



N94000000920

ACCOUNT NO. : 072100000032

REFERENCE : 687530 4340257

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 52.50

ORDER DATE : May 5, 2000

ORDER TIME : 4:36 PM

ORDER NO. : 687530-015

CUSTOMER NO: 4340257

*Amended & Restated*

900003247519--7

CUSTOMER: Kathleen Haggerty, Legal Asst.  
Smith, Hulsey & Busey  
225 Water St. / Ste. 1800  
First Union National Bank Twr.  
Jacksonville, FL 32202

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAY 10 PM 4:56

FILED

DOMESTIC AMENDMENT FILING

NAME: BAPTIST MEDICAL CENTER OF NASSAU, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2)  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAY 10 PM 4:54

RECEIVED

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

*JDL*  
5/12/00

*\*02250, 00664, 00672*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 11, 2000

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: BAPTIST MEDICAL CENTER OF NASSAU, INC.  
Ref. Number: N94000000920

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for BAPTIST MEDICAL CENTER OF NASSAU, INC. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 600A00026532

*This is initial dire  
- need 2 cert*

RECEIVED  
00 MAY 12 4 11:28  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT AND RESTATEMENT OF  
THE ARTICLES OF INCORPORATION  
OF  
BAPTIST MEDICAL CENTER OF NASSAU, INC.**

00 MAY 10 PM 4:59  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. The name of this Corporation is Baptist Medical Center of Nassau, Inc.

B. Amendments to the Articles of Incorporation were adopted on May 1, 2000, by the sole Member of this Corporation pursuant to Sections 617.1001, 617.1002 and 617.1007, Florida Statutes (1999), to delete historical information contained in Article VIII and to amend the provisions for approval of amendments to the Bylaws and the Articles of Incorporation of this Corporation stated in Articles IX and X, numbered VIII and IX, respectively, after amendment, as follows:

**"ARTICLE IX - BYLAWS**

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments to the Bylaws shall not become effective until ratified by the Member of this Corporation."

**"ARTICLE X - AMENDMENTS**

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments shall not become effective until ratified by the Member of this Corporation."

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The sole Member of this Corporation was entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the Member.

D. The Amended and Restated Articles of Incorporation, as set forth below, supersede the original Articles of Incorporation and all amendments to them.

E. The Member of this Corporation has approved the amendment and restatement of the Articles of Incorporation, as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BAPTIST MEDICAL CENTER OF NASSAU, INC.**

**ARTICLE I - NAME**

The name of this Corporation shall be Baptist Medical Center of Nassau, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of this Corporation shall be 1250 South 18th St., Fernandina Beach, Florida 32034, and the mailing address of this Corporation shall be the same.

**ARTICLE III - PURPOSES**

The purposes for which this Corporation is organized are:

- (a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");
- (b) To operate without regard to race, creed, age, sex, religion or national origin;
- (c) To use any income not needed for operating expenses and suitable reserves to carry out the activities described in paragraph (a) for a broad segment of the community;
- (d) To carry out its functions such that no substantial part of this Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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;
- (e) To have and exercise all powers of any corporation not for profit as the same now exist, or may hereafter exist under the laws of the State of Florida. No part of the assets, income, or profits of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein;

(f) To qualify under the laws of any other state or country for the carrying out of the purposes and objects of this Corporation; to solicit and receive by gift, bequest, devise or in any other manner, money, assistance, and any other form of contributions, whether real, personal, or mixed property, or of services, from any person, firm or corporation; to take, hold, and manage any real, personal, or mixed property conveyed to this Corporation, and to use the income and principal for the purposes of this Corporation; to execute trusts, establish endowment funds, and to form or cause to be formed any other corporation under the laws of the State of Florida, or under the laws of any other state or country for the purposes of promoting or accomplishing any or all of the objects for which this Corporation is organized; to lease or purchase such real, personal, or mixed property as may be necessary or desirable to carry out the purposes of this Corporation; to mortgage or otherwise encumber any of its property or to sell, convey or donate the same; to permit the use of any of its property for educational, charitable, benevolent or other lawful purposes; to contract and be contracted with, sue and be sued, and invest and reinvest the funds of this Corporation; and to do all acts and things requisite, necessary, proper, or desirable to carry out and further the purposes for which this Corporation is formed; and

(g) Notwithstanding any other provision hereof, this 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 Code or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code.

#### **ARTICLE IV - DISSOLUTION ON LIQUIDATION**

This Corporation may dissolve upon the vote of a majority of its Members. In the event of dissolution of this Corporation or the winding up of its affairs, or other liquidation of its assets, this Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of this Corporation's debts shall be conveyed or distributed at the direction of the then directors of this Corporation to such other organization or organizations that are exempt from federal income tax under Sections 501(c)(3) of the Code and that are created and operated for nonprofit purposes similar to those of this Corporation.

#### **ARTICLE V - MEMBERS**

This Corporation is organized without capital stock. The qualifications of members and the manner of their admission shall be regulated by the Bylaws.

**ARTICLE VI - DIRECTORS AND THE MANNER OF THEIR ELECTION**

The Board of Directors shall consist of at least three (3) but not more than eleven (11) members or such other number as hereafter required by Section 617.0803, Florida Statutes, or any subsequent statute regarding the number of directors of a not for profit corporation. The initial Board of Directors shall consist of four (4) members and shall serve until the first annual meeting of the Members. The name and address of each person who is to serve as a member thereof are:

William C. Mason  
800 Prudential Drive  
Jacksonville, Florida 32207

Carol C. Thompson  
1325 San Marco Boulevard  
Jacksonville, Florida 32207

T. O'Neal Douglas  
800 Prudential Drive  
Jacksonville, Florida 32207

A. Hugh Greene  
800 Prudential Drive  
Jacksonville, Florida 32207

Subsequently, the method of election shall be as stated in the Bylaws of the Corporation.

**ARTICLE VII - REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the registered agent are Harvey Granger, 1325 San Marco Boulevard, Suite 902, Jacksonville, Florida 32207.

**ARTICLE VIII - BYLAWS**

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments to the Bylaws shall not become effective until ratified by the Member of this Corporation.

**ARTICLE IX - AMENDMENTS**

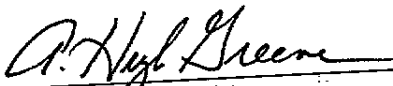
This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments shall not become effective until ratified by the Member of this Corporation.

**ARTICLE X - INDEMNIFICATION**

Directors, officers, employees and agents of this Corporation shall be indemnified to the full extent permitted by Florida law.

IN WITNESS WHEREOF, Baptist Medical Center of Nassau, Inc. has caused these Articles of Amendment and Restatement to the Articles of Incorporation to be signed in its name by its President this 1st day of May, 2000.

**BAPTIST MEDICAL CENTER OF NASSAU, INC.**

By:   
A. Hugh Greene, President

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