

726307

(Requestor's Name)

TL TRIMBLE  
ADVENTIST HEALTH SYSTEM SOUTH  
900 HOPE WAY

ALTAMONTE SPRINGS FL 32714

(City/State/Zip/Phone #)

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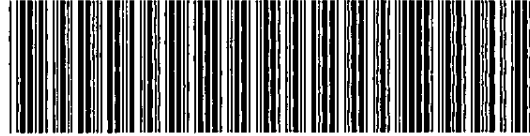
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TALLAHASSEE, FLORIDA

*Restated by  
CC*

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ALBRITTON



VIA FEDERAL EXPRESS

September 23, 2015

Secretary of State  
Corporations Division  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: *Restated and Amended Articles of Incorporation*  
*ADVENTIST HEALTH SYSTEM/SUNBELT, INC.*  
*(Document Number 726307)*

Dear Sir/Madam:

Enclosed please find our check in the amount of \$35.00, which we understand is the fee for filing Restated and Amended Articles of Incorporation for Adventist Health System/Sunbelt, Inc.

We would appreciate you returning a certified copy of the filed document to us via Federal Express. We have enclosed our check in the amount of \$8.75 for a certified copy. We have also enclosed an airbill for use in association with returning the requested certified copy.

Should you have any questions, please give us a call at (407) 357-2304.

Sincerely,

A handwritten signature in black ink, appearing to read "TL Trimble", written over a horizontal line.

TL Trimble, Esq.  
Vice President  
Regional Chief Legal Officer  
Southeast Region

TLT/plm

Enclosures

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RESTATED  
ARTICLES OF INCORPORATION  
OF  
ADVENTIST HEALTH SYSTEM/SUNBELT, INC.  
(A Corporation Not For Profit)

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TALLAHASSEE, FLORIDA

Part I

These Restated Articles of Incorporation restate and amend provisions of the Restated Articles of Incorporation of Adventist Health System/Sunbelt, Inc., filed on May 22, 1997, as amended by Articles of Amendment filed on December 15, 2000, and further amended by the Articles of Restatement.

ARTICLE I

Name

The name of this corporation shall be ADVENTIST HEALTH SYSTEM/SUNBELT, INC.

ARTICLE II

Purposes

The purposes for which this corporation is formed are:

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. This corporation shall operate to further the health ministry of the Seventh-day Adventist Church. In furtherance thereof, the corporation shall be empowered:

- a. To establish, own, lease, manage, maintain and operate systems of health care institutions and related organizations, sanitariums, hospitals, clinics, medical institutions, health management organizations, fitness centers, nursing homes, retirement homes and treatment rooms where the sick may be treated with or without pay for services rendered.

- b. To train personnel in the primary and intermediate branches of health and medical education, including nursing and related health sciences.
- c. To publish and distribute literature on health, disease, and hygiene.
- d. To instruct people regarding the health sciences, laws of life, and true methods of living.
- e. To market and promote health foods and other related products.
- f. To provide home for the poor and destitute and orphanages for homeless children.
- g. To solicit, collect, receive, acquire, hold, and invest money and property, both real and personal, including money and property received as gift, contribution, bequest, or devise, and to sell and convert property, both real and personal, into cash.
- h. To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership.
- i. To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property.
- j. To borrow money, incur indebtedness, and to secure repayment of mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.
- k. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision.

- l. To use the assets of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed.
- m. To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.
- n. To support nonprofit corporations for which Adventist Health System/Sunbelt, Inc. is the sole member.

### **ARTICLE III**

#### **Corporate Powers**

This corporation is organized under the Florida Not For Profit Corporation Act. In addition to the powers granted by the aforementioned statute, the Board of Directors and the Executive Committee of the Board shall have the power and authority to issue annuities for the life or lives of the annuitant or annuitants and to execute trust agreements, all under such conditions and upon such terms as may be approved by the Board of Directors and/or the Executive Committee.

### **ARTICLE IV**

#### **Membership and Meetings**

- SECTION 1            Membership.        The membership of the corporation shall be Adventist Health System Sunbelt Healthcare Corporation.
- SECTION 2            Meetings.            The regular meetings of the membership of the corporation shall be held according to the provisions of the Bylaws.

## **ARTICLE V**

### **Term**

The term for which this corporation is to exist shall be perpetual.

## **ARTICLE VI**

### **Officers**

SECTION 1. Categories of Officers. Adventist Health System/Sunbelt, Inc. shall have three (3) categories of officers: (a) board officers, (b) corporate officers, and (c) administrative officers.

- (a) Board Officers. Board Officers shall include a Chairman of the Board of Directors, two (2) Vice Chairs and a secretary.
- (b) Corporate Officers. Corporate Officers shall include a president, one (1) or more vice presidents, a secretary, a treasurer and one (1) or more assistant secretaries.
- (c) Administrative Officers. Administrative officers of this corporation may include a Chief Executive Officer and other executives as appointed by the President.

SECTION 2. Election of Officers. The officers shall be elected as provided in the Bylaws.

## **ARTICLE VII**

### **Board of Directors and Executive Committee**

SECTION 1. Governance. The business affairs and the funds of this corporation shall be under the control and management of a Board of Directors and its Executive Committee. The number of directors of this corporation shall not exceed twenty-five

(25). The number of directors may be increased or decreased from time to time, either by amendment of these Restated and Amended Articles of Incorporation of this corporation or by amendment of the Bylaws of this corporation.

SECTION 2. Election of Board Members. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

SECTION 3. Executive Committee. The Executive Committee of the Board of Directors shall have such rights, powers and duties as are held by the Board of Directors, unless otherwise specified in the provisions of these Restated and Amended Articles of Incorporation, the corporate Bylaws or the provisions of the Florida Not for Profit Corporation Act.

## **ARTICLE VIII**

### **Bylaws**

The Bylaws of the corporation are to be made, altered or rescinded by a two-thirds vote of the members present at any regular meeting or special meeting called for that purpose or by a mail ballot to the members which ballot must be approved by a majority vote as provided in the Bylaws. It shall be necessary for a minimum of forty percent (40%) of the members to be present to constitute a quorum at a regular or special meeting.

## **ARTICLE IX**

### **Voting**

Each member present at a business meeting of the corporation shall be entitled to one vote. There shall be no proxy voting.

## **ARTICLE X**

### **Dissolution**

This corporation is not organized, nor shall it be operated, for the pecuniary gain or profit and it does not contemplate the

distribution of gains, profits or dividends to its members and it is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to religious and charitable purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to the Southern Union Conference of Seventh-day Adventist, the Southwestern Union Conference of Seventh-day Adventist, the Lake Union Conference of Seventh-day Adventist, all of which are organized and operated exclusively for religious and charitable purposes and have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code in accordance with a plan of distribution adopted by the Board of Directors at a meeting duly called and convened, at which a quorum was present and not less than two-thirds (2/3) of the directors present cast an affirmative vote for the plan of distribution, such plan of distribution to be consistent with the provision of this Article X. The identity of the party to receive the assets shall be determined by the location from which the assets were derived if such can be determined and if other than the union conference wherein the assets were located, the asset shall be disbursed to the union conference from which it is shown to have been derived.

## **ARTICLE XI**

### **Location and Existence**

The location of this corporation shall be at Altamonte Springs, Florida.

## **ARTICLE XII**

### **Amendments**

These Restated Articles of Incorporation may be amended either at a regular or special meeting of the membership called for that purpose, by a two-thirds (2/3) vote of the members present or by mail ballot to the members which ballot must be approved by a majority vote as provided in the Bylaws.



### ARTICLE XIII

#### Resident Agent

The name and address of the Resident Agent of this corporation is Jeff Bromme, 900 Hope Way, Altamonte Springs, Seminole County, Florida 32714.

### ARTICLE XIV

#### Principal Office

The post office address and principal office of this corporation is 900 Hope Way, Altamonte Springs, Seminole County, Florida 32714

### PART II

1. The Restated Articles of Incorporation restate the provisions of the Restated Articles of Incorporation filed on May 22, 1997, as amended by Articles of Amendment filed on December 15, 2000, and further amend the Restated Articles of Incorporation as specified below:

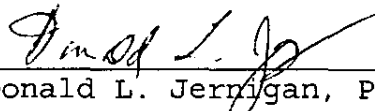
- a. Part I, Article II ("Purposes") has been revised to summarize in simplified form the purposes for which the corporation was formed.
- b. Part I, Article VII ("Board of Directors and Executive Committee"), Section 1, has been amended to increase the number of directors that can be appointed to the Board from 22 to 25.
- c. Part I, Article XI ("Location") has been amended to reflect that the corporation is located in Altamonte Springs, Florida.

2. The foregoing amendments and the Restated Articles of Incorporation of the corporation were unanimously adopted by the sole member of the corporation on September 17, 2015, at a duly called and convened meeting and at which a quorum was present. Only the membership has the right to approve amendments to the

governing documents (i.e., Articles of Incorporation and Bylaws) of the corporation.

3. There is no discrepancy between the Restated Articles of Incorporation filed on May 22, 1997, as amended by the Articles of Amendment filed on December 15, 2000, other than the inclusion of the amendments as set forth in Part II.

IN WITNESS WHEREOF, the undersigned President of Adventist Health System/Sunbelt, Inc. has executed these Articles of Restatement this 21st day of September, 2015.

  
\_\_\_\_\_  
Donald L. Jernigan, Ph.D.  
President