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Page 1 of 1

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ST. ANTHONY'S PROFESSIONAL BUILDINGS AND SERVICES, I**

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14 JUL 24 PM 3:12

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**ST. ANTHONY'S PROFESSIONAL BUILDINGS AND SERVICES, INC.**

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the sole member and the trustees of St. Anthony's Professional Buildings and Services, Inc. (the "Corporation"), consented to and adopted these Amended and Restated Articles of Incorporation of the Corporation which Articles of Incorporation were originally filed on June 27, 1980.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Corporation is St. Anthony's Professional Buildings and Services, Inc., and the principal place of business of the Corporation shall be located at 3001 W. Dr. Martin Luther King Jr. Blvd., Tampa, FL 33607.

**ARTICLE II**

**DEFINITIONS**

For the purposes of these Amended and Restated Articles of Incorporation, the terms herein referred to shall have the following meanings:

(a) The term "Act" means the Florida Not For Profit Corporation Act, or any successor law, as the same may be amended from time to time.

(b) The term "Bylaws" means the Bylaws of the Corporation, as the same may be further amended or revised from time to time.

(c) The term "Corporation" means St. Anthony's Professional Buildings and Services, Inc., a Florida not for profit corporation, unless, from its context or use, it clearly has a different meaning.

**ARTICLE III**

**PERIOD OF EXISTENCE**

The period of existence of the Corporation shall be perpetual.

**ARTICLE IV**

**PURPOSES**

The Corporation shall be organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent

federal tax laws (the "Code"). The Corporation shall be operated in conformity with the Ethical and Religious Directives for Catholic Health Care Services as promulgated and amended from time to time by the United States Catholic Conference of Bishops (the "Ethical and Religious Directives"). In furtherance of the foregoing, the purposes for which the Corporation is organized are:

- (a) To perform, foster and support acts of Christian charity among the sick and ailing and provide resources for the restoration of health and the prevention of disease.
- (b) To promote education and establish educational programs for patients and staff of St. Anthony's Hospital, Inc., a Florida not for profit corporation.
- (c) To cooperate with other health care systems, health planning agencies, governmental agencies and other health and welfare organizations.
- (d) To promote the health and welfare of the communities served and humankind through scientific research, education and treatment.
- (e) To promote and encourage the establishment of facilities which are related to or will be beneficial to health care.
- (f) To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in the furtherance of the mission and purposes of this Corporation in conformity with the reservation of powers in the Bylaws.
- (g) To promote, support and conduct charitable, scientific and/or educational activities qualifying under Section 501(c)(3) of the Code.
- (h) To make gifts, grants or donations to other exempt charitable organizations.
- (i) To further, promote and support the benevolent, charitable, scientific, religious and educational activities of Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church ("Catholic Health Ministries"), or of any public charitable corporation carrying on the works of, originally founded by, or supported by Catholic Health Ministries or the Corporation, provided that such organizations qualify as exempt organizations under Section 501(c)(3) of the Code.
- (j) To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

#### ARTICLE V

#### POWERS

Except as limited by these Articles of Incorporation, the Corporation shall have and exercise all rights and powers in furtherance of its mission and purposes as are now

or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

#### ARTICLE VI

##### LIMITATIONS ON ACTIVITIES

The Corporation will not be operated for pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Corporate Member, Trustees, Officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation. 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 in violation of any provisions applicable to corporations exempt from taxation under Section 501(a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) a corporation, contributions to which are deductible under Section 170(e)(2) of the Code, or (iii) any corporation described in Section 509(a) of the Code.

#### ARTICLE VII

##### MEMBER

Section 1. Member. The sole Member of the Corporation shall be St. Joseph's Health Care Center, Inc., a Florida not for profit corporation (the "Member" or "Corporate Member"). The Corporate Member and the Corporation both participate in the health care system of CHS Trinity, Inc., an Indiana nonprofit corporation ("CHS Trinity Health").

Section 2. Reserved Powers. The Member shall reserve to itself in its capacity as the Corporate Member of the Corporation, the following two categories of actions: Class I Member reserved rights and Class II Member reserved rights.

(a) Class I Member Reserved Rights:

(i) Addition, deletion or reconfiguration of services of the Corporation.

(ii) Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.

(iii) Exclusive authority to enter into managed care contracts on behalf of the Corporation.

(iv) Approval of contracts on behalf of the Corporation (but the Member may establish policies from time to time providing that only specific types of contracts or contracts involving obligations in excess of specified levels need to be approved by the Member).

(v) Authority to establish fees and charges on behalf of the Corporation.

(vi) Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.

(vii) Establishment of employment and other policies applicable to all personnel employed by the Corporation.

(viii) Approval of the philosophy, mission statement and purposes of the Corporation.

(ix) Approval of changes in the Bylaws of the Corporation or in these Articles of Incorporation.

(x) Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.

(xi) Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Member.

(xii) Approval of the establishment of additional affiliates or subsidiaries of the Corporation.

(xiii) Adoption of strategic plans or major changes in programs or services of the Corporation.

(xiv) Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Member.

(b) Class II Member Reserved Rights:

(i) Approval of the philosophy, mission statement and purposes of the Corporation.

(ii) Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.

(iii) Approval of any sale, long term lease, mortgage, encumbrance or disposition of property of the Corporation constituting an "alienation" under principles of canon law.

(iv) Approval of matters relating to the implementation of and compliance with the Ethical and Religious Directives.

(v) Approval of substantive changes in the Bylaws of the Corporation and these Articles of Incorporation (provided that prior notice of any change in these Articles of Incorporation or the Bylaws of the Corporation shall be provided to CHE Trinity Health and, if such change, as a result of CHE Trinity Health being a Catholic entity, must be approved by CHE Trinity Health, such change, regardless of whether it is substantive as a matter of civil law, shall be subject to the approval of CHE Trinity Health).

(vi) Subject to Paragraph (b)(iii) of this Article VII, with regard to any assets of the Corporation no longer required in the operations of the Corporation, approval of any sale or other disposition of any assets not in the ordinary course which have a value in excess of \$3 million, and with regard to all other assets of the Corporation used in the operations of the Corporation, approval of any sale or other disposition of such assets not in the ordinary course (but the foregoing is not intended to limit any transfer of the location of the assets from the Corporation to another entity in connection with a duly authorized reconfiguration of services).

(vii) The determination of the distribution of assets upon dissolution or liquidation of the Corporation.

#### ARTICLE VIII

##### BOARD OF TRUSTEES

Subject to the reserved rights of the Corporate Member set forth in these Articles of Incorporation and in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the Act, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by the Corporate Member. Trustees shall be appointed as provided in the Bylaws of the Corporation. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of appointment and removal, term of office, time and place of meetings, and powers and duties of the Board of Trustees of the Corporation shall be governed by the Bylaws of the Corporation.

#### ARTICLE IX

##### OFFICERS

Section 1. The officers of the Corporation shall include a President, an Executive Vice President a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, one or more Senior, Assistant or other Vice Presidents, an Assistant Secretary and an Assistant Treasurer.

Section 2. The officers shall be appointed, removed and hold office as provided in the Bylaws.

Section 3. The officers shall have such powers and responsibilities as provided in the Bylaws.

#### ARTICLE X

##### REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's registered office is Attention: Legal Services Department, 2985 Drew Street, Clearwater, FL 33759. The name of the registered agent is Scott A. Kizer.

#### ARTICLE XI

##### DISSOLUTION

Subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, as well as any claims, subventions or subvention-like rights of or owed to Catholic Health Ministries, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Corporate Member of this Corporation or its successors, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds or organizations which at the time appear in the Official Catholic Directory published annually by P.J. Kennedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of Catholic Health Ministries have purposes most closely aligned to those of the Corporation, subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation,

#### ARTICLE XII

##### AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

These Amended and Restated Articles of Incorporation were adopted by the Member of the Corporation on June 26, 2014, and the number of votes cast in favor of the amendment and restatement was sufficient for approval.

7/24/2014 11:15:20 From: To: 8506176380

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IN WITNESS WHEREOF, the President of the Corporation has executed these Amended and Restated Articles of Incorporation on this twenty-sixth day of June, 2014.

ST. ANTHONY'S PROFESSIONAL BUILDINGS  
AND SERVICES, INC.

By: 

William G. Ulbricht, President



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process on behalf of St. Anthony's Professional Buildings and Services, Inc. (the "Corporation"), at the place designated in the Amended and Restated Articles of Incorporation of the Corporation, the undersigned hereby states that he is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Dated this twenty-sixth day of June, 2014.

By: Scott A. Kizer  
Name: Scott A. Kizer