

705834

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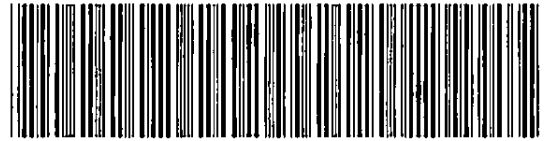
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Amended & Restated
Articles
Effective date 6-30-24

06/28/24 10:05:00 011 44210.00

FILED

2024 JUN 28 AM 9:46

DEPT OF STATE
CORPORATION DIVISION

2024 JUN 28 AM 8:08

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A. RAMSEY
JUL 11 2024

TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 1, 2024

LEGAL SERVICES DEPARTMENT
BAYCARE HEALTH SYSTEM, INC.
2985 DREW STREET
CLEARWATER, FL 33759

SUBJECT: ST. JOSEPH'S HOSPITAL, INC.
Ref. Number: 705834

We have received your document for ST. JOSEPH'S HOSPITAL, INC. and your check(s) totaling \$35.00. 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 Amended and Restated Articles of Incorporation pursuant to the applicable Florida Statute

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.

Annette Ramsey
OPS

Letter Number: 424A00014323

RECEIVED
2024 JUL 10 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. JOSEPH'S HOSPITAL, INC.**

FILED
2024 JUN 28 AM 9:46
CLERK OF STATE
TALLAHASSEE, FLORIDA

1. These Amended and Restated Articles of Incorporation are executed pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended.
2. These Amended and Restated Articles of Incorporation were duly adopted by the member.
3. The following Amended and Restated Articles of Incorporation supersede any and all previous Amended and Restated Articles of Incorporation, as amended, in their entirety and shall be the Articles of Incorporation of the Corporation.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation is St. Joseph's Hospital Inc., and the principal place of business and mailing address of the Corporation is St. Joseph's Hospital, Inc., 3001 West Dr. Martin Luther King, Jr. Boulevard, Tampa, Florida, 33607.

ARTICLE II

DEFINITIONS

For the purposes of these Amended and Restated Articles of Incorporation, the terms herein referred to shall have the following meanings:

1. The term "Act" means the Florida Not For Profit Corporation Act, or any successor law, as the same may be amended from time to time.
2. The term "Bylaws" means the Bylaws of the Corporation, as the same may be further amended or revised from time to time.
3. The term "Corporation" means St. Joseph's Hospital, Inc., a Florida not for profit corporation, unless, from its context or use, it clearly has a different meaning.

ARTICLE III

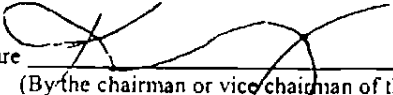
PERIOD OF EXISTENCE

The period of existence of the Corporation shall be perpetual.

☒ 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 June 28, 2024

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)

Kimberly Guy

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLE IV

PURPOSES

The Corporation shall be organized and operated 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 corresponding provisions of any subsequent federal tax laws (the "Code"). The Corporation shall be operated in conformity with the Ethical and Religious Directives for Catholic Health Care Services as promulgated and amended from time to time by the United States Catholic Conference of Bishops (the "Ethical and Religious Directives"). In furtherance of the foregoing, the purposes for which the Corporation is organized are:

- (a) To reduce unnecessary duplication of services, technology, facilities and other capital expenditures by coordinating the delivery of health care services on a cost-effective basis, and increase access to capital resources;
- (b) To establish a community-focused comprehensive delivery system to respond to the changing health care environment and to meet future health care needs of the population served;
- (c) To expand access to health care to those individuals in underserved areas or who are otherwise unable to obtain adequate health care due to an inability to pay and to participate in activities designed to promote the health of such individuals;
- (d) To reduce the cost of delivering health care services while enhancing the general quality of and access to health care furnished;
- (e) To provide broad access to quality health care at a competitive cost;
- (f) To construct, own, acquire, lease, manage, operate, provide and maintain hospitals, other health care facilities, nursing homes, congregate living facilities, clinics, infirmaries and other establishments and programs providing health care, surgery, treatment and services to all areas of the community, the sick, the aged, the disabled and infirm;
- (g) To provide counseling, patient education, self care and home health care services for the sick, aged, disabled and infirm;
- (h) To carry on any educational activities related to rendering care to the sick, injured and aged, or to the promotion of health, that in the opinion of the Board of Trustees of the Corporation and/or the Corporate Member, as hereinafter defined, may be justified by the facilities, personnel, funds and other requirements that are, or can be, made available;
- (i) To promote and carry on scientific research related to the care of the sick and injured;

(j) To participate in joint or coordinated planning, service, development, and management operations and endeavors, experimental or otherwise, with other health care providers in order to lower costs and increase quality and accessibility of necessary health care services, and to engage in other operations, services or functions in health care and health care planning;

(k) To enter into arrangements with managed care organizations and other third party payors to ensure the provision of high quality, cost-effective health care services to patients;

(l) To provide a means by which physicians may participate together with hospitals and other health care providers in a lawful integrated delivery network providing broad geographic coverage of physicians, hospitals and other health care services that benefit the community as well as third-party payors;

(m) To maintain local involvement, including local representation in corporate membership and governance;

(n) To construct, own, acquire, lease, manage, operate, provide and maintain any facilities, programs, goods and services (management or otherwise), and related activities, in furtherance of health care or health education, either directly or indirectly;

(o) To solicit, receive and manage state, federal, local and private grants, gifts, donations, devises and bequests, and to provide grants, loans, scholarships and donations, in furtherance of the aforementioned charitable projects and purposes, and to advance the quality and availability of health care services;

(p) To organize, as an incorporator, or to cause to be organized under the laws of the State of Florida or of any other state of the United States of America, or of the District of Columbia, or of any commonwealth, territory, agency, or instrumentality of the United States of America, or of any foreign country, a corporation or corporations for the purpose of conducting or promoting any business or purpose for which corporations may be organized, whether for pecuniary profit or otherwise, and to dissolve, windup, liquidate, merge or consolidate any such corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated;

(q) To acquire and hold any interest in, and to act as a voting member, shareholder, partner, trustee or joint venturer of any corporation, partnership, trust, joint venture or other entity now existing or hereafter organized;

(r) To promote, support and enhance the mission, identity and purposes of the Corporation while accomplishing the foregoing purposes;

(s) To provide a benefit to the Member to the extent permitted under these Articles of Incorporation, the Bylaws of the Corporation and the Act;

(t) To perform, foster and support acts of Christian charity among the sick and ailing and provide resources for the restoration of health and the prevention of disease.

(u) To further promote and support the benevolent, charitable, scientific religious and educational activities of Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church ("Catholic Health Ministries"), or of any public charitable corporation carrying on the works of, originally founded by, or supported by Catholic Health Ministries, provided that such organizations qualify as exempt organizations under Section 501(c)(3) of the Code.

(v) To perform such acts as the Board of Trustees of the Corporation and/or the Member may deem appropriate to accomplish the purposes of the Corporation.

ARTICLE V

LIMITATIONS ON ACTIVITIES

The Corporation will not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Member, Trustees, 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 and distributions to its Corporate Member in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; 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. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or (iii) any corporation described in Section 509(a) of the Code.

ARTICLE VI

MEMBER

Section 1. Member. BayCare Health System, Inc. is the sole member ("Member" or "Corporate Member") of the Corporation. As such, BayCare Health System, Inc. shall have such Member rights and powers as are specified under Florida law, these Articles of Incorporation and the Bylaws of the Corporation.

Section 2. Reserved Powers. The Member shall have such reserved powers as are set forth in the Bylaws of the Corporation.

ARTICLE VII

BOARD OF TRUSTEES

Subject to the reserved rights of the Corporate Member set forth in these Articles of Incorporation and in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the Act, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by the Member. Trustees shall be appointed as provided in the Bylaws of the Corporation. Additional provisions relevant to the Board of Directors shall be set forth in the Bylaws of the Corporation.

ARTICLE VIII

DISSOLUTION

Subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, as well as any claims, subventions or subvention-like rights of or owed to Catholic Health Ministries, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Corporate Member of this Corporation or its successors, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds or organizations which at the time appear in the Official Catholic Directory published annually by P.J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of Catholic Health Ministries have purposes most closely aligned to those of the Corporation, subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's registered office is 2985 Drew Street, Attention: Legal Services Department, Clearwater, Florida 33759. The name of the registered agent is BayCare Health System, Inc.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

ARTICLE XI

EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall be effective as of June 30, 2024.

IN WITNESS WHEREOF, the President of the Corporation has executed these Amended and Restated Articles of Incorporation to be effective as of June 30, 2024.

ST. JOSEPH'S HOSPITAL, INC.

By: _____

Kimberly Guy, President