

Division of Corporations

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N95000001178

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PLEASE ARRANGE FILING OF THE ATTACHED RESTATED ARTICLES OF INCORPORATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. IF YOU HAVE ANY QUESTIONS, PLEASE FEEL FREE TO CONTACT ME AT 407-418-6203. THANK YOU.
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July 1, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BERT FISH MEDICAL CENTER, INC.
ADMINISTRATION
401 PALMETTO ST
NEW SMYRNA BEACH, FL 32168US

SUBJECT: BERT FISH MEDICAL CENTER, INC.
REF: N95000001178

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If there are MEMBERS ENTITLED TO VOTE on a proposed amendment the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

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Teresa Brown
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**RESTATED
 ARTICLES OF INCORPORATION
 OF
 BERT FISH MEDICAL CENTER, INC.
 (A Corporation Not for Profit)**

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PART I

These Restated Articles of Incorporation restate the original provisions of the Articles of Incorporation of Bert Fish Medical Center, Inc., filed on March 13, 1990, as amended by the Articles of Amendment filed on Jun 30, 1995, (collectively "Original Articles"), omitting only matters of historical interest or of an editorial nature, and amending the Original Articles as identified in Part II. These Restated Articles of Incorporation shall take effect at 12:00:01 A.M. (EDST) on July 1, 2010.

ARTICLE I

**Name of Corporation, Mailing Address
 and Address of Principal Office**

The name of the corporation shall be Bert Fish Medical Center, Inc. (the "Corporation") The principal office and mailing address of the Corporation is 401 Palmetto Street, New Smyrna Beach, Florida 32168.

ARTICLE II

Purposes and Powers

Purposes. The Corporation is organized and operated as a not-for-profit private corporation under the provisions of Chapter 617 of the Florida Statutes and Sections 501(c)(3) and 509(a) of the Internal Revenue Code (the "Code"). The purposes for which this Corporation is formed are exclusively charitable within the meaning of Section 501(c)(3) of the Code. In furtherance of its charitable

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purposes, the Corporation shall lease and operate Bert Fish Medical Center, a general acute hospital located in New Smyrna Beach, Florida (the "Hospital"), and related assets utilized in association with the operation of the Hospital.

Notwithstanding any of the powers enumerated below, the Corporation shall not engage in activities that in themselves are not in furtherance of the charitable purposes set forth in Section 1 of this Article II.

2. Powers. The Corporation shall have the following powers:

To lease, acquire, construct, reconstruct, extend, make additions to, enlarge, improve, repair, remodel, restore, equip, furnish and operate health care facilities and programs which are or may be necessary for the care of the residents of Southeast Volusia County and such other individuals who seek services from the Hospital;

To do all acts necessary for the proper maintenance and administration of the Hospital and other health care facilities or programs, and to effect all acts necessary to accomplish the purpose of such administration;

To carry on educational activities relating to the care of the sick and injured which, in the opinion of the Corporation, may be justified by its facilities, personnel, funds and other factors; to promote and carry on research related to the care of the sick and injured; and to establish educational programs in accord with standards of local, state and national educational organizations and societies;

To participate as far as circumstances may permit, in the opinion of the Corporation, in any activity designed and carried on to promote the general health, rehabilitation, and social needs of the residents of the community and to support or contribute to the

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operation of any other hospital or health care facility within the State of Florida;

- (e) To acquire, purchase, hold, lease and convey such real and personal property as the Board of Directors and/or Membership may deem proper or expedient to carry out the purposes of the Corporation;
- (f) To appoint and employ qualified administrators and other personnel whose qualifications are approved by the Board of Directors and/or Membership as being in the best interest of the Corporation's health care operations;

To borrow money and to issue notes, bonds and other evidences of indebtedness of the Corporation to carry out the purposes of the Corporation in a manner consistent with these Restated articles of Incorporation and applicable law; and

- (h) To do all other acts and things and to exercise all other powers now or hereafter necessary or proper for the accomplishment of the purposes of the Corporation, subject to applicable law.

No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or employee of the Corporation, or to the benefit of any other private individual or to the benefit of any private entity. No director or officer of the Corporation shall receive or be lawfully entitled to receive any compensation or other pecuniary benefit of any kind. No employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary benefit of any kind, except reasonable compensation for services rendered in effecting one or more purposes of the Corporation; provided that neither a director nor an officer of the Corporation shall be considered an employee for purposes of this sentence. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall

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not participate or intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE III
Term of Existence**

The Corporation shall have a perpetual existence.

**ARTICLE IV
Membership**

The Corporation is incorporated as a non-stock membership not-for-profit corporation. The sole corporate member of the Corporation shall be Adventist Health System Sunbelt Healthcare Corporation ("Member" or "Membership").

**ARTICLE V
Board of Directors; Hospital Community Board**

1. Management of Corporation. Except for the retained powers held by the Membership as set forth in these Restated Articles of Incorporation and in the Bylaws the business affairs and the funds of the Corporation shall be under the control and management of the Board of Directors and, as set forth in the Bylaws, the Hospital Community Board.
2. Election. The Membership of the Board of Directors shall not be less than three in number. Members of the Board of Directors and the Hospital Community Board shall be elected and hold office in accordance with the Bylaws. A Member of the Board of Directors and Hospital Community Board may be removed in accordance with the provisions of the Bylaws.

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Bruce Bergherm	401 Palmetto Street New Smyrna Beach, Florida 32168
Pamela Davis	401 Palmetto Street New Smyrna Beach, Florida 32168
Thomas DeSimone	401 Palmetto Street New Smyrna Beach, Florida 32168
Josef Ghosn	401 Palmetto Street New Smyrna Beach, Florida 32168
Todd Goodman	401 Palmetto Street New Smyrna Beach, Florida 32168
Jackie Hercheck	401 Palmetto Street New Smyrna Beach, Florida 32168
Ron Jimenez	401 Palmetto Street New Smyrna Beach, Florida 32168
Mark LaRose	401 Palmetto Street New Smyrna Beach, Florida 32168
John Marsh	401 Palmetto Street New Smyrna Beach, Florida 32168
William K. McGee	401 Palmetto Street New Smyrna Beach, Florida 32168
Terry Owen	401 Palmetto Street New Smyrna Beach, Florida 32168
Thomas Ownby MD	401 Palmetto Street New Smyrna Beach, Florida 32168
Michael Schultz	401 Palmetto Street New Smyrna Beach, Florida 32168
Daryl Tol	401 Palmetto Street New Smyrna Beach, Florida 32168
Thomas M. Weiss	401 Palmetto Street New Smyrna Beach, Florida 32168

The names and addresses of the Officers of the Corporation are as follows:

President	Michael Schultz
Secretary:	Lewis Seifert
Asst. Secretary:	Lynn Addiscott
Asst. Secretary:	Michael Saunders
Asst. Secretary:	David Singleton
Asst. Secretary:	Ariel De Prada

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ARTICLE VI
Registered Office and Agent

The street address of the registered office of the Corporation shall be 111 N. Orlando Avenue, Winter Park, Orange County, Florida 32789. The registered agent of the Corporation at the registered office is T. L. Trimble whose address is 111 N. Orlando Avenue, Winter Park, Florida 32789.

ARTICLE VII
Dissolution

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of a dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed in the order as set forth below:

- (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor from the non-leased assets of the Corporation;
- (b) All assets (if any) subject to the Restated and Amended Lease Agreement dated July 1, 2010, between the Corporation and the Southeast Volusia Hospital District (the "Reformed Lease") shall be distributed in accordance with the provisions of the Reformed Lease; and
- (c) All remaining assets not subject to the provisions of Subsection (b) shall be distributed to the Member, a Florida not-for-profit private corporation recognized by the Internal Revenue Service as a 501(c)(3) organization, provided, however, if the Member ceases to be recognized by the Internal Revenue Service as a 501(c)(3) organization, then in said event the Member shall designate an affiliated not-for-profit corporation,

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recognized by the Internal Revenue Service as a 501(c)(3) organization, to receive the assets.

ARTICLE VIII

Bylaws

The Bylaws of the Corporation shall be made and adopted, and may be altered, amended, or repealed, by the Membership, as provided in the Bylaws of the Corporation.

ARTICLE IX

Amendment of Restated Articles of Incorporation

Amendments to these Restated Articles of Incorporation may be proposed by the Board of Directors at a duly called meeting of the Board of Directors at which a quorum is present, provided that the notice of meeting contains a full statement of the proposed changes. All amendments to the Restated Articles of Incorporation must be adopted by the Member. Nothing in this Article IX shall be deemed to prevent the Member from amending these Restated Articles of Incorporation without an act of the Board of Directors.

PART II

1. The Restated Articles of Incorporation restate the Original Articles and further amend the Original Articles as specified below.
 - a. Part I, Article II, Section 1 ("Purpose") has been revised to simplify the purpose for which the Corporation was formed and to provide that the Corporation heretofore shall be constituted as a private, not a public, corporation.
 - b. Part I, Article II, Section 2 ("Powers") has been amended to provide that the Membership retains the right to

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approve the acquisition (by lease or otherwise) of assets by the Corporation as well as to approve the identity of the administrators who will manage the operations of the Corporation.

Part I, Article IV ("Members") has been renamed "Membership" and further amended to name Adventist Health System Sunbelt Healthcare Corporation as the sole Member of the Corporation.

Part I, Article V ("Directors") has been renamed "Board of Directors; Hospital Community Board" and revised to provide that the management of the Corporation, except for the retained powers held by the Member, shall be vested in the Board of Directors and to the degree set forth in the Bylaws, the Community Hospital Board. Revised Article V also provides that the election and removal of members to the Board of Directors and the Hospital Community Board shall be governed by the provisions of the Bylaws.

Part I, Article VI ("Registered Office and Agent") has been amended to change the registered agent and registered office address.

Part I, Article VII ("Incorporator") and Article VIII ("Indemnification") have been deleted, with the remaining articles renumbered accordingly.

Part I, Article VII, now entitled "Dissolution" has been revised to provide that any leased assets of the Corporation shall be returned to the applicable lessor, with all remaining assets - after allowance is made to pay the liabilities and obligations of the Corporation - to be distributed to the Member, provided, on the date of distribution the Member is a not-for-profit corporation recognized by the Internal Revenue Service as a 501(c)(3) organization, failing which an affiliate of the Member, that is recognized as a 501(c)(3) organization shall receive the assets upon dissolution.


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The Restated Articles of Incorporation were duly adopted by the Member by a vote of not less than a majority of the votes cast on **May 27, 2010**.

There is no discrepancy between the Articles of Incorporation filed on March 13, 1995, as amended by the Articles of Amendment filed on June 30, 1995, and the provisions of these Restated Articles of Incorporation, other than the inclusion of the amendments as set forth in Part II, the omission of matters of historical interest, and minor editorial revisions.

IN WITNESS WHEREOF, the undersigned president and secretary of this Corporation have executed these Restated Articles of Incorporation this 30th day of June, 2010.

BERT FISH MEDICAL CENTER, INC.

By: 
Print Name: Robert D. Williams
President

By: 
Print Name: Dorcen Horii
Secretary/Assistant Secretary

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of **ERT FISH**
MEDICAL CENTER, INC.



T. L. Trimble