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Miller, Benjamin, Chairman
201 A. E. ...
... .. 481004

960633

UNITED STATES OF AMERICA



Michigan Department of Commerce

Lansing, Michigan

RICHARD J. BLASTICK
RECORDER, LAKE COUNTY
CROWN POINT, INDIANA 46307
FEB 6 11 55 AM '87

This is to Certify That the Annexed Copy of

Articles of Incorporation, and Amendment of MERCYCAREHOME HEALTH SERVICES, INC.

has been compared by me with the record on file in this Department and that the same is a true copy thereof, and the whole of such record.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 9th day of Jan. 19 87.

Director

RECEIVED

JAN 24 1986

MICHIGAN DEPT. OF COMMERCE

707-481
ARTICLES OF INCORPORATION

OF

MercyCARE Home Health Services, Inc.

FILED

JAN 27 1986

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Pursuant to the provisions of Act No. 129, Public Act of 1962, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the Corporation is **MercyCARE Home Health Services, Inc.**

ARTICLE II

The purposes for which the Corporation is organized are as follows:

1. To own, acquire and provide continuing support for home health agencies and those corporations and activities which provide home health services, nursing and other related or complementary health services and activities.

2. To provide for health services of every kind and nature, sufficient to meet nursing needs and therapeutic services for patients in need of these services.

3. To attend to the physical, psychological, emotional and spiritual needs of patients who are ill and of their families.

4. To educate the community about the needs of ill patients, about the needs of their families, and about the needs by which these needs can be met.

5. To further any and all benevolent, charitable, scientific, religious and educational activities in which **Amicare Home Health Services, Inc.** is or may hereafter become engaged.

6. In furtherance of its charitable purposes to provide support for the **Dyer, Indiana Division of Sisters of Mercy Health Corporation.**

7. To accept, receive and hold, in trust or otherwise, all contributions, legacies, grants, bequests and benefactions which might be left to the Corporation for its purposes.

8. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the Corporation shall not conduct or carry on any activities not permitted to be

conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

9. The accomplishment of the purposes of the Corporation shall be promoted and conducted in a manner consistent with the philosophy and objectives of Mercy Health Services, Sisters of Mercy Health Corporation, and Amicare Home Health Services, Inc.

ARTICLE III

The Corporation is organized on a stock basis. The total number of shares of stock which the Corporation shall have authority to issue is 50,000 shares with a par value of \$1.00 per share.

No part of the net earnings of the Corporation shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE IV

1. The address of the current registered office is Catherine McAuley Health Center, 5301 E. Huron River Drive, Ann Arbor, Michigan. 49105

2. The mailing address of the current registered office is c/o Catherine McAuley Health Center, P.O. Box 992, Ann Arbor, Michigan 48107.

3. The name of the current agent at the registered office is Marchita M. Butler, R.N..

ARTICLE V

The names and addresses of the Incorporators are:

1. Marchita M. Butler, R.N., c/o Catherine McAuley Health Center, P.O. Box 992, Ann Arbor, Michigan 48107. 5301 E. Huron River Dr.,

2. Helen V. Berg, R.N., c/o Catherine McAuley Health Center, P.O. Box 992, Ann Arbor, Michigan 48107. 5301 E. Huron River Dr.,

ARTICLE VI

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to Sisters of Mercy Health Corporation. If at the time of dissolution, Sisters of Mercy Health Corporation is not in existence and/or does not qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). If Sisters of Mercy Health Corporation is not in existence and/or does not qualify as an exempt organization, the assets of the Corporation shall be distributed to an organization designated by the Board of Directors, provided the organization(s) to which the assets are distributed qualify as exempt organization(s) as described in the preceding sentence.

ARTICLE VII

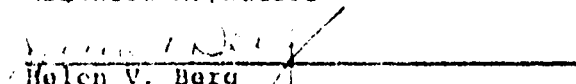
The sole Stockholder is Amicare Home Health Services, Inc. Final corporate authority necessary or incidental to the administration of any of the purposes of MercyCARE, Inc. shall be vested in the Board of Directors, except as follows:

1. The Stockholder reserves the right to ratify the mission, role, and goals of the Corporation.
2. The Stockholder reserves the right to approve acquisitions or dispositions of real and personal property involving capital expenditures in excess of \$50,000.
3. The Stockholder reserves the right to approve the creation of indebtedness of the Corporation to an entity other than the Stockholder.
4. The Stockholder reserves the right to approve any merger, consolidation, joint venture, acquisition, affiliation or reorganization of the Corporation.
5. The Corporation reserves the right to approve the sale, lease, exchange or any other disposition of all or substantially all of the property or assets of the Corporation.

6. The Stockholder reserves the right to approve the Corporation's annual operating budget.

We, the Incorporators of the above-named Corporation, hereby sign these Articles of Incorporation on this 16 day of January, 1986.


Marchita M. Boutier


Helen V. Berg

405D2:100
15120/0037

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
<p>FOR BUREAU USE ONLY)</p> <div style="text-align: center; font-size: 2em; font-weight: bold; margin: 20px 0;">FILED</div> <div style="text-align: center; font-size: 1.2em; margin: 10px 0;">DEC 8 1986</div> <div style="text-align: center; font-size: 0.8em;"> Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau </div>	<p style="text-align: center; font-size: 0.8em;">Date Received</p> <div style="text-align: center; font-size: 1.2em; font-weight: bold; margin: 5px 0;">DEC 8 1986</div>

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Corporations

(Please read Instructions and Paperwork Reduction Act notice on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, as amended (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

<p>1. The present name of the corporation is: MercyCare Home Health Services, Inc.</p>								
<p>2. The corporation identification number (CIC) assigned by the Bureau is:</p>	<table border="1" style="margin: auto;"> <tr> <td style="padding: 2px 5px;">7</td> <td style="padding: 2px 5px;">0</td> <td style="padding: 2px 5px;">7</td> <td style="padding: 2px 5px;">—</td> <td style="padding: 2px 5px;">4</td> <td style="padding: 2px 5px;">8</td> <td style="padding: 2px 5px;">7</td> </tr> </table>	7	0	7	—	4	8	7
7	0	7	—	4	8	7		
<p>3. The location of its registered office is:</p>								
5301 E. Huron River Dr.,	Ann Arbor	Michigan	48105					
(Street Address)	City		ZIP Code					

<p>4. Article <u>I, IV and V</u> of the Articles of Incorporation is hereby amended to read as follows:</p>	
<p>I. The name of Corporation is Amicare Home Health Services/Midwest, Inc. ✓</p>	
<p>IV. 1. The address of the current registered office is c/o Mercy Health Services, 28700 Eleven Mile Rd., Farmington Hills, MI 48018</p>	
<p>2. The mailing address of the current registered office is Mercy Health Services, 28700 Eleven Mile Rd., Farmington Hills, MI 48018</p>	
<p>3. The name of the current agent at the registered office is Anthony A. Derezinski, Esq.</p>	
<p>V. The names and addresses of the Incorporators are:</p>	
<p>1. Marchita M. Butler, Amicare Home Health Services, Inc., 2004 Hogback Road, Suite 19, Ann Arbor, MI 48104</p>	
<p>Helen V. Berg, R.N., c/o Catherine McAuley Health Center, P.O. Box 992, Ann Arbor, Michigan 48107. 5301 E. Huron River Dr.</p>	

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5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b)

a. The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the board of directors or trustees.

Signed this _____ day of _____, 19____

(Signatures of all incorporators; type or print name under each signature)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 24th day of October, 1986. The amendment: (check one of the following)

was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.

was duly adopted by the written consent of all the directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.

was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)

was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

Signed this 23 day of November, 1986

By Marchita M. Butler
(Signature)

Marchita M. Butler, President

(Type or Print Name and Title)

RECEIVED
CORPORATIONS DIV.

26 DEC 10 P 1 : 59

MAIL BOX
STATE

Corporate Form No. 115 (Dec. 1979) — Page One
State Form 39034

APPLICATION FOR AMENDED CERTIFICATE
OF ADMISSION

Prescribed by Edwin J. Simcox, Secretary of State of
Indiana

Use Size 8½ × 11 White Paper for Inserts

Filing Requirements — Present 2 Executed Copies to
Secretary of State

Recording Requirements — If the Amended
Certificate of Admission authorizes the Corporation
to transact business under a new corporate name,
the Corporation must within 10 days file a duplicate
Amended Certificate of Admission with the
Recorder of each County where the Corporation has
any real property located in Indiana.

APPLICATION FOR
AMENDED CERTIFICATE OF ADMISSION
OF

MercyCARE Home Health Services, Inc.

A Foreign Corporation
Admitted to Transact Business in Indiana

The undersigned officers of MercyCARE Home Health Services, Inc. ~~Not-for-Profit~~
(hereinafter referred to as the "Corporation"), which exists pursuant to the provision of Corporation Act of 1971
as amended, desiring to obtain an Amended Certificate of Admission for the Corporation, certify the following
facts:

1. The above corporation received a Certificate of Admission to do business in Indiana on the 31st day
of March, 1986
2. The Corporation desires to change its corporate name in Indiana as follows:
Amicare Home Health Services/Midwest, Inc.
3. The Corporation desires to change the character of business which it is authorized to transact in the
State of Indiana. The character of business which the Corporation intends to carry on in Indiana hence-
forth is as follows: N/A

IN WITNESS WHEREOF, the undersigned officers execute this Application for Amended Certificate of Admission, and certify to the truth of the facts herein stated, this day of, 19.86...

Robert Gibson
.....
(Written Signature)

Larry Smith
.....
(Written Signature)

Robert Gibson
.....
(Printed Signature)

Larry Smith
.....
(Printed Signature)

President of
MercyCARE Home Health Services, Inc.
.....
(Name of Corporation)

Secretary of
MercyCARE Home Health Services, Inc.
.....
(Name of Corporation)

STATE OF INDIANA
COUNTY OF LAKE } SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the above captioned State, hereby certify that the above-signed officers of the above-named corporation personally appeared before me; acknowledged their execution of the foregoing Application for Amended Certificate of Admission; and swore or attested to the facts therein stated.

WITNESS my hand and Notarial Seal this 2nd day of December, 19 86.

Barbara Dlejski
.....
(Written Signature)

BARBARA DLEJSKI
.....
(Printed Signature)

My County of Residence is:
Lake
.....

My Notarial Commission Expires:
9/26/89
.....

This instrument was prepared by Dari B. Stuhl, Esq.
.....
(Name)

201 S. Main St., 4th Fl., Ann Arbor, MI 48104-2199
(Number and Street or Building) (City) (State) (Zip Code)