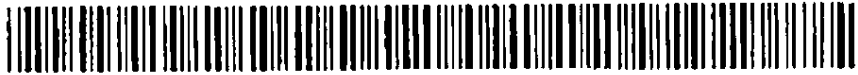

  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
 BAPTIST HOSPITAL, INC.**

Certificate of Status	0
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**S. YOUNG**

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BAPTIST HOSPITAL, INC.

FILED  
19 FEB - 6 AM 9:52  
TALLAHASSEE, FLORIDA

- A. The name of this corporation is BAPTIST HOSPITAL, INC. (the "Corporation").
- B. The Directors of this Corporation have adopted the following amendment and restatement to the Articles of Incorporation of this Corporation in accordance with the Florida Not For Profit Corporations Act. As amended and restated, the Articles of Incorporation shall read as follows:

ARTICLE I - NAME

The name of this Corporation is BAPTIST HOSPITAL, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal place of business of this Corporation shall be 1000 W. Moreno St., Pensacola, Florida 32501. The mailing address of the principal place of business of this Corporation shall be 1717 North E St., Suite 320, Attn: Elizabeth C. Callahan, Pensacola, Florida 32501.

ARTICLE III - PURPOSES

Statement of Purposes. The purposes for which the corporation is organized are exclusively charitable, scientific or educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code") and in furtherance of these purposes, the corporation may:

- (a) Erect, maintain and operate public not-for-profit hospitals, nursing homes, homes for the aged, diagnostic and treatment facilities, medical research and educational centers, physician practices, health insurance plans, and such other services, buildings, facilities and centers as may be deemed appropriate and likely to contribute directly or indirectly to medical diagnosis, treatment and research, and to the Christian ministry of serving the sick or injured, the disabled, the aged or afflicted. The corporation shall dedicate its efforts to the "healing of humanity's hurt."
- (b) Be entitled to and be possessed of all the privileges, franchises and powers under Chapter 617 of the Florida Statutes, as now existing or hereafter amended. All of the properties, rights and privileges heretofore belonging to the corporation under its

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original charter as amended are hereby confirmed to the corporation under these bylaws.

- (c) Buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and construct, maintain and operate improvements thereon necessary to further the objects of its business.
- (d) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and secure the same by mortgage, pledge or other lien on the corporation's property.
- (e) Do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of regulatory agreements with the Federal Housing Commissioner and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such regulatory agreements and other instruments and undertakings shall remain binding upon the corporation, its successors and assigns, so long as a mortgage on any of the corporation's property is insured or held by the Federal Housing Commissioner.
- (f) Promote and support, by donation, loan, investment or disposition of funds for the use and benefit and in furtherance of the interests of (i) Baptist Health Care Corporation during such period as Baptist Health Care Corporation shall be exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law); (ii) the health care and associated facilities owned, leased, managed, operated or controlled by Baptist Health Care Corporation or the corporation; (iii) institutions separately incorporated which have Baptist Health Care Corporation or the corporation as its sole member or shareholder, provided that any such organization supported by the corporation shall be exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and (iv) any other not-for-profit and federally tax-exempt organization which is affiliated with the corporation, the purposes of which are not inconsistent with those of the corporation.
- (g) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, in the course of which operation:
  - (i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable

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compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

- (ii) 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 any candidate for public office except as authorized under the Internal Revenue Code.
- (iii) Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

**ARTICLE IV – POWERS**

The Corporation shall 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 the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the 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 of such Code.

**ARTICLE V - DISSOLUTION**

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute in any proportions thought wise all of the assets of the Corporation to Baptist Health Care Corporation, if then in existence and if qualified under Section 501 (c) (3) of the Internal Revenue Code of 1986 or, if not, then to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

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ARTICLE VI - REGISTERED AGENT AND ADDRESS

The name of the registered agent of the Corporation is Elizabeth C. Callahan. The address of this registered agent is 1717 North E Street, Suite 320, Pensacola, Florida 32503. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE VII - MEMBERS AND DIRECTORS

7.1 Member. The sole member of the Corporation shall be Baptist Health Care Corporation, a Florida not-for-profit corporation as described in Section 501 (c) (3) of the Internal Revenue Code of 1986. As sole member it shall be entitled to all of those rights and powers provided voting members from time to time by the Florida Nonprofit Corporation law and such duties and responsibilities as are provided in the bylaws of the Corporation.

7.2 Directors. The business and affairs of this Corporation shall be managed and conducted by its Board of Directors. The number, qualifications, selection, and terms of office of the members of the Board of Directors shall be in accordance with the Bylaws of the Corporation. The current Directors are:

Ronald E. Jackson  
1717 North E St., Suite 320  
Pensacola, FL 32501

Ricky W. Smith  
1717 North E St., Suite 320  
Pensacola, FL 32501

Luther Taylor  
1717 North E St., Suite 320  
Pensacola, FL 32501

Michael Mazenko  
1717 North E St., Suite 320  
Pensacola, FL 32501

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ARTICLE VIII - BYLAWS

The directors of the Corporation shall adopt Bylaws for this Corporation and the Board of Directors from time to time may modify, alter, amend or rescind the same by supermajority (75%) of the voting members of the Board of Directors, provided that a brief description of such proposed amendment(s) shall have been published in advance of the meeting at which approval is sought, and provided further, that the member of the Corporation shall approve such amendment before it shall become effective.

ARTICLE IX - TERM

This Corporation shall have perpetual existence unless it is dissolved pursuant to the laws of the State of Florida.

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.

The Directors of this Corporation are entitled to vote on the adoption of this Amendment and Restatement of the Articles of Incorporation, and the member of the Corporation must approve such amendment before it shall become effective. The date of the adoption of the Amendment and Restatement of the Articles of Incorporation by the Directors, and the date of approval of such amendment and restatement by the member, is Feb 4th, 2019.

IN WITNESS WHEREOF, BAPTIST HOSPITAL, INC. has caused these Amended and Restated Articles of Incorporation to be signed in its name by its President this 4th day of February, 2019.

BAPTIST HOSPITAL, INC., a Florida not-for-profit corporation


By: Scott Kaynes  
Print Name: Scott Kaynes  
Its: President

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ACCEPTANCE OF DESIGNATION AS  
REGISTERED AGENT OF  
BAPTIST HOSPITAL, INC.

Having been named as registered agent and to accept service of process for BAPTIST HOSPITAL, INC., at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

  
ELIZABETH C. CALLAHAN

Date: Feb 4th, 2019

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2019-02-12 14:42

Beggs and Lane 850 469 3331 >> 850-617-6381

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**CERTIFICATE**

The Amended and Restated Articles of Incorporation of Baptist Hospital, Inc. were adopted by the members on February 4, 2019 and the number of votes cast for the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, BAPTIST HOSPITAL, INC. has caused this Certificate to be signed in its name by its President this 4<sup>th</sup> day of February, 2019.

**BAPTIST HOSPITAL, INC.**, a Florida  
not-for-profit corporation

By: Scott Rayne  
Print Name: Scott Raynes  
Its: President