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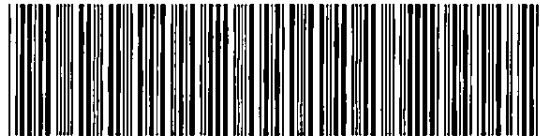
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SAXON & FINK, LLP

9065 SW 87TH AVENUE
SUITE 112
MIAMI, FLORIDA 33176

(305) 371-9575

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January 24, 2024

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32302

Via Federal Express

Re: Amended and Restated Articles of Incorporation for Baptist Hospital of
Miami, Inc. Document No. 700743.

Ladies and Gentlemen:

The enclosed Amended and Restated Articles of Incorporation for Baptist Hospital of
Miami, Inc. are submitted for filing. Also enclosed is our check for \$35.00 to cover the
filing fee.

Please contact the undersigned if you have any questions regarding this filing. My email
address is kylesaxon@saxonfink.com.

Sincerely,



KYLE R. SAXON

Amended and Restated Articles of Incorporation

FILED

of

2024 JAN 25 PM 2:28

BAPTIST HOSPITAL OF MIAMI, INC.
(a Not For Profit Corporation)

SECRET
STATE
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ARTICLE I - NAME

The name of the Corporation shall be BAPTIST HOSPITAL OF MIAMI, INC., and it shall be located at 8900 North Kendall Drive, Miami, Miami-Dade County, Florida, 33176.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized are to:

(a) Hospitals and Nursing Schools. Acquire or build, equip, maintain, own, lease, manage and provide for the operation of, or operate, a hospital or hospitals and a school or schools of nursing in connection therewith, to care for and treat the sick and injured, and to educate and train persons in the care and treatment of the sick and injured, upon such terms and conditions as to meet, if possible, the expense thereof, but without making profit therefrom.

(b) Dedication. Take all such action, initiate and carry out all such measures, and do all acts and things and everything which may be or become necessary, advisable, or desirable to provide and assure that the Baptist Hospital heretofore and now owned and operated by the Corporation shall continue at all times hereafter, as it has been at all times heretofore, dedicated and consecrated in operation, administration, chaplaincy and service to healing ministry in the name and spirit of Jesus Christ, and that every new or additional hospital and hospital unit constructed or owned or operated by the Corporation at any time hereafter also shall be so dedicated and consecrated at its inception and at all times thereafter.

(c) Chaplaincy Program. Maintain a Baptist chaplaincy program in order to provide a visible Christian witness to the patients and employees. The senior chaplain of such program shall at all times be an ordained Baptist chaplain who is a graduate of a Southern Baptist seminary, with a minimum of one year of clinical pastoral educational training and shall be a member in good standing of a Baptist church cooperating with the Miami Baptist Association.

(d) Scientific and Medical Research. Promote and carry on scientific and medical research related to the care and treatment of the sick and injured.

(e) Gifts and Grants. Solicit and accept gifts and grants of money and property in order to carry out such purposes.

ARTICLE III - MEMBERSHIP

The Corporation shall have up to eighteen Directors, who shall be the members of the Corporation and shall be its Board of Directors (hereafter the "Board"); and may have one or more Directors Emeritus and one or more Chairperson Emeritus who shall not be eligible to vote or serve as officers of the Corporation. The qualifications, terms of office, and the manner in which a Director shall become a Director or be elected and continue in office, and the qualifications and terms of Directors Emeritus and Chairperson Emeritus shall be as follows:

(a) Baptist Health South Florida, Inc. Directors. The Board of Trustees of Baptist Health South Florida, Inc. shall appoint two members of its Board of Trustees to be Directors of the Corporation, provided, however, that the number of Directors who are appointed by the Board of Trustees of Baptist Health South Florida, Inc. shall constitute less than a majority of the total number of Directors on the Board.

(b) Executive Director of the Miami Baptist Association. The Executive Director of the Miami Baptist Association shall be a Director and shall serve until a successor Executive Director is appointed by the Miami Baptist Association. If the Executive Director shall not agree or is unable to serve as Director, then the vacancy may be filled by a member of the Executive Board of the Miami Baptist Association as selected by the Executive Board, who shall serve until a successor member of the Executive Board is selected.

(c) Baptist Health South Florida Foundation, Inc. Director. The Executive Committee of the Board of Directors of Baptist Health South Florida Foundation, Inc. (the "Foundation") may appoint a voting member of the Board of Directors of the Foundation who has expressed an interest in fund raising on behalf of the Corporation, to serve as a voting member of the Board of Directors of the Corporation, with such person to serve on the Board of Directors of the Corporation until removed by the Executive Committee of the Board of Directors of the Foundation or until his or her successor is appointed by the Executive Committee of the Board of Directors of the Foundation.

(d) President of the Medical Staff. The President of the Medical Staff of the Corporation (hereafter the "Medical Staff") shall be a Director while serving as President of the Medical Staff. If the President of the Medical Staff shall not agree or is unable to serve as a Director, then the vacancy shall not be filled until a new President of the Medical Staff is elected. If the President of the Medical Staff is employed by the Corporation or by Baptist Health South Florida, Inc. or any of its affiliates, then the President of the Medical Staff shall serve as a non-voting member of the Board during such time as he or she is so employed.

(e) College of Medicine Director. The Dean of the Florida International University Herbert Wertheim College of Medicine shall be a Director and shall serve until a successor Dean of the College of Medicine is appointed by Florida International University.

(f) Elected Directors. The remaining twelve Directors, who shall not be members of the Board of Trustees of Baptist Health South Florida, Inc., shall be elected and shall continue in office until the annual meeting of the Corporation of the respective years in which their terms expire and until their successors are elected and take office, with such Directors to be elected so that their terms are staggered over a three-year period. At least two of these Directors shall be

lay members (not Ministers of the Gospel) in good standing of a Baptist Church cooperating with the Miami Baptist Association.

(g) Election of Elected Directors. Elected Directors shall be nominated by a nominating committee comprised of Directors of the Corporation and shall be submitted to the Board of Trustees of Baptist Health South Florida, Inc. for approval. If approved, the Elected Directors may be elected by majority vote of the Board.

(h) Baptist Pastors. At least three Directors, from the category of Baptist Health South Florida, Inc. Directors or Elected Directors as provided above, shall be active or retired Pastors of Baptist Churches cooperating with the Miami Baptist Association, with at least one of such Directors being from the category of Baptist Health South Florida, Inc. Directors.

(i) Term of Office. For the purpose of having the Elected Directors divided into three classes as nearly equal in number as may be, whose terms of office, respectively, shall expire in different years, an Elected Director may be elected for a term to expire on the annual meeting of the Corporation of the year in which such Elected Director is elected, or of either of the next two succeeding years, and shall hold office for the term for which such Elected Director is elected and until the Elected Director is re-elected or a successor is elected and takes office.

(j) Vacancies. If an Elected Director shall not accept the office or under any circumstances shall cease to be a Director, the vacancy thus created may be filled in accordance with paragraph (f) of this Article III.

(k) Absences from Meetings. If an Elected Director, whether now in office or hereafter elected, shall be absent from three successive meetings of the Board without submitting to the Board satisfactory reasons for the successive absences, such Elected Director shall be deemed to have resigned from and created a vacancy unless such Elected Director shall be reinstated by the Board at its first meeting after the third successive absence.

(l) Removal. Any Elected Director, whether now in office or hereafter elected, may be removed from office, with or without cause, by majority vote of the entire Board at any regular or special meeting of the Board. Any Director may be removed from office by majority vote of the Board of Trustees of Baptist Health South Florida, Inc. with or without cause.

(m) Director Emeritus. Any Director who has served as a Director of the Corporation for 10 or more years may be elected by majority vote of the Board as Director Emeritus. A Director Emeritus may, but shall not be required to, attend meetings of the Board.

(n) Chairperson Emeritus. Any Director who has served as a Director of the Corporation for 10 or more years and who has served as Chairperson of the Board of Directors may be elected by majority vote of the Board as Chairperson Emeritus. A Chairperson Emeritus may, but shall not be required to, attend meetings of the Board.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Governing Body. The Board shall be the governing body of the Corporation and shall, subject to the rights and powers reserved to Baptist Health South Florida, Inc., manage its affairs and exercise its corporate powers.

Section 2. Quorum. The presence of six Directors, at least two of whom shall be members of the Board of Trustees of Baptist Health South Florida, Inc. as provided in paragraph (a) of Article III shall be necessary at any meeting of the Board to constitute a quorum to transact business, except that the presence of a majority of the entire Board shall be necessary to constitute a quorum at any meeting of the Board at which (a) an Elected Director is removed from office as a Director or an officer is removed from office, or (b) there is a vote to amend these Articles of Incorporation.

Section 3. No Remuneration. No Director shall receive or be entitled to receive from the Corporation any salary or remuneration of any kind, nature or character whatsoever for serving as a Director or as an officer of the Corporation, or for personal services in connection with the acquisition of property or material or equipment, or constructing, building or equipping any hospital or hospital unit or school of nursing or any facility or property related thereto or any other facility or property constructed, otherwise acquired, or owned or operated by the Corporation, but may be reimbursed by the Corporation for actual expenses incurred and authorized by the Board.

Section 4. Reports. The Directors, when so requested, shall make reports of the receipts, disbursements, balances and affairs of the Corporation to the annual sessions of the Miami Baptist Association and, when so requested, also shall make such reports to the monthly meetings of the Executive Board of that Association. Minutes of the meetings of the Board and the committees of the Board shall be kept. The minutes of the meetings of the Board and the committees of the Board shall be provided to each Director prior to the next regularly scheduled meeting of the Board. The minutes of the meetings of the Board and such other minutes, reports, records and information of the Corporation as may be requested shall be routinely furnished to the Board of Trustees of Baptist Health South Florida, Inc.

Section 5. Restrictions on Authority of Board of Directors. The Board may not, without the prior approval of the Board of Trustees of Baptist Health South Florida, Inc.:

- (a) Adopt a plan of dissolution of the Corporation;
- (b) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (c) Adopt a plan of merger or consolidation of the Corporation with another corporation;
- (d) Appoint or remove the independent auditors of the Corporation;
- (e) Sell or mortgage any real property owned by the Corporation or acquire any real property on behalf of the Corporation; or
- (f) Adopt any annual operating or capital budget of the Corporation, or approve any changes thereto.

Section 6. Delegation of Borrowing Authority to Baptist Health South Florida, Inc. The right of the Corporation to borrow or incur indebtedness for any single loan or incurrence of indebtedness, and the right to pledge assets of the Corporation to secure such indebtedness, is expressly delegated and reserved to Baptist Health South Florida, Inc. Baptist Health South Florida, Inc. is irrevocably appointed as the agent of the Corporation for the purposes of borrowing on behalf of the Corporation, for the purposes of authorizing and issuing indebtedness on behalf of or in the name of the Corporation, and for the purpose of pledging assets of the Corporation to secure such indebtedness. Baptist Health South Florida, Inc. is expressly authorized to obligate the Corporation on such borrowings and indebtedness, to pledge assets of the Corporation to secure such indebtedness, and to execute and deliver on behalf of the Corporation all documents evidencing such borrowings and indebtedness, and such security instruments. No further authorization, confirmation, resolution or action of any type is required by the Board with respect to such borrowings or indebtedness, or such pledge of assets. All persons dealing with Baptist Health South Florida, Inc. in connection with any borrowings or indebtedness incurred by or on behalf of the Corporation through the actions of Baptist Health South Florida, Inc., or the pledge of assets of the Corporation by Baptist Health South Florida, Inc., shall be entitled to rely upon the authorization and delegation of rights conferred hereby, and shall not be required to make any inquiry upon the Corporation regarding the authority of Baptist Health South Florida, Inc. to borrow or incur indebtedness on behalf of or in the name of the Corporation, or to pledge assets of the Corporation.

Section 7. Management Agreement. The Corporation has entered into a management agreement with Baptist Health South Florida, Inc. (hereafter the "Management Agreement") which i) grants to Baptist Health South Florida, Inc. the right to employ and appoint the Chief Executive Officer and the senior financial officer of the Corporation; ii) provides that the Chief Executive Officer of the Corporation shall have all powers usual and customary for such officer including, but not limited to, the right to appoint officers, the right to hire employees, the right to determine compensation and benefit levels for officers and employees, the right to designate job tasks and responsibilities, and the right to terminate employment; iii) provides for payment of a management fee to Baptist Health South Florida, Inc.; and iv) provides for reimbursement of costs and expenses incurred by Baptist Health South Florida, Inc. in performing the management and operational functions as provided in these Articles of Incorporation, in the Bylaws of the Corporation, in the Management Agreement, and pursuant to policies adopted by the Board of Trustees of Baptist Health South Florida, Inc. The Management Agreement shall not be terminable by the Corporation without the written consent of Baptist Health South Florida, Inc.

Section 8. Directors' Liability. No Director shall be held personally liable or responsible for any action taken or not taken by the Board acting under the provisions of or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for any action taken or not taken by the Board or by any Director in the reasonable belief that the action taken or the failure to act is taken under the provisions of or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken or not taken by the Board or by any individual Director, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation.

Section 9. Reimbursement of Directors. To the fullest extent permitted by law, the right of a Director to be indemnified as provided in these Articles of Incorporation shall include the right to be advanced amounts by the Corporation for the reasonable costs and expenses necessary for the Director to defend against an action, suit or proceeding. The Corporation shall have the right to seek repayment of such costs and expenses if the Director is adjudged to have been guilty of gross negligence or willful misconduct in the performance of the Director's duty to the Corporation, or if repayment is otherwise required by law.

Section 10. Indemnification of Directors. The Corporation shall, to the fullest extent permitted by law, indemnify any Director made a party to any action, suit or proceeding whether civil or criminal, against all reasonable costs and expenses (including, but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings), judgments, settlements, fines or penalties arising out of a Director's or the Board's act or failure to act, provided such act or failure to act is taken under the provisions of or in a manner authorized by these Articles of Incorporation or the Bylaws, or is taken by the Board or a Director in the reasonable belief that the action or the failure to act is taken under the provisions of or in the manner authorized by these Articles of Incorporation or the Bylaws. This right to indemnification shall continue as to a Director who ceases to be a Director and shall inure to the benefit of the Director's personal representative and heirs, and shall apply to any action, suit or proceeding against a Director by reason of the Director being or having been a Director or an officer of the Corporation, or a director, or trustee or officer of any other corporation which the Director served as such at the request of the Corporation. The right to indemnification as provided in these Articles of Incorporation shall not apply to matters as to which a Director is adjudged to have been guilty of gross negligence or willful misconduct in the performance of the Director's duty to the Corporation, or where such indemnification is prohibited by law.

Section 11. Additional Indemnification. The Corporation shall, to the extent permitted by law, indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in the capacity of Director or as an officer of the Corporation, or in the capacity of a director, trustee or officer of any other corporation which such Director served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that such Director had reasonable ground for belief that such action was unlawful.

ARTICLE VI - OFFICERS

Section 1. Board Officers. The Board Officers of the Corporation shall be a Chairperson (who shall be selected from the Directors as provided in paragraph (a) of Article III), a Vice Chairperson, a Secretary, one or more Assistant Secretaries as determined by the Board, a

Treasurer, and one or more Assistant Treasurers as determined by the Board, each of whom shall be a Director.

Section 2. Election. Such Board Officers shall be elected in October of each year by the Directors in office at the time of the election, and shall take office immediately upon being elected.

Section 3. Term of Office. All such Board Officers shall hold office until the annual meeting of the Corporation and until their successors are elected and take office.

Section 4. Other Officers. The Chief Executive Officer, and the senior financial officer of the Corporation shall be appointed by Baptist Health South Florida, Inc., in accordance with the Management Agreement. All other officers shall be appointed pursuant to the Management Agreement. The recommendations of the Board will be considered in connection with the appointment of such other officers.

Section 5. Removal of Board Officers. Any Board Officer may be removed from office by majority vote of the Board of Trustees of Baptist Health South Florida, Inc. at any regular or special meeting or, subject to ratification by the Board of Trustees of Baptist Health South Florida, Inc., by majority vote of the entire Board at any regular or special meeting.

Section 6. Removal of Other Officers. Any other officer of the Corporation may be removed from office by the Chief Executive Officer pursuant to the Management Agreement, or by majority vote of the Board of Trustees of Baptist Health South Florida, Inc. The recommendations of the Board will be considered in connection with the removal of any such officer from office.

ARTICLE VII - PROPERTY, FUNDS AND INCOME

No part of the property, funds or income of the Corporation shall be distributed to nor shall any part of the net income, if any, of the Corporation inure to the benefit of its members, Directors, Board Officers or any other private individual.

ARTICLE VIII - LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the Corporation, its property and funds, after payment or provision for payment of its creditors, shall be distributed for approved charitable, scientific and educational purposes most closely approximating those set out in Article II of these Articles of Incorporation, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, as now in effect or hereafter amended or supplemented by Acts of Congress and of such pertinent regulations thereunder as heretofore have been or hereafter may be promulgated.

ARTICLE IX - POLITICAL ACTIVITY

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.

ARTICLE X - BYLAWS

The Bylaws of the Corporation may be amended or rescinded as provided in the Bylaws.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to i) by majority vote of the entire Board of Trustees of Baptist Health South Florida, Inc. at any regular or special meeting, or ii) subject to ratification by the Board of Trustees of Baptist Health South Florida, Inc., by majority vote of the entire Board at any regular or special meeting; provided, that written notice of the proposed amendment or addition shall have been given to every member of the Board and to every member of the Board of Trustees of Baptist Health South Florida, Inc. at least 15 days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter. Notwithstanding the foregoing provisions of this Article XI, any such amendment of or addition to either of Articles I or II, or the initial paragraph or any of paragraphs (a) (b) (c) (d) (e) (f) (g) or (h) of Article III, or Article IV, or either of Sections 3 or 4 of Article V, or any of Articles VII, IX or XI of these Articles of Incorporation, or any action to rescind these Articles of Incorporation shall be submitted to the Executive Board of the Miami Baptist Association before becoming effective and shall not become effective if disapproved by either that Executive Board or that Association within 30 days after such submission.

CERTIFICATE

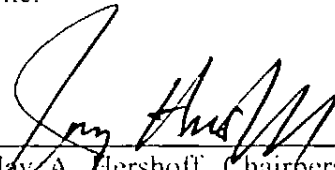
These Amended and Restated Articles were duly adopted by the Board of Directors and Members of the Corporation on January 22, 2024, and by the Board of Trustees of Baptist Health South Florida, Inc., on January 23, 2024, and the number of votes cast for the Amended and Restated Articles of Incorporation by the Directors and Members of the Corporation and by the Board of Trustees of Baptist Health South Florida, Inc., was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Chairperson of the Board of Directors of the Corporation and the undersigned Chairperson of the Board of Trustees of Baptist Health South Florida, Inc., have executed these Amended and Restated Articles of Incorporation, for the purpose of amending and restating the Articles of Incorporation of the Corporation.

The undersigned submit these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. We are aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.



Calvin Babcock, Chairperson of the Board of Directors of Baptist Hospital of Miami, Inc.



Jay A. Hershoff, Chairperson of the Board of Trustees of Baptist Health South Florida, Inc.