

N48162

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

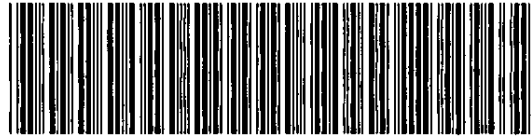
(Business Entity Name)

(Document Number)

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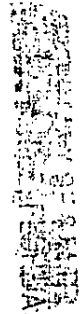
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R. WHITE



AUG 21 AM 10:49

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DOCTORS' MEMORIAL HOSPITAL, INC.

DOCUMENT NUMBER: N48162

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

G. Cline Moore

(Name of Contact Person)

G. Cline Moore, P.A.

(Firm/ Company)

316 West Green Street

(Address)

Perry, Florida 32347

(City/ State and Zip Code)

admin@doctorsmemorial.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

G. Cline Moore

(Name of Contact Person)

at (850) 584-3300

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|---|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

13 AUG 21 AM 10:49

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DOCTORS' MEMORIAL HOSPITAL, INC.
(A Florida Not For Profit Corporation)

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be Doctors' Memorial Hospital, Inc.

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and the mailing address of the Corporation shall be 333 N. Byron Butler Parkway, Perry, Florida 32347.

ARTICLE III

Nonprofit Purpose

The Corporation of formed exclusively for purposes for which a corporation may be formed and may operate under, the Florida Not For Profit Corporation Act and not for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation shall be distributable to, or inure to the benefit of, its directors, officers, or members (if any), except to the extent permitted under said Act. The Corporation may pay compensation to its directors, officers, and members (if any) for services rendered to the Corporation, may confer benefits upon its members (if any) in conformity with its stated purposes, and, upon any dissolution or final liquidation, may make distributions to such members that it then has in the manner and to the extent permitted by said Act.

ARTICLE IV

Purpose

The purposes for which this corporation is formed are:

- A. To operate and maintain that certain public hospital situate in Taylor County, Florida, sometimes known as "Doctors Memorial Hospital," and thereby provide medical facilities and services to persons in Taylor County;
- B. To enhance and improve the general public health and welfare of the citizens and residents of Taylor County, Florida; and
- C. To engage or cooperate in research, studies, investigations, and other scientific and educational activities related to the operation of said hospital and its provision of medical facilities and services to the public.

ARTICLE V

Initial Directors

The Board of Directors of the Corporation shall conduct the affairs of the Corporation and shall consist of five or more directors, the exact number to be fixed from time to time as set forth in, or in the manner prescribed by, these Articles of Incorporation or the Bylaws. The initial Directors of the Corporation shall be comprised of the following persons, each of whom presently serves as a member of the Board of County Commissioners of Taylor County, Florida.

S. Herbert Hendry
Courthouse
108 North Jefferson Street
Perry, Florida 32347

Vance Howell
Courthouse
108 North Jefferson Street
Perry, Florida 32347

Irvin Hill
Courthouse
108 North Jefferson Street
Perry, Florida 32347

Lillie Mae Greene

Courthouse
108 North Jefferson Street
Perry, Florida 32347

Andrew C. Wood
Courthouse
108 North Jefferson Street
Perry, Florida 32347

William M. LaValle
Courthouse
108 North Jefferson Street
Perry, Florida 32347

Until such time as any other Directors of the Corporation are elected, are qualified to serve, and assume office, the Board of Directors shall consist of all and only those persons who from time to time have been duly elected or appointed as, and are serving as members of, the Board of County Commissioners of Taylor County, Florida. As any Director shall be replaced, by a successor duly elected or appointed as a member of the Board of County Commissioners of Taylor County, such successor shall automatically, upon becoming a member of said Board of County Commissioners, become a Director of the Corporation, and the Director so replaced shall be deemed to have thereupon resigned as a Director of the Corporation. Said Board of County Commissioners shall have the authority and right at any time and from time to time to appoint other persons to constitute and serve as the Corporation's Board of Directors in the place and in lieu of said Board of County Commissioners. In the event that said Board of County Commissioners does so appoint other persons as Directors of the Corporation, then, at such time as the appointment of the first persons so appointed become effective, said persons shall become Directors of the Corporation, and all members of said Board of County Commissioners shall be deemed to have thereupon resigned as Directors of the Corporation. Any persons so appointed as Directors of the Corporation by said Board of County Commissioners shall serve as provided by Bylaws adopted or approved by said Board of County Commissioners, and shall be subject to re-appointment or removal by said Board of County Commissioners.

ARTICLE VI
Staggerd Terms

Three classes of members divided as nearly equal as possible among the current membership. Each class expires in successive years with new members appointed to 3 year terms.

ARTICLE VII

Members

Board of Directors shall consist of seven (7) members. Seven (7) appointed at large. Two (2) of the seven (7) appointed by the Perry City Council and five (5) appointed by the Taylor County Board of County Commissioners. The number of members shall be not less than five (5) nor more than eleven (11) and shall be determined by resolution of the Board of County Commissioners.

ARTICLE VIII

Appointment and Vancies

There shall be up to three (3) nominees for each vacancy provided through the appropriate appointing authority, i.e., Taylor County Board of County Commissioners or the Perry City Council. Directors at large shall be appointed by the Taylor County Board of County Commissioners and/or the Perry City Council. No governmental or publicly elected official shall be eligible to serve on the Board of Directors.

ARTICLE IX

Powers

The Corporation shall have all powers of a not for profit Florida corporation that are enumerated, conferred, or granted, both expressly and by implication, by the Florida Not For Profit Corporation Act, as now in effect and as hereafter amended, or any successor thereto.

ARTICLE X

Members

The Corporation shall have no members, until and unless any persons are permitted or authorized to be or become members by virtue of action of the Board of Directors in adopting Bylaws (or amendments to the Bylaws) that by their express terms permit or authorize any

persons to be or become members of the Corporation. The terms, conditions, privileges and responsibilities of members, including specifically but without limitation any voting rights of members, shall be as expressly set forth in said Bylaws. If and at such time as the Bylaws so provide, the Corporation may have more than one class of members, all as set forth in the Bylaws. No members shall have any voting rights except as expressly conferred or created either by the Bylaws or by the provisions of the Florida Not For Profit Corporation Act.

ARTICLE XI

Terms

The term of this Corporation shall continue perpetually, unless and until it is dissolved in accordance with applicable law.

ARTICLE XII

Officers

The Corporation shall have such officers as are from time to time appointed by the Board of Directors, including specifically but without limitation a President, a Secretary, and a Treasurer. More than one office may be held by a single person. The Board of Directors may at any time remove any officer, with or without cause.

ARTICLE XIII

Registered Office and Agent

The address of the Corporation's initial registered office is 316 West Green Street, Perry, Florida 32347, and the name of its initial registered agent at said address is G. Cline Moore. The Corporation may at any time change its registered office, registered agent, or both of them through procedures established by applicable Florida Law

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



G. CLINE MOORE

ARTICLE XIV

Indemnification

The Corporation shall indemnify each of its Directors, and may indemnify any or all of its officers, to the fullest extent permitted by applicable law. The Corporation may purchase and pay for insurance to cover all or any of its indemnification rights, responsibilities, costs, expenses, and losses.

ARTICLE XV

Adoption of Amendments

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

8/19/13
DATE


GARY BRETT, CHAIRMAN

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DOCTORS' MEMORIAL HOSPITAL, INC.
(A Florida Not For Profit Corporation)

FILED
AUG 21 AM 10:49
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

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DATE



GARY BRETT, CHAIRMAN