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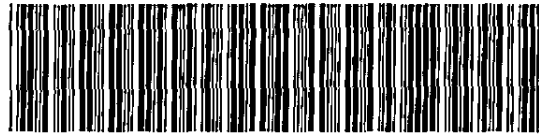
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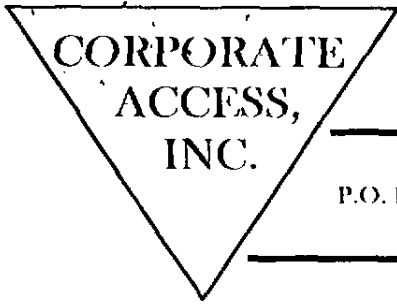
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*Amend Rest. + N.C.*

G. Coulllette

AUG 26 2005



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Arts Amend

1.

\_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

2.

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 25, 2005

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: PEACE RIVER REGIONAL MEDICAL CENTER AUXILIARY, INC.  
Ref. Number: 702181

RECEIVED  
03 AUG 26 PM 1:37  
TALLAHASSEE, FLORIDA

We have received your document for PEACE RIVER REGIONAL MEDICAL CENTER AUXILIARY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 105A00053957

*Corrected  
&  
Resubmitted  
8/26/05*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**PEACE RIVER REGIONAL MEDICAL CENTER AUXILIARY, INC.**  
(a not-for-profit, nonstock membership corporation)

FILED  
05 AUG 26 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The Corporation desires to amend and restate its Articles of Incorporation as currently in effect as hereinafter provided. The amendment is made in part to correctly state the name of the Corporation. On or about March 29, 2005, Articles of Amendment were filed with the Florida Secretary of State's office purporting to change the name of the Corporation to Peace River Regional Medical Center Auxiliary, Inc.; however, such a name change was not approved by the Board of Directors of the Corporation in accordance with the Articles of Incorporation or Bylaws, nor was it intended by the Corporation.

**SECOND:** The Articles of Incorporation of the Corporation are hereby amended and restated by striking in their entirety Articles ONE through ELEVENTH, inclusive, and by substituting the following in lieu thereof:

**"FIRST:** The name of the corporation (hereinafter called the "Corporation") is:  
**ST. JOSEPH HOSPITAL OF PORT CHARLOTTE, FLORIDA, INC.**

**SECOND:** The Corporation is formed exclusively for religious, educational, scientific, and charitable purposes, including:

(1) To fulfill the health care mission of the United States Province of the Congregation of Sisters of Bon Secours of Paris in accordance with the philosophy, mission and policies of the Congregation, and in accordance with, and subject to, the directives and teachings of the Roman Catholic Church;

(2) To participate in the health care system of the United States Province of the Congregation of Sisters of Bon Secours of Paris;

(3) To perform all activities permitted corporations under the laws of this State, to the extent such activities are permitted by organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), including the making of distributions for charitable, religious, educational, and scientific purposes to organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

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**THIRD:** Solely in aid of the purposes of the Corporation, the Corporation shall have all the powers permitted not-for-profit nonstock corporations under the laws of this State, to the extent such powers are permitted to organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and to the extent such powers are not inconsistent with the Corporation's non-private foundation status under Section 509(a) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

**FOURTH:** The Corporation shall be a membership corporation.

(1) The sole Member of the Corporation shall be Bon Secours - St. Joseph Healthcare Group, Inc. a Pennsylvania nonstock, not-for-profit corporation.

(2) Except as otherwise required by law or these Articles of Incorporation, all right, power and authority of the Corporation shall be vested solely in and all the business and affairs of the Corporation shall be managed under the direction of, the Member, and no action of the Corporation may be taken without the approval of the Member, unless the right of such approval has been delegated in the manner prescribed by the approved By-laws; however, any person or entity contracting, agreeing or otherwise dealing with the Corporation shall be entitled to rely upon a resolution of the Board of Directors authorizing the Corporation to enter into such contract, agreement or other understanding when such resolution is certified by the President or Executive Vice President of the Corporation as being within the delegated powers of the Board, and any contract, agreement or other understanding entered into by a person or entity in reliance upon such a certified resolution shall be binding upon the Corporation. The members of the Board of Directors shall be relieved of liability for managerial acts or omissions imposed upon members of the Board of Directors by law to the extent that, and as long as any discretionary powers of the Board of Directors in the management of corporate affairs are exercised by the Member pursuant to this or any other Article of the Articles of Incorporation.

**FIFTH:** The Corporation is not authorized to issue capital stock, and shall not be operated for profit.

**SIXTH:** The principal office of the Corporation in this State is 10300 4<sup>th</sup> Street North, St. Petersburg, Florida 33716. The name and address of the resident agent of the Corporation in this State is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301, which is a corporation qualified to transact business in this State.

**SEVENTH:** To the extent delegated by the Member or required by law, the business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The Corporation shall have between three (3) and nineteen (19) Directors, as determined by the By-laws, who shall be appointed by the Member. All powers of the Corporation delegated to the Board pursuant to the procedure set forth in the By-laws may be exercised by or under the authority of the Board of Directors.

EIGHTH: The Corporation shall be operated and the Board of Directors, the Member, and any officers or other representatives of the Corporation shall perform all duties and work of the Corporation in a manner consistent with the mission and philosophy of the Sisters of Bon Secours and the teachings of the Roman Catholic Church, as presently existing and as each may be amended or altered from time to time.

NINTH: The following provisions are hereby adopted for defining, limiting and regulating the powers of the Corporation and of the Directors and the Member.

(1) No part of the net earnings of the Corporation shall inure to the private or individual benefit of, or be distributable to, its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, distributions or donations in furtherance of the purposes set forth in Article SECOND hereof, including the making of such payments, distributions or donations to its Member solely for the tax exempt purposes of its Member. 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 distributing of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, 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 of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(2) Upon dissolution of the Corporation or the sale of substantially all of the assets 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 (i) to The Felician Sisters of Pennsylvania, a Pennsylvania not-for-profit corporation, or to its successor, twenty-five percent (25%) of the available net proceeds of such dissolution or sale remaining after the payment of all liabilities of the Corporation (including net of reasonable reserves to satisfy known, contingent or unknown liabilities) and the payment of all expenses of such dissolution or sale (the "Net Proceeds") provided that The Felician Sisters of Pennsylvania or its successor qualify as an organization exempt from 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 (ii) to Bon Secours - St. Joseph Healthcare Group, Inc., a Pennsylvania nonstock corporation, or its successor, seventy-five percent (75%) of the Net Proceeds (or one hundred percent (100%) of the Net Proceeds if subparagraph (2)(i) cannot be fulfilled) provided that Bon Secours - St. Joseph Healthcare Group, Inc. or its successor is exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation). If, upon dissolution, Bon Secours - St. Joseph Healthcare Group, Inc. or its successor, is not in existence or is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or comparable provisions of any future United States Internal Revenue Law), the property remaining after providing for debts and obligations of the Corporation shall be distributed to Bon Secours Health System, Inc., a Maryland non-stock corporation, or its successor, provided that Bon Secours Health System, Inc. or its successor is exempt from tax under Section 501(c)(3) of

the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation). If, upon dissolution or sale, neither Bon Secours - St. Joseph Healthcare Group, Inc. nor Bon Secours Health System, Inc., nor their respective successors, is in existence or is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or comparable provisions of any future United States Internal Revenue Law), the property remaining after providing for debts and obligations of the Corporation shall be distributed to The Sisters of Bon Secours in the United States, Incorporated, a Maryland nonstock corporation, or its successor, provided that The Sisters of Bon Secours in the United States, Incorporated, or its successor is exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation). If, upon dissolution, Bon Secours - St. Joseph Healthcare Group, Inc., Bon Secours Health System, Inc., and The Sisters of Bon Secours in the United States, Incorporated, or their respective successors, are not in existence or are not organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation), the property remaining after providing for debts and obligations of the Corporation shall be distributed, in conformity with the canon law of the Roman Catholic Church, to an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court sitting in equity or otherwise in the political subdivision in which the principal office of the Corporation is then located, in conformity with the canon law of the Roman Catholic Church exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for similar purposes as those for which the Corporation is organized as described in these Articles and which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or, the corresponding provisions of any future United States Internal Revenue Law).

(3) The Corporation shall have the power to indemnify its Member, Directors and officers to the full extent permitted by law, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with any applicable statutory standards; and, upon authorization by the Board of Directors, the Corporation may indemnify other employees or agents to the same extent; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No Director, officer, employee or agent of the Corporation may apply to a court for indemnification or advancement of expenses.

(4) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law):

(a) The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(d) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(5) The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any organization which is exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

TENTH: The duration of the Corporation shall be perpetual.

ELEVENTH: Subject to the requirements of law, these Articles, other than the provision contained in Article NINTH (2)(i) and this Article ELEVENTH, may be amended solely by action of the Member. The consent of The Felician Sisters of Pennsylvania, a Pennsylvania corporation, or its successor, together with approval by the Member, shall be required to amend the provision contained in Article NINTH (2)(i) of these Articles and this Article ELEVENTH."

THIRD: The Board of Directors of the Corporation has adopted these Articles of Amendment and Restatement by unanimous written consent August, 2005, and the Member of the Corporation has duly approved these Articles of Amendment and Restatement.

[Signatures appear on next page.]



IN WITNESS WHEREOF, St. Joseph Hospital of Port Charlotte, Florida, Inc. has caused these presents to be signed in its name and on its behalf by its President on this 8th day of August, 2005, and its President acknowledges that these Amended and Restated Articles of Incorporation are the act and deed of St. Joseph Hospital of Port Charlotte, Florida, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of their knowledge, information and belief.

ST. JOSEPH HOSPITAL OF PORT  
CHARLOTTE, FLORIDA, INC.

By:   
President