

N150000000397

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

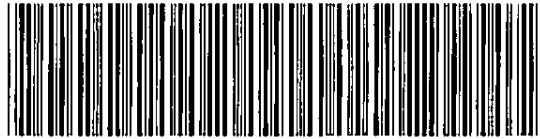
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400422395624

01/25/24--01014--003 **35.00

FILED
2024 JAN 25 PM 2:13
STATE

SAXON & FINK, LLP

9065 SW 87TH AVENUE
SUITE 112
MIAMI, FLORIDA 33176

(305) 371-9575

FAX (305) 371-8011

January 24, 2024

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32302

Via Federal Express

Re: Amended and Restated Articles of Incorporation for Miami Cancer Institute
At Baptist Health, Inc. Document No. N15000000397.

Ladies and Gentlemen:

The enclosed Amended and Restated Articles of Incorporation for Miami Cancer Institute At Baptist Health, Inc. are submitted for filing. Also enclosed is our check for \$35.00 to cover the filing fee.

Please contact the undersigned if you have any questions regarding this filing. My email address is kylesaxon@saxonfink.com.

Sincerely,



KYLE R. SAXON

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIAMI CANCER INSTITUTE AT BAPTIST HEALTH, INC.
(A Not-For-Profit Corporation)

FILED
2024 JAN 25 PM 2:43
SECRET
STATE
FL

ARTICLE I - NAME AND ADDRESS

The name of the Corporation shall be **MIAMI CANCER INSTITUTE AT BAPTIST HEALTH, INC.**, with its principal place of business located at 6855 Red Road, Suite 600, Coral Gables, Florida 33143.

ARTICLE II - PURPOSES

(a) **EXEMPT PURPOSES**

This Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, on a nonstock basis 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 (the "Code"), or corresponding section of any future United States internal revenue law.

(b) **CLASSIFICATION**

To satisfy the requirements of Section 509(a)(3) of the Internal Revenue Code of 1986 and the equivalent section of any future United States internal revenue law, this Corporation:

- (1) is organized and at all times hereafter shall be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Baptist Hospital of Miami, Inc.; South Miami Hospital, Inc.; Homestead Hospital, Inc.; Mariners Hospital, Inc.; Doctors Hospital, Inc.; Baptist Outpatient Services, Inc.; Baptist Health Medical Group, Inc.; West Kendall Baptist Hospital, Inc.; Fishermen's Health, Inc.; Bethesda Hospital, Inc.; and Boca Raton Regional Hospital, Inc., so long as they are described in Section 509(a)(1) or 509(a)(2) of the Code.
- (2) shall be operated in connection with the organizations described in (b)(1) above, and the members of the Board of Directors of the Corporation and the officers of the Corporation shall maintain a close working relationship with the officers and Directors of the organizations named in paragraph (1) above, to ensure that the Corporation is meeting the needs of such organizations and their patients, and to ensure the delivery of a high level of patient care, and

- (3) shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III – MEMBERSHIP

The Corporation shall have not less than three (3) and not more than fifteen (15) Directors, who shall be the members of the Corporation and shall be its Board of Directors (hereafter the “Board”). The qualifications, terms of office, and the manner in which a Director shall become a Director or be elected and continue in office shall be as follows:

- (a) Baptist Health Director. One Director shall be appointed by the Board of Trustees of Baptist Health South Florida, Inc.

- (b) Baptist Health South Florida Foundation, Inc. Director. The Executive Committee of the Board of Directors of Baptist Health South Florida Foundation, Inc. (the “Foundation”) may appoint a voting member of the Board of Directors of the Foundation who has expressed an interest in fund raising on behalf of the Corporation, to serve as a voting member of the Board of Directors of the Corporation, with such person to serve on the Board of Directors of the Corporation until removed by the Executive Committee of the Board of Directors of the Foundation or until his or her successor is appointed by the Executive Committee of the Board of Directors of the Foundation.

- (c) Elected Directors.

- (i) The remaining Directors (the “Elected Directors”) shall be nominated by a nominating committee comprised of Directors of the Corporation and shall be submitted to the Board of Trustees of Baptist Health South Florida, Inc., for approval. If approved, the nominees may be elected by majority vote of the Board.

- (ii) If an Elected Director shall not accept the office or under any circumstances shall cease to be a Director, the vacancy thus created may be filled in accordance with paragraph (i) above.

- (iii) Any Elected Director, whether now in office or hereafter elected, may be removed from office, with or without cause, by majority vote of the entire Board at any regular or special

meeting of the Board. Any Director may be removed from office by majority vote of the Board of Trustees of Baptist Health South Florida, Inc., with or without cause.

(iv) For the purpose of having the Elected Directors divided into three classes as nearly equal in number as may be, whose terms of office, respectively, shall expire in different years, an Elected Director may be elected for a term to expire on the annual meeting of the Corporation of the year in which such Director is elected, or of either of the next two succeeding years, and shall hold office for the term for which such Director is elected. No Elected Director shall be eligible to serve more than twelve (12) consecutive years, unless such Director is serving as an officer of the Board of Directors, in which event such Director's permitted term may continue beyond the twelfth year for so long as the Director is serving as an officer of the Board of Directors. An Elected Director who is no longer eligible to serve on the Board of Directors may be re-elected to the Board of Directors after the expiration of one (1) year following the end of his or her previous term. The provisions of this paragraph shall not apply to the Baptist Health Director or the Baptist Health South Florida Foundation, Inc. Director.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Governing Body. The Board shall be the governing body of the Corporation and shall, subject to the rights and powers reserved to Baptist Health South Florida, Inc., manage its affairs and exercise its corporate powers.

Section 2. Quorum. The presence of a majority of the Directors shall be necessary at any meeting of the Board to constitute a quorum to transact business.

Section 3. No Remuneration. No Director shall receive or be entitled to receive from the Corporation any salary or remuneration of any kind, nature or character whatsoever for serving as a Director or as an officer of the Corporation, or for personal services in connection with the acquisition of property, material or equipment, but may be reimbursed by the Corporation for actual expenses incurred and authorized by the Board.

Section 4. Reports. Minutes of the meetings of the Board and the committees of the Board shall be kept. The minutes of the meetings of the Board and the committees of the Board shall be provided to each Director prior to the next regularly scheduled meeting of the Board. The Minutes of the meetings of the Board and such other minutes, reports, records and information of the Corporation as may be requested shall be routinely furnished to the Board of Trustees of Baptist Health South Florida, Inc.

Section 5. Restrictions on Authority of Board of Directors. The Board may not, without the prior approval of the Board of Trustees of Baptist Health South Florida, Inc.:

- (a) Adopt a plan of dissolution of the Corporation;
- (b) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (c) Adopt a plan of merger or consolidation of the Corporation with another corporation;
- (d) Appoint or remove the independent auditors of the Corporation;
- (e) Sell or mortgage any real property owned by the Corporation or acquire any real property on behalf of the Corporation; or
- (f) Adopt any annual operating or capital budget of the Corporation, or approve any changes thereto.

Section 6. Delegation of Borrowing Authority to Baptist Health South Florida, Inc. The right of the Corporation to borrow or incur indebtedness for any single loan or incurrence of indebtedness, and the right of the Corporation to pledge assets of the Corporation to secure such loan or indebtedness, is expressly delegated and reserved to Baptist Health South Florida, Inc. Baptist Health South Florida, Inc. is irrevocably appointed as the agent of the Corporation for the purposes of borrowing on behalf of the Corporation, for the purposes of authorizing and issuing indebtedness on behalf of or in the name of the Corporation, and for the purposes of pledging assets of the Corporation to secure such borrowing or indebtedness. Baptist Health South Florida, Inc. is expressly authorized to obligate the Corporation on such borrowings and indebtedness, to pledge assets of the Corporation, and to execute and deliver on behalf of the Corporation all documents evidencing such borrowings and indebtedness and pledge of assets. No further authorization, confirmation, resolution or action of any type is required by the Board with respect to such borrowings or indebtedness, or pledge of assets. All persons dealing with Baptist Health South Florida, Inc. in connection with any borrowings or indebtedness incurred by or on behalf of the Corporation through the actions of Baptist Health South Florida, Inc., and any pledge of assets on behalf of the Corporation through the actions of Baptist Health South Florida, Inc., shall be entitled to rely upon the authorization and delegation of rights conferred hereby, and shall not be required to make any inquiry upon the Corporation regarding the authority of Baptist Health South Florida, Inc. to borrow or incur indebtedness, or pledge assets, on behalf of or in the name of the Corporation.

Section 7. Management Agreement. The Corporation shall enter into a management agreement with Baptist Health South Florida, Inc. (hereafter the "Management Agreement") which (i) grants to Baptist Health South Florida, Inc. the right to employ and appoint the Chief

Executive Officer; (ii) provides that the Chief Executive Officer of the Corporation, shall have all powers usual and customary for such officer including, but not limited to, the right to appoint officers, the right to hire employees, the right to determine compensation and benefit levels for officers and employees, the right to designate job tasks and responsibilities, and the right to terminate employment; and (iii) provides for reimbursement of costs and expenses incurred by Baptist Health South Florida, Inc. in performing the management and operational functions as provided in these Articles of Incorporation, in the Bylaws of the Corporation, in the Management Agreement, and pursuant to policies adopted by the Board of Trustees of Baptist Health South Florida, Inc. The Management Agreement shall not be terminable by the Corporation without the written consent of Baptist Health South Florida, Inc.

Section 8. Directors' Liability. No Director shall be held liable or responsible for action taken by the Board acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for action taken by the Board in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director, the Corporation shall indemnify and save such Director harmless.

Section 9. Reimbursement of Directors. If any legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

Section 10. Indemnification of Directors. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the Director being or having been a Director or an officer of the Corporation, or a director, or trustee or officer of any other corporation which the Director served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by such Director in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of such Director's duty to the Corporation.

Section 11. Additional Indemnification. The Corporation shall, to the extent permitted under state and federal law, indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in the capacity of Director or as an officer of the Corporation, or in the capacity of a director, trustee or officer of any other corporation which such Director served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that such Director had reasonable ground for belief that such action was unlawful.

ARTICLE VI – BOARD OF GOVERNORS

Section 1. Board of Governors. A Board of Governors is established to serve in an advisory capacity to the Board of Directors. The Board of Governors shall consist of individuals who have experience and expertise in a variety of areas beneficial to the Corporation, including service to the community, who are nominated by the Board's Nominating Committee and elected by the Board of Directors. Members of the Board of Governors shall be non-voting and shall not be compensated. Each member of the Board of Governors shall serve until the annual meeting of the Corporation and may be re-elected by vote of the Board of Directors.

Section 2. Role of the Board of Governors. The role and purposes of the Board of Governors shall be further defined as provided in the Bylaws.

Section 3. Baptist Health South Florida Foundation, Inc. Each member of the Board of Governors shall, while serving as a member of the Board of Governors, also be an Honorary Director of Baptist Health South Florida Foundation, Inc.

Section 4. Removal. Any member of the Board of Governors may be removed from office, with or without cause, by majority vote of the entire Board at any regular or special meeting of the Board, or by majority vote of the Board of Trustees of Baptist Health South Florida, Inc.

ARTICLE VII – OFFICERS

Section 1. Board Officers. The Board Officers of the Corporation shall be a Chairperson, a Secretary, and a Treasurer, each of whom shall be a Director.

Section 2. Election. Such Board Officers shall be elected at the annual meeting of the Board of Directors each year by the Directors in office at the time of the election, and shall take office immediately upon being elected.

Section 3. Term of Office. All such Board Officers shall hold office until the annual meeting of the Corporation and until their successors are elected and take office.

Section 4. Other Officers. A Chief Executive Officer shall be appointed in accordance with the Management Agreement. The Chief Executive Officer shall have the right to appoint additional officers. The recommendations of the Board will be considered in connection with the appointment of such officers.

Section 5. Removal of Board Officers. Any Board Officer may be removed from office by majority vote of the Board of Trustees of Baptist Health South Florida, Inc. at any regular or special meeting or, subject to ratification by the Board of Trustees of Baptist Health South Florida, Inc., by majority vote of the entire Board at any regular or special meeting.

Section 6. Removal of Other Officers. Any other officer of the Corporation may be removed from office by the Chief Executive Officer pursuant to the Management Agreement or by majority vote of the Board of Trustees of Baptist Health South Florida, Inc. The recommendations of the Board will be considered in connection with the removal of any such officer from office.

ARTICLE VIII - PROPERTY, FUNDS AND INCOME

No part of the property, funds or income of the Corporation shall be distributed to nor shall any part of the net income, if any, of the Corporation inure to the benefit of its members, Directors, Board Officers or any other private individual.

ARTICLE IX - LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the Corporation, its property and funds, after payment or provision for payment of its creditors, shall be distributed for approved charitable, scientific and educational purposes most closely approximating those set out in Article II of these Articles of Incorporation, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, as now in effect or hereafter amended or supplemented by Acts of Congress and of such pertinent regulations thereunder as heretofore have been or hereafter may be promulgated.

ARTICLE X - POLITICAL ACTIVITY

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.

ARTICLE XI - BYLAWS

The Bylaws of the Corporation may be amended or rescinded as provided in the Bylaws.

ARTICLE XII - AMENDMENTS

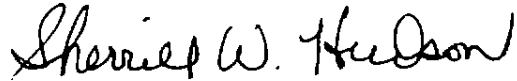
These Articles of Incorporation may be amended, rescinded or added to (i) by majority vote of the entire Board of Trustees of Baptist Health South Florida, Inc. at any regular or special meeting, or (ii) subject to ratification by the Board of Trustees of Baptist Health South Florida, Inc., by majority vote of the entire Board at any regular or special meeting; provided, that written notice of the proposed amendment or addition shall have been given to every member of the Board and to every member of the Board of Trustees of Baptist Health South Florida, Inc. at least 15 days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter.

CERTIFICATE

These Amended and Restated Articles were duly adopted by the Board of Directors of Miami Cancer Institute At Baptist Health, Inc. on October 30, 2023, and by the Board of Trustees of Baptist Health South Florida, Inc., on January 23, 2024, and the number of votes cast for the Amended and Restated Articles of Incorporation by each was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Chairperson of the Board of Directors of Miami Cancer Institute At Baptist Health, Inc. and the Chairperson of the Board of Trustees of Baptist Health South Florida, Inc., have executed these Amended and Restated Articles of Incorporation, for the purpose of amending and restating the Articles of Incorporation of the Corporation.

The undersigned submit these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. We are aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.



Sherrill W. Hudson, Chairperson of the Board of Directors of Miami Cancer Institute At Baptist Health, Inc.



Jay A. Hershoff, Chairperson of the Board of Trustees of Baptist Health South Florida, Inc.