

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
08/27/96

~~05597-1002~~

CHARTER NUMBER: 701842
ROLL AND FRAME: 5597-1002

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
MERCY HOSPITAL ANDERSON FOUNDATION FORMERLY M	96081238403	AMA	25.00
ERCY HOSPITAL ANDERSON-FOUNDATION		CHN	NO FEE

016276

RETURN TO: MERCY HEALTH SYSTEM
ATTN J J DEAN
2335 GRANDVIEW AVE
CINCINNATI OH 45206-2280

TOTAL : 25.00

0251

05597-1003



The State of Ohio

Bob Taft

Secretary of State

701842

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: AMA CHN

of:

MERCY HOSPITAL ANDERSON FOUNDATION FORMERLY MERCY HOSPITAL ANDERSON-FOUNDAT
ION

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5597 at Frame 1004 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 12TH day of AUG ,

A.D. 19 96 .



Bob Taft
Bob Taft
Secretary of State

05597-1004

701842
APPROVED
By RB
Date 8/12/96
Amount \$25.00
96081238403

CERTIFICATE
OF
AMENDED
ARTICLES OF INCORPORATION
OF
MERCY HOSPITAL ANDERSON FOUNDATION

Thomas Rohs, Chairman and Helen Balush, Secretary of Mercy Hospital Anderson Foundation, an Ohio nonprofit corporation, do hereby certify that at a meeting of the member of said corporation on the 5th day of August, 1996, held for the purpose of voting on a proposal to amend the corporation's Articles, by the unanimous vote of the member of the corporation, the following resolution was adopted;

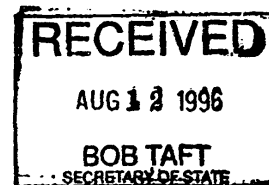
RESOLVED, that the following Amended Articles of Incorporation are hereby adopted to supersede to existing Articles of Incorporation:

FIRST: The name of the corporation is Mercy Hospital Anderson Foundation.

SECOND: The location of the principal office of the corporation is 7500 State Road, Cincinnati, Hamilton County, Ohio 45255.

THIRD: The corporation is a Roman Catholic health organization and, as such, will at all times uphold, embrace and be subject to the traditions, teachings and Canon law of the Roman Catholic Church, the spirit and traditions of its Sponsors, and the Ethical and Religious Directives for Catholic Health Care Services promulgated by the national Conference of Catholic Bishops, as they may be amended from time to time.

FOURTH: The corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. All references to sections of the Code in these Articles shall include the section as currently in effect and the corresponding section of any future federal tax code.



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FIFTH: The specific purpose for which the corporation is organized is to engage in the delivery, and in activities that further or are in any way related to or associated with the delivery, of health and health related services of every kind, nature and description deemed appropriate by the corporation. The corporation will carry out these activities either directly through facilities owned or controlled by it or indirectly by assisting and supporting (financially and otherwise) other organizations engaged in such activities, whether or not such organizations are owned or controlled by it, but in no event shall the corporation engage in any activity that would be in conflict with Article Third or Article Fourth hereof.

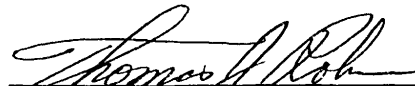
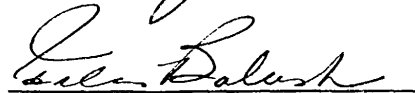
SIXTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Fifth hereof. 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 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.

SEVENTH: Upon dissolution of the corporation, the board of trustees, after paying or making provision for the payment of all of the liabilities of the corporation, shall transfer all of the assets of the corporation to Mercy Health System, an Ohio nonprofit corporation, provided that Mercy Health System is then organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or if it is not then so organized and operated, to such other organization or organizations, as the members of the corporation shall determine in accordance with and subject to the Canon Law of the Roman Catholic Church, which are organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located to such organization or organizations, as such court shall determine, which are organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code.

EIGHTH: These Amended Articles of Incorporation supersede the existing Articles of Incorporation.

05597-1006

IN WITNESS WHEREOF, Thomas Rohs, Chairman, and Helen Balush,
Secretary, acting for said corporation have executed this Certificate this 5th day of
August, 1996.


Thomas Rohs, Chairman
Helen Balush

users/legal/96arts/and-fdtn



05737-1007

August 9, 1996

2335 Grandview Avenue
Cincinnati, Ohio
45206 • 2280

513 • 221 • 2736
FAX • 513 • 559 • 3835

Ohio Secretary of State
30 E. Broad Street
Columbus, Ohio 43266-0418
Attn: Corporate Filings

Re: Non-Profit Corporations

Mercy Health System of Southwest, Ohio
Mercy Hospital Anderson
Mercy Hospital Anderson Foundation
The Sisters of Mercy of Clermont Co.,
Ohio
Coolock Corporation
Mercy Shared Services, Inc.
Mercy Health Plaza
Mercy College of Northwest Ohio
RSM Creative Services, Inc.
Simon Outreach Services, Inc.
Sisters of Mercy Northern Health Foundation
Toledo Life Care
The Sisters of Mercy of Hamilton, Ohio

For-Profit Corporations

Clermont Mercy Health Ventures
Dublin-Kinsale Corporation
Mercy Tech, Inc.
Mercy Ventures, Inc.
CharMer Affiliated Professional
Services, Inc.

Dear Sirs:

I am enclosing one original and one copy of Amended Articles of Incorporation for each of the above-referenced corporations. I have also enclosed a check in the amount of \$500 to cover the \$25 filing fee for each of the nonprofit corporations and a \$35 filing fee for each of the for-profit corporations.

Please return a file-stamped copy of these Articles to my attention in the enclosed self-addressed envelope. If you have any questions, please contact me at (513) 559-3839. I appreciate your attention to this matter.

Sincerely,

Jenny J. Dean
Corporate Paralegal

RECEIVED

AUG 12 1996

SECRETARY OF STATE

Enclosures