

704612

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

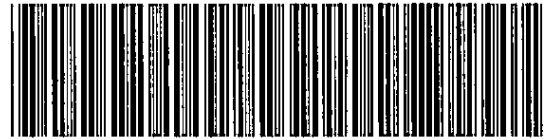
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000369807950

09/16/21--01015--013 **43.75

FILED
2021 SEP 16 PM 2:30
CLERK OF STATE
TALLAHASSEE, FL

MAILED
SEP 16 2021

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BOCA RATON REGIONAL HOSPITAL, INC.

DOCUMENT NUMBER: 704612

The enclosed ~~Articles of Amendment~~ and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kyle R. Saxon, Esq.

(Name of Contact Person)

Saxon & Fink, LLP

(Firm/ Company)

9065 SW 87 Avenue, Suite 112

(Address)

Miami, Florida 33176

(City/ State and Zip Code)

kylesaxon@saxonfink.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kyle R. Saxon

305

371-9575

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

BOCA RATON REGIONAL HOSPITAL, INC.
(A Not-For-Profit Corporation)
(Document Number 704612)

ARTICLE I. NAME

The name of this Corporation is Boca Raton Regional Hospital, Inc., and it is located at 800 Meadows Road, Boca Raton, Florida 33486.

ARTICLE II. PURPOSES

The Corporation is organized and shall be operated exclusively for exempt purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of the United States or the corresponding section of any future federal tax code (the "Code") which include charitable, religious, educational and scientific purposes. To carry out its purposes the Corporation shall provide and promote health care services.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Code or the corresponding section of any subsequently enacted provisions of the Code.

ARTICLE III. MEMBERS

The Corporation shall have not less than eight (8) 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.

(a) 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. The qualifications, terms of office, and the manner in which a Director shall become a Director or be elected and continue in office shall be as provided in the Corporation's Bylaws.

(b) Reports. 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.

(c) Restrictions on Authority of the Board. The Board may not, without the prior approval of the Board of Trustees of Baptist Health South Florida, Inc.:

- (i) Adopt a plan of dissolution of the Corporation;
- (ii) 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;
- (iii) Adopt a plan of merger or consolidation of the Corporation with another corporation;
- (iv) Appoint or remove the independent auditors of the Corporation;
- (v) Sell or mortgage any real property owned by the Corporation or acquire any real property on behalf of the Corporation or pledge assets to secure indebtedness; or
- (vi) Adopt any annual operating or capital budget of the Corporation, or approve any changes thereto.

ARTICLE V. DELEGATION OF BORROWING AUTHORITY

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.

ARTICLE VI. AUTHORITY OF BAPTIST HEALTH SOUTH FLORIDA, INC.

Pursuant to the provisions of Section 617.0202(2)(i), Florida Statutes, the Corporation is subordinate to and subject to the authority of Baptist Health South Florida, Inc., a Florida not-for-profit corporation, to the extent provided in these Articles of Incorporation and in the Bylaws of the Corporation.

ARTICLE VII. TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual unless and until the Corporation shall be dissolved in accordance with law.

ARTICLE VIII. 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 Directors, Board Officers or any other private person.

ARTICLE IX. 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 forth in Article II of these Articles of Incorporation, within the meaning of Section 501(c)(3) of the Code, as directed by the Board of Trustees of Baptist Health South Florida, Inc.

ARTICLE X. 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 XI. BYLAWS

The Bylaws of the Corporation may be made, amended or rescinded in any manner permitted by the Bylaws.

ARTICLE XII. 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,

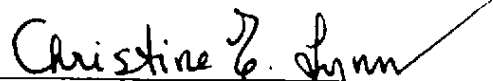
Inc., by majority vote of the entire Board at any regular or special meeting; provided, that written notice of the proposed amendment or addition shall have been given to every member of the Board and to every member of the Board of Trustees of Baptist Health South Florida, Inc. at least fifteen (15) 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.

CERTIFICATE

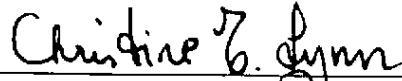
These Amended and Restated Articles were duly adopted by the Board of Directors of BRRH Corporation., the sole Member of the Corporation on May 26, 2021, by the Board of Directors of the Corporation on May 26, 2021, and by the Board of Trustees of Baptist Health South Florida, Inc., on July 27, 2021, and the number of votes cast for the Amended and Restated Articles of Incorporation by the Member of the Corporation, the Board of Directors of the Corporation and 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 BRRH Corporation, the Chairperson of the Board of Directors of the Corporation and the 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.

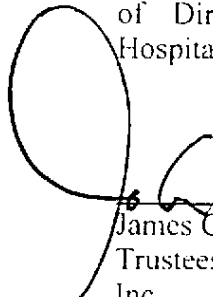
The undersigned submit these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. We are aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.



Christine E. Lynn, Chairperson of the Board
of Directors of BRRH Corporation.



Christine E. Lynn, Chairperson of the Board
of Directors of Boca Raton Regional
Hospital, Inc.



James Carr, Chairperson of the Board of
Trustees of Baptist Health South Florida,
Inc.