

CT CORPORATION SYSTEM

760086

CORPORATION(S) NAME

Adventist Health Care System Sunbelt Healthcare Corporation

EFFECTIVE DATE
10/1/01

FILED
01 SEP 25 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated
Articles

☐ Profit

☐ Nonprofit

☐ Foreign

☐ Limited Partnership

☐ LLC

(2) ☒ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☒ Amendment

☐ Dissolution/Withdrawal

☐ Reinstatement

☐ Annual Report

☐ Name Registration

☐ Fictitious Name

☐ Photocopies

☐ Call If Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of RA

☐ UCC

☐ CUS

☐ After 4:30

☒ Pick Up

RECEIVED
01 SEP 25 AM 11:13
DIVISION OF CORPORATION

Name

Availability

Document

Examiner

Updater

Verifier

W.P. Verifier

9/25/01

Order#: 4803252

100004610621--6

-09/25/01--01067--024

*****52.50 *****52.50

Ref#:

Amount: \$

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

EFFECTIVE DATE
10/11/01

FILED
01 SEP 25 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED
ARTICLES OF INCORPORATION
OF
ADVENTIST HEALTH SYSTEM SUNBELT
HEALTHCARE CORPORATION
(A Corporation Not For Profit)

PART I

These Restated Articles of Incorporation restate and amend the original provisions of the Restated Articles of Incorporation of Adventist Health System Sunbelt Healthcare Corporation filed on December 18, 2000, as identified in Part II.

ARTICLE I
Name

The name of this corporation shall be the ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION.

ARTICLE II
Purposes

The purposes for which this corporation is formed are:

1. The specific and primary purpose is to further by all proper and legitimate agencies and means a better knowledge of the laws of life and true hygiene, the relief of suffering and the prevention and cure of disease, in furtherance of the health ministry of the Seventh-day Adventist Church. This corporation is a part of the Seventh-day Adventist Church organization and shall be perpetually dedicated to the accomplishments of its goals and objectives. The purpose of this corporation is purely benevolent, charitable, philanthropic, and religious, and none of its properties, real or personal, shall benefit any private shareholder or individual but shall ever be used for carrying into effect its primary purpose.
2. The general purposes and powers are:
 - 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 homes 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 by 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.

1. 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 Healthcare Corporation is the sole member including but not limited to:
 - (1) Adventist Health System/Georgia, Inc.
 - (2) Adventist Health System/Sunbelt, Inc.
 - (3) SunSystem Development Corporation
 - (4) East Pasco Medical Center, Inc.
 - (5) Fletcher Hospital, Incorporated
 - (6) Princeton Professional Services, Inc.
 - (7) Health Plex Management, Inc.
 - (8) Florida Hospital Waterman, Inc.
 - (9) HCC Properties, Incorporated
 - (10) Versatile Health Management, Inc.
 - (11) AHS Central Texas, Inc.
 - (12) Jellico Community Hospital, Inc.
 - (13) Bella Vista Yauco, Inc.
 - (14) Metroplex Adventist Hospital, Inc.
 - (15) Memorial Hospital, Inc.
 - (16) Sunbelt Health Care Centers, Inc.
 - (17) Scott Memorial Hospital, Inc.
 - (18) Sunbelt Home Health Care, Inc.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise

attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office. Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in subparagraph (1) of this Article II.

ARTICLE III Corporate Powers

In addition to the powers granted by law, the Board of Directors and the Executive 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 said Executive Board.

ARTICLE IV Membership and Meetings

SECTION 1. Membership. The membership of the corporation shall consist of two classes of members, namely, regular and special class members. The regular class members shall consist of the duly elected members of (a) the Executive Committees of the Southern Union Conference of Seventh-day Adventists and the Southwestern Union Conference of Seventh-day Adventists, religious associations; (b) the Board of Directors of Adventist Health System Sunbelt Healthcare Corporation; (c) the elected members of the Executive Committee of the Lake Union Conference of Seventh-day Adventists, provided, however, if the number of members of the Executive Committee of the Lake Union Conference of Seventh-day Adventists exceeds nineteen (19%) percent of the regular class members identified in (a) and (b), the members selected from the Executive Committee of the Lake Union Conference of Seventh-day Adventists shall be limited to a number which shall not exceed nineteen (19%) percent of the regular class members identified in (a) and (b), such appointment to be made on an alphabetical basis; and (d) the elected members of the Executive Committee of the Mid-America Union Conference of Seventh-day Adventists, provided, however, if the number of members of the Executive Committee of the

Mid-America Union Conference of Seventh-day Adventists exceeds nineteen (19%) percent of the regular class members identified in (a) and (b), the members selected from the Executive Committee of the Mid-America Union Conference of Seventh-day Adventists shall be limited to a number which shall not exceed nineteen (19%) percent of the regular class members identified in (a) and (b). The special class members shall consist of such persons as may be granted membership credentials by a two-thirds (2/3) vote of the regular class members. Individuals comprising the special class members shall serve as members of Adventist Health System Sunbelt Healthcare Corporation for the duration of the regular or special meeting for which they were duly qualified and elected.

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. Adventist Health System Sunbelt Healthcare Corporation shall have three (3) types of officers: (a) board officers, (b) corporate officers and (c) administrative officers.

- (a) Board Officers. Board officers shall include a chair of the Board of Directors, three (3) vice-chairs, a secretary, and may include the appointment of a treasurer.
- (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 may include a chief executive officer, one (1) or more executive vice-

presidents, one (1) or more senior vice presidents and one (1) or more vice-presidents.

SECTION 2. The officers shall be elected and/or appointed as provided in the Bylaws.

ARTICLE VII

Board of Directors and Executive Board

SECTION 1. The business affairs and the funds of this corporation shall be under the control and management of a Board of Directors and the Executive Board. The number of directors of this corporation shall not exceed sixty-five (65). The number of directors may be fixed from time to time, either by amendment of the Articles of Incorporation of this corporation, or by amendment of the Bylaws of this corporation.

SECTION 2. The Board of Directors shall be members of the corporation.

SECTION 3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

SECTION 4. The Executive Board of the Board of Directors shall have such rights, powers and duties as are specified in the Bylaws, unless otherwise restricted by the provisions of the Restated 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 (40%) percent 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 all debts and liabilities of this corporation shall be distributed to the Southern Union Conference of Seventh-day Adventists, the Southwestern Union Conference of Seventh-day Adventists, the Lake Union Conference of Seventh-day Adventists, and/or the Mid-America Union Conference of Seventh-day Adventists, 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. The identity of the party to receive the assets shall be determined by the location of the assets to be distributed, provided, however, that if the source or location from which the assets were derived can be determined and said source is other than the union conference wherein the assets are 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 in Winter Park, 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 T. L. Trimble, 111 N. Orlando Avenue, Winter Park, Florida 32789.

ARTICLE XIV
Principal Office

The post office address and principal office of this corporation is 111 N. Orlando Avenue, Winter Park, Orange County, Florida 32789.

PART II

1. These Restated Articles of Incorporation restate the charter as filed on December 18, 2001, except as amended below.
 - a. Part I, Article IV, Section 1, has been amended to reflect that the Membership of Adventist Health System Sunbelt Healthcare Corporation shall include representatives from the Executive Committee of the Mid-America Union Conference of the Seventh-day Adventist Church.
 - b. Part I, Article VII, Section 1, has been amended to increase the number of Members appointed to the Board of Directors from 57 to 65.
 - c. Part I, Article X, has been amended to provide that upon dissolution of Adventist Health System Sunbelt Healthcare Corporation, assets may be distributed to, among others, the Mid-America Union Conference.
2. The Restated Articles of Incorporation were duly adopted on September 15, 2001, by the Membership of Adventist Health System Sunbelt Healthcare Corporation via mail ballot at which the requisite of two thirds of those casting their ballot voting in favor of the Amendments.
3. The Restated Articles of Incorporation were approved by the Board of Directors of Adventist Health System Sunbelt Healthcare Corporation on September 10, 2001.

4. There is no discrepancy between these Restated Articles of Incorporation and the provisions of incorporating documents of Adventist Health System Sunbelt Healthcare Corporation, other than the inclusion of the amendments as set forth in Part II.
5. These Restated Articles of Incorporation shall take effect at 12:01 a.m. CST on October 1, 2001.

IN WITNESS WHEREOF, the undersigned President and Assistant Secretary have executed these Restated Articles of Incorporation this 21st day of September, 2001.

ADVENTIST HEALTH SYSTEM SUNBELT
HEALTHCARE CORPORATION

By:

Name: 
Title: President Thomas L. Werner

Name: 
Title: Assistant Secretary Ariel DePrada

I:\LEGAL\AHSSHC\DOCS\AOI_Amend-2001.doc
080201