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NOV 29 2022

CT CORP

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Date: 11/28/2022

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Eric Dill

Name:	Baptist Health Care, Inc.
Document #:	
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAPTIST HEALTH CARE, INC.

2022 NOV 28 PM 1:29

CLERK OF STATE
TALLAHASSEE, FL

- A. The name of this corporation is Baptist Health Care, Inc. (the "Corporation").
- B. The Member and the Directors of this Corporation have each adopted the following amendment and restatement to the Articles of Incorporation of this Corporation in accordance with the Florida Not For Profit Corporation Act.
- C. These adopted amended and restated Articles of Incorporation supersede the original articles of incorporation and all amendments thereto.
- D. As amended and restated, the Articles of Incorporation shall read as follows:

ARTICLE I - NAME

The name of this Corporation is Baptist Health Care, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal place of business of this Corporation shall be 1717 North E St., Suite 320, 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

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 "Code") and in furtherance of these purposes. Consistent with Section 501(c)(3) of the Code, the Corporation may:

- (a) Erect, maintain, sponsor, promote and operate not-for-profit hospitals, nursing homes, homes for the aged, diagnostic and treatment facilities, rehabilitation centers, 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"; however, in no instance shall the Corporation engage in the practice of medicine.
- (b) Promote and support the charitable interests and purposes of the Corporation's Subsidiaries that provide health care, education or research

ARTICLE IV - POWERS

Consistent with Section 501(c)(3) of the Code, the Corporation shall have and exercise all powers of any corporation not for profit as they may 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 directors or officers or any private individual, except that the Corporation shall be authorized and empowered to buy reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

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 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 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.

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 32501. 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 Members. This Corporation has no members.

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.

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, amend or rescind the same upon a Supermajority (75%) vote 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 and in accordance with the Bylaws of the Corporation.

The Directors of this Corporation are entitled to vote on the adoption of this Amendment and Restatement of the Articles of Incorporation. 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, is September 26, 2022, to be effective October 1, 2022.

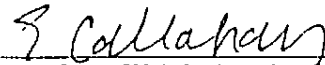
IN WITNESS WHEREOF, Baptist Health Care, Inc. has caused this Certificate to be signed in its name by its duly authorized officer this 26th day of September, 2022.

BAPTIST HEALTH CARE, INC.,
a Florida not for profit corporation

By: SCullahan
Print Name Elizabeth Cullahan
Its Asst Secretary

ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT OF
BAPTIST HEALTH CARE, INC.

Having been, named as registered agent and to accept service of process for Baptist Health Care, Inc., at the place designated in the Amended and Restated 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: September 26, 2022

CERTIFICATE

The Amended and Restated Articles of Incorporation of Baptist Health Care, Inc., were adopted by the Directors on September 26, 2022 to be effective October 1, 2022 and the number of votes cast for the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, Baptist Health Care, Inc. has caused this Certificate to be signed in its name by its duly authorized officer this September 26, 2022.

BAPTIST HEALTH CARE, INC.
a Florida not for profit corporation

By: S Callahan
Print Name: Suzabeth Callahan
Its: Asst Secretary