officers, we declare that this document has been examined by us and is, to the best of our knowledge and belief, true, correct and complete.

FORM NP-60

File No.

ARTICLES OF MERGER ~~XXXXXX~~

under the

General Not For Profit Corporation Act

MICHAEL REESE HOSPITAL AND MEDICAL CENTER

AND

MICHAEL REESE RESEARCH FOUNDATION

11 18 MAY

FILED

Jill K. ...

Secretary of State

INDSHAW, OULBERSON
JULIE MANSON
64 W WASHINGTON
OKGO IL 60602
SUITE 2700

SECRETARY OF STATE
CORPORATION DEPARTMENT
SPRINGFIELD, ILLINOIS 62756
TELEPHONE (217) 782-7880

To Be Filed in Duplicate
Filing Fee \$25.00

UNOFFICIAL COPY

UNOFFICIAL COPY

TORRENS
CERTIFICATE NO. 1434567

EXHIBIT A

LEGAL DESCRIPTION

LOT TWENTY FIVE ----- (25)
LOT TWENTY SIX ----- (26)
LOT TWENTY SEVEN ----- (27)

In Block Two (2) in John Jensen and Sons' Beverly Highlands,
being a Subdivision of the South 9.25 Acres of the Southwest
Quarter (1/4) of the Southwest Quarter (1/4) of the Northwest
Quarter (1/4) of Section 7, Township 37 North, Range 14, East
of the Third Principal Meridian.

PIN NO.: ²⁵⁻⁰⁷~~37-14-116-034~~
²⁵⁻⁰⁷~~37-14-116-035~~
²⁵⁻⁰⁷~~37-14-116-036~~

Commonly Known As: 9831 S. Western, Chicago, Illinois

3948002

Property of Cook County Clerk's Office

UNOFFICIAL COPY

TORRENS
CERTIFICATE NO. 1434569

EXHIBIT A

LEGAL DESCRIPTION

LOT TWENTY EIGHT ----- (28)

In Block Two (2), in John Jensen and Sons' Beverly Highlands, being a Subdivision of the South 9.25 Acres of the Southwest Quarter (1/4) of the Southwest Quarter (1/4) of the Northwest Quarter (1/4) of Section 7, Township 37 North, Range 14, East of the Third Principal Meridian.

PIN NO.: ²⁵⁻⁰⁷~~37-14-116-033~~

Commonly Known As: 9831 S. Western, Chicago, Illinois

3948002

UNOFFICIAL COPY

TORRENS
CERTIFICATE NO. 1434571

EXHIBIT A

LEGAL DESCRIPTION

LOT TWENTY NINE ----- (29)

In Block Two (2) in John Jensen and Sons' Beverly Highlands, being a subdivision of the South 9.25 Acres of the Southwest Quarter (1/4) of the Southwest Quarter (1/4) of the Northwest Quarter (1/4) of Section 7, Township 37 North, Range 14, East of the Third Principal Meridian.

PIN NO.: ²⁵⁻⁰⁷ 37-14-116-032

Commonly Known As: 9831 South Western, Chicago, Illinois

3948002

UNOFFICIAL COPY

TORRENS
CERTIFICATE NO. 1434573

EXHIBIT A

LEGAL DESCRIPTION

LOT THIRTY ----- (30)

In Block Two (2) in John Jensen and Sons' Beverly Highlands,
being a Subdivision of the South 9.25 Acres of the Southwest
Quarter (1/4) of the Southwest Quarter (1/4) of the Northwest
Quarter (1/4) of Section 7, Township 37 North, Range 14, East
of the Third Principal Meridian.

^{25 of}
PIN NO.: 37-14-116-031

Commonly Known As: 9831 South Western, Chicago, Illinois

3948902

UNOFFICIAL COPY

TORRENS
CERTIFICATE NO. 1443037

EXHIBIT A

LEGAL DESCRIPTION

LOT THIRTY ONE ----- (31)
LOT THIRTY TWO ----- (32)

In Block Two (2) in John Jensen and Sons' Beverly Highlands, being a Subdivision of the South 9.25 Acres of the Southwest Quarter (1/4) of the Southwest Quarter (1/4) of the Northwest Quarter (1/4) of Section 7, Township 37 North, Range 14, East of the Third Principal Meridian.

PIN NO.: ²⁵⁻⁰⁷ ~~37-14~~-116-029; ²⁵⁻⁰⁷ ~~37-14~~-116-030

Commonly Known As: 9831 S. Western, Chicago, Illinois

3948002

UNOFFICIAL COPY

TORRENS
CERTIFICATE NO. 1441974

EXHIBIT A

LEGAL DESCRIPTION

LOT THIRTY THREE ----- (33)
LOT THIRTY FOUR ----- (34)
LOT THIRTY FIVE ----- (35)
LOT THIRTY SIX ----- (36)
LOT THIRTY SEVEN ----- (37)
LOT THIRTY EIGHT (Except that part
dedicated for public alley as per
Document No. 3519190) ----- (38)
LOT THIRTY NINE ----- (39)

In Block Two (2), in John Jensen and Sons' Beverly Highlands,
being a Subdivision of the South 9.25 Acres of the South West
Quarter (1/4) of the South West Quarter (1/4) of the North West
Quarter (1/4) of Section 7, Township 37 North, Range 14, East
of the Third Principal Meridian.

PIN NOS.: ²⁵⁻⁰⁷ 37-14-116-022; ²⁵⁻⁰⁷ 37-14-116-023; ²⁵⁻⁰⁷ 37-14-116-024;
²⁵⁻⁰⁷ 37-14-116-025; ²⁵⁻⁰⁷ 37-14-116-026; ²⁵⁻⁰⁷ 37-14-116-027;
²⁵⁻⁰⁷ 37-14-116-028 ²⁵⁻⁰⁷

Commonly Known As: 9831 S. Western, Chicago, Illinois

3945002

UNOFFICIAL COPY

1884

STATE OF ILLINOIS



DEPARTMENT OF STATE.

Henry D. Dement, Secretary of State.

To all to whom these Presents shall come--GREETING:

Whereas, a CERTIFICATE, duly signed and acknowledged, having been filed in the office of the Secretary of State, on the 26th day of November, A. D. 1884

for the organization of the The United Hebrew Charities of Chicago.

under and in accordance with the provisions of "An Act concerning Corporations," approved April 18, 1872, and in force July 1, 1872, a copy of which certificate is hereto attached;

Now, Therefore, I, HENRY D. DEMENT, Secretary of State of the State of Illinois,

by virtue of the powers and duties vested in me by law, do hereby certify that the said The United Hebrew Charities of Chicago

is a legally organized Corporation under the laws of this State.

In Testimony Whereof, I hereto set my hand and cause

to be affixed the great Seal of State.

DONE at the City of Springfield, this 26th day of November in the year of our Lord one thousand eight hundred and eighty eight, and of the Independence of the United States the One Hundred and 18th



Henry D. Dement Secretary of State.

3945002

3-10804

3. The management of the aforesaid Corporation shall be vested in a President, Vice-President, Treasurer, Financial Secretary and Recording Secretary, together with a Board of Ten (10) Trustees, which officers shall constitute the Executive Board. The said President, Vice-President, Treasurer, Financial Secretary and Recording Secretary are to be elected annually; five (5) of said Board of Trustees are to be elected annually to serve for Two (2) Years.

4. The following persons have been selected as the Executive Board to control and manage said Corporation up to the first day of October, 1939, or until their successors have been duly elected and qualified:

President, Isaac Gransfeldt, Vice-President, Bernard Herzogheim, Treasurer, Herman Schaffner, Financial Secretary, Charles Heftler, and Recording Secretary, R.J. Worthen; Trustees to serve until October First, 1939, Rev. Dr. E.G. Hirsch, Moses Bensinger, Morris Epstein, H.F. Hahn, and Jacob Rosenberg; Trustees to serve until October First, 1939, Emanuel Frankenthal, Morris Rosenbaum, Henry L. Frank, Bernard Cahn and Henry W. Hart.

5. The location is in the City of Chicago in the County of Cook, State of Illinois.

Signed.

Isaac Gransfeldt
Isaac Gransfeldt
Emil G. Hirsch
Emanuel Frankenthal
H. F. Hahn
B. Weinstein

UNOFFICIAL COPY

of such nature as may be deemed best.

propose to allow the assets and funds of the Jewish poor and

and to provide that they be used for the relief of the

homes for the aged and infirm and any other similar institutions,

maintenances and conduct of hospitals, widow and orphan asylums,

purchases, lease or otherwise procure lands and buildings for the

said city; to assist and aid the sick, the widow and orphan; to

ing and providing want and support among the Jewish poor of

into practical and efficient operation the best means for relief

private charities and other of the charities and other of Chicago; to put

efficient and practical means of relief among the Jewish poor of

the object for which it is formed is to provide a permanent

of Chicago.

1. The name of such corporation is The United Hebrew Charities

incorporated in the State of Illinois, to wit:

nots mandating thereof, and that for the purpose of such organ-

Act concerning corporations, approved April 13th, 1872, and all

of the general assembly of the State of Illinois, entitled "An

of the United States, propose to form a corporation under an act

M. J. Flinn, Illinois Secretary of State, H. J. Flinn, Illinois Secretary of State, H. J. Flinn, Illinois Secretary of State

to Henry D. Bullitt, Secretary of State:

State of Illinois
County of Cook

2918002

70891

certificates for corporation not for pecuniary profit.

UNOFFICIAL COPY

4. 10802

State of Illinois,)
) ss.
County of Cook.)

I, Edward T. Patrick, a Notary Public, in and for the City of Chicago, County and State aforesaid, do hereby certify that on this Twenty Second day of November, A.D. 1911, personally appeared before me Isaac Greenfelder, Jacob [unclear], W.C. Hirsch, Julius Rosenthal, F.W. Edm and E.J. Wertheimer, to me personally known to be the same persons who executed the foregoing statement, and severally acknowledged that they had executed the same for the purposes therein set forth.

In Witness Whereof, I have hereunto set my hand and seal, this day and year above written.

3348302

Edward T. Patrick



COOK COUNTY CLERK'S OFFICE

UNOFFICIAL COPY

5-10500

Property of Cook County Clerk's Office

Certificate

United Hebrew

Churches of Chicago

Box 472 Chgo 16541

FILED

NOV 24 1924

RECEIVED
SECRETARY OF STATE

45

6-10-1899

I, ISAAC GREENSFELDER, President of the United Hebrew Charities of Chicago, do hereby certify that a special meeting of the members of the said United Hebrew Charities of Chicago was called in accordance with the statutes of this State by depositing in the post office, thirty (30) days before the time fixed for said meeting, a notice properly addressed to each member, signed by all of the trustees of said corporation, and stating the time, place and object of such meeting, to-wit: that such special meeting would be held on the 24th day of October, 1899, at 7:30 P. M. at the vestry rooms of Sinai Temple, corner 21st Street and Indiana Avenue, in Chicago, Cook County, Illinois, for the purpose of considering and taking action on a proposition submitted by the unanimous vote of the Executive Board and of the Board of trustees of such corporation to increase the number of trustees of said corporation to nineteen and to amend article three of the Articles of Association so that the same shall read as follows, to-wit:

"The management of the aforesaid corporation shall be vested in a President, Vice President, Treasurer, Financial Secretary and Recording Secretary, together with a board of 19 trustees, which officers shall constitute the Executive Board. The said President, Vice President, Treasurer, Financial Secretary and Recording Secretary are to be elected annually. Not more than 3 of said Trustees are to be elected for the term of their natural life. The others of said Board of Trustees are to be elected for a term of "2 years;" and that a general notice of the time, place and object of such meeting, as aforesaid, was also published for three successive weeks in the Chicago Daily Law Bulletin, a newspaper printed in the county in which the principal business office of said corporation is located, in Cook County, Illinois, to-wit: on the 23rd day of September, A.D.1899, the 30th day of September, A.D. 1899 and the 7th day of October, A.D.1899.

And I do further certify that in accordance with such call a special meeting of the members of the said corporation was held on the 24th day of October, 1899, at 7:30 P. M. in the vestry rooms of Sinai Temple, corner 21st Street and Indiana Avenue, in the City

3945002

7-10804

of Chicago, County of Cook and State of Illinois; that a quorum of the members of said corporation was present at said meeting, and that by the unanimous vote of all of the members of said corporation present at said meeting, the proposition to increase the number of trustees of the corporation to 19 was adopted, and that by a majority vote of the members of said corporation present at said meeting, article 3 of the Articles of Association or Charter of said corporation was amended so as to read as follows:

"The management of the aforesaid corporation shall be vested in a President, Vice President, Treasurer, Financial Secretary and Recording Secretary, together with a board of 19 trustees, which officers shall constitute the Executive Board. The said President, Vice President, Treasurer, Financial Secretary and Recording Secretary are to be elected annually. Not more than 3 of said Trustees are to be elected for the term of their natural life. The others of said Board of Trustees are to be elected for a term of 2 years."

And I do further certify that all of the above changes were made in the manner prescribed by the rules of the said United Hebrew Charities of Chicago.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of said corporation this 7th day of November, A.D. 1899.



Isaac Greenfelder
President, The United Hebrew Charities of Chicago.

State of Illinois)
County of Cook) SS.

ISAAC GREENFELDER, being first duly sworn, deposes and says that he is a resident of the City of Chicago, County of Cook and State of Illinois, and is the President of The United Hebrew Charities of Chicago, a corporation; that he has read the above and foregoing certificate by him as such President subscribed, and knows the contents thereof, and that the same is true.



Subscribed and sworn to before me this 7th day of November, A.D. 1899.

Samuel R. Holzheimer Notary Public.

3948902

UNOFFICIAL COPY

10804



Property of Cook County Clerk's Office

Office of Change
of Articles
of the

Mutual Hardware
Charities of Chicago

Box 472 No 16546

FILED

NOV 17 1899

James A. [unclear]

472 - 16546 - 1899

8-10804

UNOFFICIAL COPY

9-10804

State of Illinois,)
County of Cook.) ss.

THIS IS TO CERTIFY THAT, at a Special Meeting of the MEMBERS of the UNITED HEBREW CHARITIES OF CHICAGO, a Corporation, held at 5141 TRIPLE, corner of Twenty-First Street and Indiana Avenue, Tuesday evening, October 22, A. D. 1907, at eight o'clock P. M., pursuant to notice given in the manner provided by law, the Charter and Certificate of Corporation of the UNITED HEBREW CHARITIES was changed and amended so that ARTICLE I of said Charter and Certificate of Corporation now reads,

"The name of such Corporation is MICHAEL REESE HOSPITAL OF CHICAGO"

and that ARTICLE II of said Charter was amended so that the same now reads,

"The object of this Corporation is to assist and aid the sick, injured and convalescent; to prevent and cure disease, and to maintain; to train and educate nurses; to maintain and conduct hospitals, dispensaries, convalescent homes, sanatoria, training schools for nurses, or any of the same; to take, purchase, lease, or otherwise acquire, and to hold and dispose of property, both real and personal, for the same or any of the same; to receive, create and maintain an endowment or relief fund or funds; to invest and reinvest, to convert and reconvert, any funds, moneys or property devoted, used, or intended for the purposes of the Corporation, and to do and perform whatever act or thing may be necessary, proper or convenient to carry out the aforesaid purposes, or any of the same, both for the benefit of the Jewish and of other sufferers.

This Corporation is organized and shall be one not for pecuniary profit,"

and that ARTICLE III of said Charter was amended so that the same now reads,

"The management of the aforesaid Corporation shall be vested in a Board of Fifteen (15) Directors. The first (3) present Life Directors shall continue to hold office for life. Other Directors shall be elected for terms not exceeding Three (3) years each. The Di-

3918302

5

Handwritten signature

and return to before me
October, A. D.



President of said corporation.
that the same is true, in substance and in fact, and that he is
the date thereof, and says that he has read the foregoing con-
tents subscribed by him and knows the contents thereof, and
being a former, being that the same, on

Handwritten signature
PRESIDENT

29th day of October, A. D. 1907.

Handwritten signature



the Secretary and its corporate seal and official records, this
IN WITNESS WHEREOF, the said corporation has caused
Members of said Special Meeting.
That said amendments were unanimously adopted by the
President, also President, Treasurer and Secretary.

10.1804

UNOFFICIAL COPY

870472 # 16541

Change of Name

of

Chicago

Michael Ross Hospital
Chicago

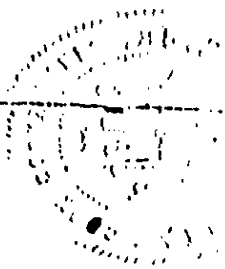
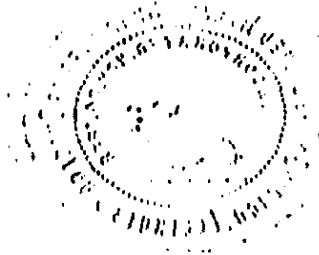
FILED

OCT 30 1907

James A. ...

Property of Cook County Clerk's Office

3948302



1/10304

UNOFFICIAL COPY

Certificate Number 1196



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of Amendment to the Articles of Incorporation duly signed and verified of

MICHAEL REESE HOSPITAL OF CHICAGO

have been filed in the Office of the Secretary of State on the 9th day of February A. D. 1959, as provided by the "GENERAL NOT FOR PROFIT CORPORATION ACT" of Illinois, approved July 17, 1943, in force January 1, A. D. 1944.

Now Therefore, I, CHARLES F. CARPENTIER, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this Certificate of Amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I thereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

(SEAL)

Done at the City of Springfield this 9th day of February AD 1959 and of the Independence of the United States the one hundred and 83rd.

Charles F. Carpentier

SECRETARY OF STATE

3348002

UNOFFICIAL COPY

(DO NOT WRITE IN THIS SPACE)

To Be Filled
In Duplicate
Filing Fee \$8.00

FORM NP-A

Date 2-9-59

ARTICLES OF AMENDMENT to the ARTICLES OF INCORPORATION under the

Filing Fee \$ 5.00

Clerk H. E. P.

GENERAL NOT FOR PROFIT CORPORATION ACT

267-15

To CHARLES F. CARPENTIER, Secretary of State, Springfield, Illinois.

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 35 of the "General Not For Profit Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

1. The name of the corporation is: MICHAEL REESE HOSPITAL OF CHICAGO
2. There are some members, having voting rights with respect to amendments;
(Insert "all" or "some")

(Strike paragraphs (a), (b), or (c) not applicable)
3. (a) At a meeting of members, at which a quorum was present, held on January 27, 19 59 same receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation present or represented by proxy at such meeting.
~~(b) At a meeting of directors, at which a quorum was present, held on _____, 19 _____ same receiving at least two-thirds (2/3) of the votes entitled to be cast by the directors of the corporation present or represented by proxy at such meeting.~~
~~(c) At a meeting of _____, at which a quorum was present, held on _____, 19 _____ same receiving at least two-thirds (2/3) of the votes entitled to be cast by the _____ of the corporation present or represented by proxy at such meeting.~~

the following amendment or amendments were adopted in the manner prescribed by the "General Not For Profit Corporation Act" of the State of Illinois:

RESOLVED, that the Articles of Incorporation of this corporation be amended in the following respects:

1. That the name of this corporation be changed from MICHAEL REESE HOSPITAL OF CHICAGO to MICHAEL REESE HOSPITAL AND MEDICAL CENTER, IK
2. That Article III of the Articles of Incorporation shall be amended so as to add the following sentence at the end of said Article:
"The number of directors may be changed from time to time by the directors, and shall be such number as shall be set forth in the by-laws from time to time adopted by the Board of Directors."

3948302

PAID
FEB 9 1959

Charles F. Carpentier
Secretary of State

(Over)

UNOFFICIAL COPY

FORM NR-4

Box 472 File 541

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

MICHAEL REESE HOSPITAL OF CHICAGO

Change of Name ~~Amendment~~

FILED

FEB 9 1959

Orlando S. Confarone
Secretary of State

Printed Year State

(5968-531-11-58)

Place Here (NOTARY SEAL)

Notary Public

IN WITNESS WHEREOF, I have hereto set my hand and seal the day and year before written.

personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

I, Orlando S. Confarone, a Notary Public, do hereby certify that on the 5th day of February, 1959, at Chicago, Illinois

STATE OF Illinois COUNTY OF Cook

By *James P. [Signature]* President
MICHAEL REESE HOSPITAL OF CHICAGO
(Exact Corporate Title)
Secretary

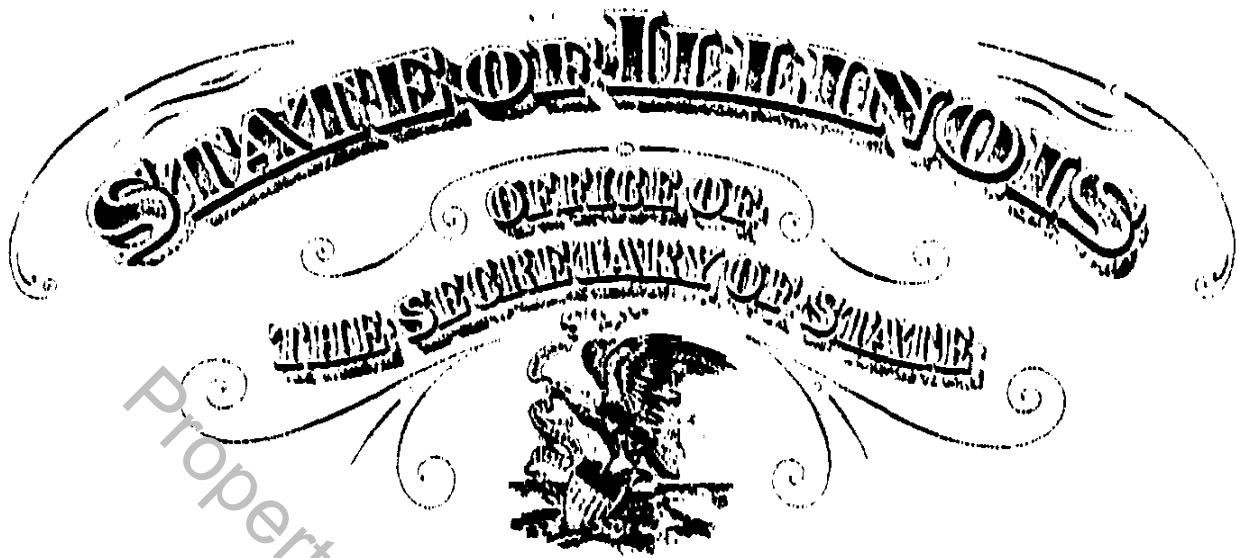
Place Here (CORPORATE SEAL)

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President, and its Secretary, this 5th day of February, 1959

Property of Clerk's Office

Certificate Number

2033



To all to whom these presents Shall Come, Greeting:

Whereas, Articles of Amendment to the Articles of Incorporation duly signed and verified of

MICHAEL REESE HOSPITAL AND MEDICAL CENTER

have been filed in the Office of the Secretary of State on the 4th day of November A.D. 1970 as provided by the "GENERAL NOT FOR PROFIT CORPORATION ACT" of Illinois, approved July 17, 1943 in force January 1, A.D. 1944.

JOHN W. LEWIS

Now Therefore, I, ~~John W. Lewis~~ Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this Certificate of Amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation 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.

Done at the City of Springfield this 4th

day of November AD 1970 and

of the Independence of the United States

the one hundred and 95th

(SEAL)

John W. Lewis
Secretary of State

3348002



To Be Filed
In Duplicate
Filing Fee \$10.00

FORM NP-35

Date 11-4-70

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
under the

Filing Fee \$ 10.00

Clerk [Signature]

GENERAL NOT FOR PROFIT CORPORATION ACT

JOHN W. LEWIS

5164 14

To ~~FRANCIS J. BROWN~~ Secretary of State, Springfield, Illinois.

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 35 of the "General Not For Profit Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

1. The name of the corporation is: MICHAEL REESE HOSPITAL AND MEDICAL CENTER

2. There are 100 members, having voting rights with respect to amendments:
(Insert "no" or "none")

(Strike paragraphs (a), (b), or (c) not applicable)

~~3. (a) At a meeting of members, at which a quorum was present, held on _____, 19____, same receiving at least two thirds (2/3) of the votes entitled to be cast by the members of the corporation present or represented by proxy at such meeting~~

~~(b) By a consent in writing signed by all members of the corporation entitled to vote with respect thereto,~~

~~(c) At a meeting of directors (members having no voting rights with respect to amendments) held on October 27th, 1970, same receiving the votes of a majority of the directors then~~

in office, the following amendment or amendments were adopted in the manner prescribed by the "General Not For Profit Corporation Act" of the State of Illinois:

RESOLVED, that the articles of incorporation of MICHAEL REESE HOSPITAL AND MEDICAL CENTER be amended by deleting Article 2 thereof in its entirety and substituting in lieu thereof a new Article 2 to be and read as follows:

2. The purposes for which this corporation is organized are to assist and aid the sick, injured and convalescent; to prevent and cure disease and suffering; to train and educate, and assist in any manner in the education or training of, persons in or associated with the medical profession or associated with any aspect of hospital care; to engage in medical and basic biological research; to build, maintain and conduct, and to assist in any manner in building, maintaining and conducting, hospitals, dispensaries, sanatoria and research and educational institutions.

PAID
NOV 6 1970
[Signature]
Secretary of State

3948002

UNOFFICIAL COPY

File Number 0472-541-7



To all to whom these Presents Shall Come, Greeting:

Whereas, ARTICLES OF MERGER, OF
MICHAEL REESE HOSPITAL AND 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. 1944.

Now Therefore, I, Jim Edgar, 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 31st

day of May AD 19 84 and

of the Independence of the United States

the two hundred and 8th.

(SEAL)

Jim Edgar
SECRETARY OF STATE

3948302

0472-541-7

ARTICLES OF MERGER-CONSOLIDATION (Strike Inapplicable Word)

under the

GENERAL NOT FOR PROFIT CORPORATION ACT

(Do not write in this space)
Date Paid 5/3/84
Filing Fee \$ 25.00
Clerk *[Signature]*

To: Secretary of State, State of Illinois.

The undersigned corporations, pursuant to Section 40 of the "General Not For Profit Corporation Act" of the State of Illinois, hereby execute the following articles of ^{merger:} ~~consolidation~~

1. The names of the corporation proposing to ^{merger} ~~consolidate~~ are as follows:

MICHAEL REESE HOSPITAL AND MEDICAL CENTER - 0472-541-7

AND

MICHAEL REESE RESEARCH FOUNDATION - 2689-172-2

2. The name of the ^{surviving} ~~new~~ corporation shall be MICHAEL REESE HOSPITAL AND MEDICAL CENTER

3. The plan of ^{merger} ~~consolidation~~ is as follows:

1. Michael Reese Research Foundation and Michael Reese Hospital and Medical Center will merge with the Michael Reese Hospital and Medical Center as the surviving corporation.

2. Michael Reese Hospital and Medical Center will assume responsibility for present employees and researchers of the Michael Reese Research Foundation.

3. Michael Reese Research Foundation will assist in the transference of all governmental and private research grants to the Michael Reese Hospital and Medical Center.

4. Michael Reese Research Foundation will transfer its land, building, equipment and furnishings to Michael Reese Hospital and Medical Center.

5. Michael Reese Research Foundation will transfer its current assets including cash, receivables and investments to Michael Reese Second Century Foundation to be used in support of research purposes and facilities as set forth in the Articles of Incorporation of Michael Reese Research Foundation.

6. Michael Reese Hospital and Medical Center will assume all liabilities and meet all expenses of the Michael Reese Research Foundation including blood credits due donors and two medical malpractice cases in which both the Hospital and the Foundation are named defendants.

3948002

File No.

ARTICLES OF MERGER

under the General Not For Profit Corporation Act

MICHAEL REESE HOSPITAL AND MEDICAL CENTER

AND

MICHAEL REESE RESEARCH FOUNDATION

UNOFFICIAL COPY

SECRETARY OF STATE CORPORATION DEPARTMENT SPRINGFIELD, ILLINOIS 62756 TELEPHONE (217) 782-7880

To Be Filled in Duplicate Filing Fee \$25.00

C-158.2

PAID

JUN 04 1984

FILED

Secretary of State

As authorized officers, we declare that this document has been examined by us and to the best of our knowledge and belief, true, correct and complete.

Secretary

President

By [Signature] (Exact Corporate Title)

MICHAEL REESE RESEARCH FOUNDATION

Assistant Secretary

President

By [Signature] (Exact Corporate Title)

MICHAEL REESE HOSPITAL AND MEDICAL CENTER

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of merger to be executed in its name by its president and by its

secretary on this 25th day of MAY, 19 84

held on 19 84

held on May 25, 19 84

held on April 24, 19 84

(c) None of the members of any corporation named in this paragraph (c) has voting rights, and the plan of merger was adopted at a meeting of the board of directors of

MICHAEL REESE HOSPITAL AND MEDICAL CENTER

MICHAEL REESE RESEARCH FOUNDATION

held on 19 84

held on 19 84

held on 19 84

held on 19 84

held on 19 84

held on 19 84

held on 19 84

held on 19 84

4. Some or all of the members of each corporation named in paragraphs (a) and (b) hereof have voting rights and the plan of merger was adopted

(a) at a meeting of the members of

(Strike any paragraph (a), (b) or (c) not applicable)

Place (CORPORATE SEAL) Here

Place (CORPORATE SEAL) Here

2008753

Property of Cook County Clerk

UNOFFICIAL COPY

ANNUAL REPORT

GENERAL NOT FOR PROFIT CORPORATION ACT

FILE NO. N 0472-541-7

FOR 1985

FILE PRIOR TO 11-01-85
ADD \$3.00 PENALTY
FOR LATE FILING

SECRETARY OF STATE OF ILLINOIS

Annual Report Filing Fee \$ 5.00

Annual Report with Change of Agent or Office \$10.00

DO NOT WRITE IN THIS SPACE

10

FILED

NOV 08 1985

Secretary of State
Corporation Department

1) MICHAEL REESE HOSPITAL AND MEDICAL CENTER
WILLIAM C KENNEDY 010484
2816 S ELLIS AVE
CHICAGO, IL. 60616-0000 COOK 016

Is this corporation a Condominium Association?

Yes No
(Check one)

2) CHANGES ONLY: Registered Agent Barney Ira Cohen
Registered Office 2816 S. Ellis Av. RC-253
City, County, IL Zip Code Chicago, IL. 60616

The above change was duly authorized by resolution of the board of directors. The address of the registered office and the address of the office of the registered agent, as changed, will be identical. THE ADDRESS OF THE REGISTERED OFFICE MUST INCLUDE A STREET NUMBER. A P.O. BOX MAY ONLY BE USED IN ADDITION THERETO.

3) The above corporation organized under the laws of the state of ILLINOIS, pursuant to the provisions of "The General Not for Profit Corporation Act" of the State of Illinois, hereby makes the following report:

4) The names and respective addresses of its officers and directors are:

NAME	OFFICE	NUMBER & STREET	CITY	STATE	ZIP
Marvin B. Klein	President	1 Lake Shore Dr. 21st St.	Chicago, IL	Ill.	60616
Samuel R. Rosenthal	Secretary	8000 Sears Tower	Chicago, Ill.	Ill.	60606
Thomas F. Pick	Treasurer	230 West Monroe St.	Chicago, Ill.	Ill.	60606
See "Attachment A November 1985" for additional Officers and Directors	Director				
	Director				
	Director				

NOTE: List all directors above or list them on an additional sheet. Illinois corporations must have three directors.

5) The following is a brief statement of the character of the affairs which the corporation is actually conducting:
Assist and aid the sick, injured and convalescent; prevent and cure disease and suffering; train and educate, and assist in any manner in the education or training of, persons in or associated with the medical profession or associated with any aspect of health care;

6) If a foreign corporation, the address of its principal office in the state of its incorporation is: (cont'd on p.)

(Number and Street)

(State or Country)

(Please read reverse side of this report before signing below)

Under the penalty of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered agent and/or office, has been examined by me and is, to the best of my knowledge and belief, true and correct, and complete. *** THIS REPORT MUST BE SIGNED ***

BY Marvin B. Klein PRESIDENT 10/20/85
(Authorized Officer's Signature) (Title) (Date)

ATTEST Barney Ira Cohen Assistant Secretary 10/24/85
(Secretary's or Ass't. Secretary's Signature) (Title) (Date)

UNOFFICIAL COPY

Property of Cook County

STATE OF ILLINOIS
Office of the Secretary of State
I hereby certify that this is a true and
correct copy, consisting of twenty-one
pages, as taken from the original on file in
this office.



George H. Ryan

George H. Ryan
Secretary of State

DATE January 30, 1971

Barbara J. [Signature]

*11/14/71
10567
3948002*

OFFICE OF THE SECRETARY OF STATE
REGISTERED INSTRUMENTS
JAN 30 1971

IDENTIFIED No. []

3948002

MISSOURI NATIONAL TITLE
FBI LA SALLE CORE
CHICAGO, IL 60602