

MAR. 31. 2011 8:15AM
Division of Corporations

TRENAM KEMKER

NO. 1795 P. 1
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*Amended & Restated
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALL CHILDREN'S HOSPITAL, INC.**

These Amended and Restated Articles of Incorporation of All Children's Hospital, Inc. (as amended and/or restated from time to time in accordance with Article IX) (the "Articles"), a not for profit corporation under the laws of the State of Florida which was reincorporated on November 10, 1964, are adopted and filed pursuant to the provisions of Section 617.1007, Florida Statutes, as amended and have been duly authorized, approved and adopted by the Board of Trustees and the sole member at special meetings thereof regularly called on March 24, 2011. These Articles shall be effective upon date of filing with the Secretary of State of Florida.

All amendments included in these Articles have been adopted pursuant to Sections 617.1007 and 617.1002, Florida Statutes, and there is no discrepancy between the Articles of Incorporation of All Children's Hospital, Inc., as heretofore amended, and the provisions of these Articles other than the inclusion of amendments adopted pursuant to Sections 617.1007 and 617.1002, Florida Statutes, as amended.

ARTICLE I

NAME

The name of the corporation is All Children's Hospital, Inc. (the "Corporation").

ARTICLE II

DURATION

The term of duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purposes. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, and not for pecuniary profit, and to the extent consistent with such purposes, to own, lease, conduct, operate or manage a hospital or hospitals within the State of Florida, and other health care facilities and facilities related thereto; to conduct health educational and training programs for physicians, nurses, other health care professionals and the general public; to conduct other activities related to the operation of a hospital, including but not limited to, extended care, outpatient care and home care, to cooperate with other charitable organizations and institutions interested in the physical, mental and moral betterment of children; and to make contributions and confer benefits in furtherance of its purposes to (a) All Children's Health System, Inc. ("ACHS"), All Children's Hospital

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Foundation, Inc. ("ACHF"), All Children's Research Institute, Inc. ("ACRI"), Pediatric Physician Services, Inc. ("PPS"), West Coast Neonatology, Inc. ("WCN"), SurgiKid of Florida, Inc. ("SurgiKid"), or Kids Home Care, Inc. ("KHC"), or (b) if none of those organizations remain in existence or after a vote of 75% of the members of the Board of Trustees then in office (a "Supermajority Board Vote"), then to such other organization or organizations that qualify as organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States internal revenue law (the "Code").

Section 3.2. Limitations. 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, 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 in Section 3.1 of this Article III. 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 any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by any organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.3. Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to ACHF, ACRI, ACHS, PPS, WCN, SurgiKid, KHC, or if none of those organizations remain in existence, to JHHS or JHU, or if neither of those organizations remain in existence, to such other organization or organizations organized for charitable, educational or scientific purposes and having its or their principal place of business in Pinellas County, Florida, as the Board of Trustees shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as organizations exempt from federal income taxation under Section 501(c)(3) of the Code.

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ARTICLE IV

POWERS

Subject to the restrictions and limitations set forth in Article III and the reserved powers set forth in Article V of the Member (as defined in Section 5.2 below), the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to not for profit corporations under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all of any of its property, franchises or income; to conduct its affairs, carry on its operations and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein; to sell, convey, mortgage, grant security interests in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the Board of Trustees to be in furtherance of such purpose or purposes.

ARTICLE V

MEMBERSHIP

Section 5.1. Nonstock Basis. The Corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

Section 5.2. Member. The Corporation shall have one member, which shall be The Johns Hopkins Health System Corporation (the "Member").

Section 5.3. Reserved Powers. The Member shall have those powers conferred on a member by Florida law. In addition, the Corporation may not take any of the following actions without the prior written approval of the Member:

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- (i) Changes in the mission of the Corporation.
- (ii) Amendments to the bylaws of the Corporation or to these Articles.
- (iii) Dissolution or liquidation of the Corporation.
- (iii) Merger or consolidation of the Corporation including transfer of all or substantially all of the Corporation's assets.
- (v) Adoption of the annual operating and annual capital budgets of the Corporation.
- (iv) Incurrence of any new debt or any unbudgeted capital expenditure of more than \$750,000, except in the case of an emergency (and after which the Corporation shall seek ratification of the Member for any emergency debt or expenditure).
- (vii) Approval of the Corporation's strategic plans and amendments thereto.
- (v) Approval of future affiliations between the Corporation and any third party which, directly or indirectly, involve the use of the All Children's Hospital name or publicly associates the Corporation with any third party.
- (ix) Participation in any networks with a material financial impact on the Corporation (other than those in which the Corporation participates as of March 31, 2011).
- (x) Approval of the execution of or amendments to the articles of incorporation, bylaws, operating agreements or other organizational documents of any subsidiary organization.
- (xi) Approval of the election of directors or trustees to any subsidiary organization or approval of the exercise of any other powers conferred on the Corporation by a subsidiary organization or ACHS.
- (xii) Appointment of members of the Board of Trustees of the Corporation recommended through the Board nominating process set forth in the Corporation's bylaws.
- (xiii) Appointment and annual reappointment of the corporate and Board officers of the Corporation, including the President/Chief Executive Officer and the Vice Dean/Pediatrician in Chief.

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ARTICLE VI

BOARD OF TRUSTEES

Section 6.1. Board of Trustees. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Trustees, except as otherwise provided by law or in these Articles or the bylaws of Corporation.

Section 6.2. Number and Election. The Board of Trustees shall consist of up to thirty-five (35) trustees. The number of trustees may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than three (3). The trustees including any ex officio trustees who may be provided for in the bylaws of the Corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the Corporation.

ARTICLE VII

INDEMNIFICATIONS

Subject to the bylaws, the Board of Trustees is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VIII

BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended or repealed only by the Board of Trustees with the approval of the Member.

ARTICLE IX

AMENDMENTS

These Articles may be amended only by the Board of Trustees with the approval of the Member.

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ARTICLE X

INITIAL AND PRESENT REGISTERED OFFICE AND REGISTERED AGENT

Section 10.1. The street address of the initial registered office of the Corporation is 801 Sixth Street, South, St. Petersburg, Florida, 33701, and the name of its initial registered agent at such address is J. Dennis Sexton.

Section 10.2. The street address of the present registered office of the Corporation is 501 Sixth Avenue South, St. Petersburg, Florida 33701, and the name of the present registered agent at such address is Gary A. Carnes.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of All Children's Hospital, Inc., were executed by the Corporation by its President and attested by its Assistant Secretary under the corporate seal, this 21st day of MARCH, 2011.

SIGNATURE PAGE FOLLOWS

ALL CHILDREN'S HOSPITAL, INC.

(CORPORATE SEAL)

By


Gary A. Carnes, President

Attest:


Helene M. Marra, Assistant Secretary

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MAR. 31. 2011 8:16AM

TRENAM KEMKER

NO. 1795 P. 8

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STATE OF FLORIDA)
COUNTY OF PINELLAS)

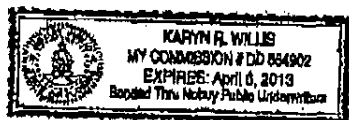
The foregoing instrument was acknowledged before me this 30th of March, 2011, by Gary A. Carnes and Helene M. Mastra, the President and Assistant Secretary, respectively, of All Children's Hospital, Inc., a Florida corporation not for profit, on behalf of the Corporation.

(NOTARIAL SEAL)

Karyn R. Willis

Notary Public, State of Florida at Large.

My Commission Expires:



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