

705245

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(City/State/Zip/Phone #)

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*Amended & Restated
Articles*

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15 DEC 18 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 05 2016

A RAMSEY



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 22, 2015

KAREN O. EMMANUEL, GENERAL COUNSEL
5151 N NINTH AVE
PENSACOLA, FL 32504

SUBJECT: SACRED HEART HEALTH SYSTEM, INC.
Ref. Number: 705245

We have received your document for SACRED HEART HEALTH SYSTEM, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 515A00026776



Sacred Heart Hospital - Pensacola

5151 N. Ninth Avenue • P.O. Box 2700
Pensacola, Florida 32513
850-416-7000
www.sacred-heart.org

December 17, 2015

Florida Department of State
Division of Corporations
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Sacred Heart Health System, Inc.
Document Number 705245

Dear Sirs:

Enclosed please find your form Cover Letter, and Articles of Amendment to Articles of Incorporation with two (2) attached copies of the amended articles regarding the above-referenced not-for-profit corporation. Additionally, I enclose a check in the amount of \$52.50 to cover the fee for filing and providing me with a Certificate of Status and Certified Copy.

Thank you for your assistance in this regard.

Sincerely,

A handwritten signature in black ink that reads "Karen O. Emmanuel". To the right of the signature is a small, stylized mark that appears to be "KOE".

Karen O. Emmanuel
General Counsel

KOE/tww
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sacred Heart Health System, Inc.

DOCUMENT NUMBER: 705245

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

Please return all correspondence concerning this matter to the following:

Karen O. Emmanuel, General Counsel

(Name of Contact Person)

Sacred Heart Health System, Inc.

(Firm/ Company)

5151 North Ninth Avenue

(Address)

Pensacola, Florida 32504

(City/ State and Zip Code)

kemmanue@shhpens.org

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

For further information concerning this matter, please call:

Karen O. Emmanuel

850

416-6500

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 type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" 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
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED
AND
RESTATED
ARTICLES OF INCORPORATION
FOR
SACRED HEART HEALTH SYSTEM, INC.

FILED
15 DEC 18 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sacred Heart Health System Inc., a corporation not for profit under the laws of the State of Florida, having its principal office at 5151 North Ninth Avenue, Pensacola, Florida 32504, does hereby amend and restate its Articles of Incorporation as previously filed with the Department of State of Florida.

The name of the corporation is Sacred Heart Health System, Inc. This corporation was originally incorporated under the name "Pensacola Hospital" on September 27, 1915, by the Circuit Court of the First Judicial Circuit of Florida. Amended and Restated Articles of Incorporation were most recently filed with the Department of State of Florida on August 5, 2003.

These Amended and Restated Articles of Incorporation were adopted by unanimous vote of the Board of Directors of this corporation on the 25th day of September, 2015 and by the members.

Amendments incorporated herein of the previously existing Articles of Incorporation of this corporation are specifically designated as follows:

- A. Article I amends prior Article I.
- B. Article II amends prior Article II.
- C. Article III amends prior Article III.
- D. Article IV amends prior Article IV.
- E. Article V amends prior Article V.
- F. Article VI amends prior Article VI.
- G. Article VII amends prior Article VII.
- H. Article VIII amends prior Article VIII.
- I. Prior Article IX amends prior Article IX.
- J. Prior Article X is deleted in its entirety.

The Amended and Restated Articles of Incorporation of this corporation are as follows:

ARTICLE I.
NAME, PRINCIPAL OFFICE,
REGISTERED OFFICE AND
REGISTERED AGENT

1.1. **Name.** The name of the corporation is Sacred Heart Health System, Inc. (the "Corporation").

1.2. Offices and Registered Agent. The principal office and mailing address of the Corporation is:

5151 North Ninth Avenue
Pensacola, Florida 32504

The registered office of the Corporation is:

5151 North Ninth Avenue
Pensacola, Florida 32504

The registered agent of the Corporation is:

Karen O. Emmanuel
General Counsel
Sacred Heart Health System, Inc.
5151 North Ninth Avenue
Pensacola, Florida 32504.

1.3. Classification. The Corporation is a public benefit corporation.

1.4 Definitions. Capitalized words and phrases not otherwise defined herein shall have the meanings ascribed thereto in the Bylaws of the Corporation.

ARTICLE II. STATEMENT OF PURPOSES

2.1 Purposes. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes 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"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health and Ascension. The Corporation's purposes shall include the following:

- 2.2.1** Serve as part of a clinically integrated system of care;
- 2.2.2** Serve as an integral part of the Roman Catholic Church and carry out its mission in support of or in furtherance of the charitable purposes of the organizations described in this Article;
- 2.2.3** Further the philosophy and mission of Ascension Health of healing and service the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries which are now, or may hereafter be established by Ascension Health, and which are in furtherance of or in support of the charitable purposes of the Corporation;
- 2.2.4** Otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code

and in the course of such operation:

- (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons unless allowed by Section 501(c)(3) of the Code and the Act except that the Corporation shall be authorized and empowered to pay reasonable 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 or in opposition to any candidate for public office.
- (iii) Notwithstanding any other provisions of the Corporation's Articles of Incorporation or Bylaws, the Corporation shall only operate for charitable purposes and 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III. NON-STOCK CORPORATION

3.1. Non-stock Status. The Corporation shall be without capital stock and will not operate for profit.

ARTICLE IV. MEMBER

4.1. Number and Eligibility. There shall be one member of the Corporation, and such member shall be Gulf Coast Health System, an Alabama corporation ("the Member").

ARTICLE V. TERM

5.1. Term. The term for which this Corporation shall exist is perpetual.

ARTICLE VI. BOARD OF DIRECTORS

6.1. Number and Qualifications. The powers of the Corporation, subject to those powers reserved to the Member, Ascension or Ascension Health, as set forth in the Bylaws of this Corporation, shall be vested in the Directors. The number of Directors may be increased or decreased pursuant to the Bylaws of the Corporation. Directors of the Corporation shall be appointed as set forth in the Bylaws of the Corporation.

ARTICLE VII AMENDMENTS

7.1. Amendments. Amendments to these Articles of incorporation may be initiated at any meeting of the Board of Directors of the Corporation, and enacted as set forth in the Bylaws of the Corporation.

ARTICLE VIII DISSOLUTION

8.1 Disposition of Assets Upon Dissolution. Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board (subject to the prior approval of Ascension Health) and in accordance with the following:

8.1.1 The paying, or the making of provision, of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.

8.1.2 Subject to compliance with the dissolution principles of Ascension Health, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to Ascension Health or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by Ascension.

8.1.3 Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of 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 IX EFFECTIVE DATE

9.1. Effective Date. These Articles of Incorporation shall become effective on January 1, 2016.

IN WITNESS WHEREOF, Sacred Heart Health System, Inc. has caused this instrument to be signed in its name and on its behalf by its Chief Executive Officer (who also serves as its President), and its corporate seal to be hereunto affixed and attested by its Secretary, this 19th day of October, 2015.

SACRED HEART HEALTH SYSTEM, INC.

By: [Signature]

Its: President

Attest:

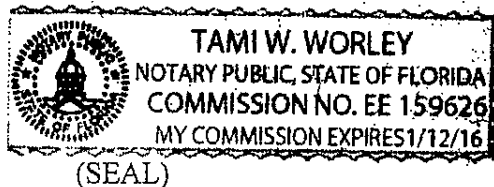
By: [Signature]

Its: Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by Susan Davis, as Chief Executive Officer and President of Sacred Heart Health System, Inc., a Florida not for profit corporation, on behalf of the corporation. She personally appeared before me and is personally known to me, or has produced NA as identification, and who did not take an oath this the 19 day of October, 2015



[Signature]
Print Name: Tami W. Worley

Notary Public, State and County Aforesaid
Commission No.: ~~000000~~ EE 159626
My Commission Expires: 1-12-16

ACCEPTANCE OF REGISTERED AGENT

I, Karen O. Emmanuel, do hereby accept appointment as Registered Agent of Sacred Heart Health System, Inc., a corporation organized not for profit under the laws of the State of Florida, and set of record my residence and address as follows:

[Signature]

Karen O. Emmanuel
General Counsel
Sacred Heart Health System, Inc.
5151 North Ninth Avenue
Pensacola, Florida 32504

EXECUTED this 19th day of October, 2015.

**AMENDED
AND
RESTATED
ARTICLES OF INCORPORATION
FOR
SACRED HEART HEALTH SYSTEM, INC.**

Sacred Heart Health System Inc., a corporation not for profit under the laws of the State of Florida, having its principal office at 5151 North Ninth Avenue, Pensacola, Florida 32504, does hereby amend and restate its Articles of Incorporation as previously filed with the Department of State of Florida.

The name of the corporation is Sacred Heart Health System, Inc. This corporation was originally incorporated under the name "Pensacola Hospital" on September 27, 1915, by the Circuit Court of the First Judicial Circuit of Florida. Amended and Restated Articles of Incorporation were most recently filed with the Department of State of Florida on August 5, 2003.

These Amended and Restated Articles of Incorporation were adopted by unanimous vote of the Board of Directors of this corporation on the 25th day of September, 2015.

Amendments incorporated herein of the previously existing Articles of Incorporation of this corporation are specifically designated as follows:

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- D. Article IV amends prior Article IV,
- E. Article V amends prior Article V.
- F. Article VI amends prior Article VI.
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NAME, PRINCIPAL OFFICE,
REGISTERED OFFICE AND
REGISTERED AGENT**

1.1. Name. The name of the corporation is Sacred Heart Health System, Inc. (the "Corporation").

1.2. Offices and Registered Agent. The principal office and mailing address of the Corporation is:

5151 North Ninth Avenue
Pensacola, Florida 32504

The registered office of the Corporation is:

5151 North Ninth Avenue
Pensacola, Florida 32504

The registered agent of the Corporation is:

Karen O. Emmanuel
General Counsel
Sacred Heart Health System, Inc.
5151 North Ninth Avenue
Pensacola, Florida 32504.

1.3. Classification. The Corporation is a public benefit corporation.

1.4 Definitions. Capitalized words and phrases not otherwise defined herein shall have the meanings ascribed thereto in the Bylaws of the Corporation.

ARTICLE II. STATEMENT OF PURPOSES

2.1 Purposes. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes 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"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health and Ascension. The Corporation's purposes shall include the following:

- 2.2.1** Serve as part of a clinically integrated system of care;
- 2.2.2** Serve as an integral part of the Roman Catholic Church and carry out its mission in support of or in furtherance of the charitable purposes of the organizations described in this Article;
- 2.2.3** Further the philosophy and mission of Ascension Health of healing and service the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries which are now, or may hereafter be established by Ascension Health, and which are in furtherance of or in support of the charitable purposes of the Corporation;
- 2.2.4** Otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code

and in the course of such operation:

- (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons unless allowed by Section 501(c)(3) of the Code and the Act except that the Corporation shall be authorized and empowered to pay reasonable 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 or in opposition to any candidate for public office.
- (iii) Notwithstanding any other provisions of the Corporation's Articles of Incorporation or Bylaws, the Corporation shall only operate for charitable purposes and 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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3.1. Non-stock Status. The Corporation shall be without capital stock and will not operate for profit.

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5.1. Term. The term for which this Corporation shall exist is perpetual.

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6.1. Number and Qualifications. The powers of the Corporation, subject to those powers reserved to the Member, Ascension or Ascension Health, as set forth in the Bylaws of this Corporation, shall be vested in the Directors. The number of Directors may be increased or decreased pursuant to the Bylaws of the Corporation. Directors of the Corporation shall be appointed as set forth in the Bylaws of the Corporation.

ARTICLE VII AMENDMENTS

7.1. Amendments. Amendments to these Articles of incorporation may be initiated at any meeting of the Board of Directors of the Corporation, and enacted as set forth in the Bylaws of the Corporation.

ARTICLE VIII DISSOLUTION

8.1 Disposition of Assets Upon Dissolution. Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board (subject to the prior approval of Ascension Health) and in accordance with the following:

8.1.1 The paying, or the making of provision, of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.

8.1.2 Subject to compliance with the dissolution principles of Ascension Health, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to Ascension Health or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by Ascension.

8.1.3 Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of 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 IX EFFECTIVE DATE

9.1. Effective Date. These Articles of Incorporation shall become effective on January 1, 2016.

IN WITNESS WHEREOF, Sacred Heart Health System, Inc. has caused this instrument to be signed in its name and on its behalf by its Chief Executive Officer (who also serves as its President), and its corporate seal to be hereunto affixed and attested by its Secretary, this 19th day of October, 2015.

SACRED HEART HEALTH SYSTEM, INC.

By: [Signature]

Its: President

Attest:

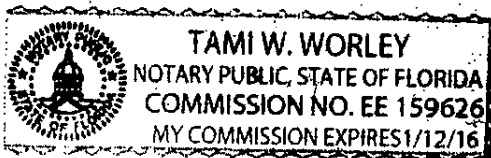
By: [Signature]

Its: Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by Susan Davis, as Chief Executive Officer and President of Sacred Heart Health System, Inc., a Florida not for profit corporation, on behalf of the corporation. She personally appeared before me and is personally known to me, or has produced NA as identification, and who did not take an oath this the 19 day of October, 2015



(SEAL)

[Signature]
Print Name: Tami W. Worley

Notary Public, State and County Aforesaid
Commission No.: ~~000000~~ EE 159626
My Commission Expires: 1-12-16

ACCEPTANCE OF REGISTERED AGENT

I, Karen O. Emmanuel, do hereby accept appointment as Registered Agent of Sacred Heart Health System, Inc., a corporation organized not for profit under the laws of the State of Florida, and set of record my residence and address as follows:

[Signature]

Karen O. Emmanuel
General Counsel
Sacred Heart Health System, Inc.
5151 North Ninth Avenue
Pensacola, Florida 32504

EXECUTED this 7th day of October, 2015.

5. Legal Dept. State of Florida, 2015. All Rights Reserved. Amended A. Revised Article of Incorporation 1/12/16

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

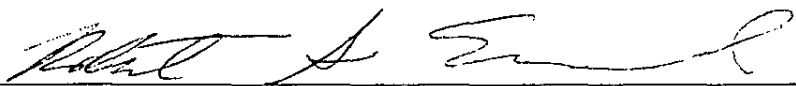
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 16, 2015 _____

Signature  _____

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Robert Emmanuel

(Typed or printed name of person signing)

Chairman

(Title of person signing)