

Division of Corporations

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**709298**

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EXAMINER

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

709298

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the sole member and the trustees of St. Joseph's Hospital of Tampa Foundation, Inc. (the "Corporation"), consented to and adopted these Amended and Restated Articles of Incorporation of the Corporation which Articles of Incorporation were originally filed on July 13, 1965.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Corporation is St. Joseph's Hospital of Tampa Foundation, Inc., and the principal place of business of the Corporation shall be located at 2700 W. Dr. Martin Luther King, Jr. Boulevard, Suite 310, Tampa, Florida 33607.

**ARTICLE II**

**DEFINITIONS**

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

- (a) 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.
- (b) The term "Bylaws" means the Bylaws of the Corporation, as the same may be further amended or revised from time to time.
- (c) The term "Corporation" means St. Joseph's Hospital of Tampa Foundation, 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.

#### 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 have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are to advance, promote and support through CHE Trinity, Inc., an Indiana nonprofit corporation ("CHE Trinity Health"), and its successors and constituent corporations, the Catholic healthcare ministries and Catholic healthcare mission 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"), and to do any and all acts that are necessary, proper, useful, incidental or advantageous to the above-stated purposes in conformity with the ethical and moral teachings of the Roman Catholic Church, the traditions, spirit and charism of Catholic Health Ministries, and 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"). This Corporation shall be operated in accordance with the canon law of the Roman Catholic Church. This Corporation shall operate under the philosophy and guidance of the Corporate Member, as hereafter defined, without regard to race, creed, color, gender, age, national origin or ability to pay. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- (a) To operate exclusively for the benefit of, perform the functions of and carry out the purposes of St. Joseph's Hospital, Inc., a Florida not for profit corporation and its qualifying affiliated organizations, so long as such organizations are organizations described by Section 509(a)(1) or (2) of the Code;
- (b) 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.
- (c) To promote education and establish educational programs for patients and staff, and other groups.
- (d) To cooperate with health care systems, health planning agencies, governmental agencies and other health and welfare organizations.
- (e) To promote health and welfare of the communities served and humankind through scientific research, education and treatment.
- (f) To promote and encourage the establishment of facilities which are related to or will be beneficial to health care.

(g) To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in the furtherance of the mission and purposes of this Corporation in conformity with the reservation of powers in the Bylaws.

(h) To promote, support, and conduct charitable, scientific and/or educational activities qualifying under Section 501(c)(3) of the Code.

(i) To make gifts, grants or donations to other exempt charitable organizations.

(j) To further, promote and support the benevolent, charitable, scientific, religious and educational activities of Catholic Health Ministries, or of any public charitable corporation carrying on the works of, originally founded by, or supported by Catholic Health Ministries or the Corporation, provided that such organizations qualify as exempt organizations under Section 501(c)(3) of the Code.

(k) To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

#### ARTICLE V

##### POWERS

Except as limited by these Articles of Incorporation, the Corporation shall have and exercise all rights and powers in furtherance of its mission and purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

#### ARTICLE VI

##### LIMITATIONS ON ACTIVITIES

The Corporation will not be operated for 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 Corporate Member, Trustees, Officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation. 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 in violation of any provisions applicable to corporations exempt from taxation under Section 501(a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE VII

### MEMBERSHIP

Section 1. The sole Member of the Corporation shall be St. Joseph's Health Care Center, Inc., a Florida not for profit corporation (the "Member" or "Corporate Member"). The Corporate Member and the Corporation both participate in the health care system of CHE Trinity Health.

Section 2. Certain powers have been expressly reserved to the Corporate Member in these Articles of Incorporation and the Bylaws of the Corporation. Action by the Corporation shall not be taken until the Corporate Member, acting through its Board of Trustees, and, in some cases, CHE Trinity Health, acting through its Board of Directors, and Catholic Health Ministries, as applicable, shall have exercised their respective reserved powers in accordance with their respective governance documents. Action by the Corporation with respect to which action by the Corporate Member or CHE Trinity Health is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by the respective party. The following powers are reserved to the Corporate Member and CHE Trinity Health, as indicated:

(a) As reserved to the Board of Trustees of the Corporate Member:

(i) Approve the amendment or restatement of the Articles of Incorporation of the Corporation, in whole or in part, and recommend the same to CHE Trinity Health for adoption.

(ii) Approve the amendment or restatement of Key Bylaws Provisions (as defined in the Bylaws) of the Corporation, in whole or in part, and recommend the same to CHE Trinity Health for adoption.

(iii) Approve the amendment or restatement of non-Key Bylaws Provisions of this Corporation, in whole or in part.

(iv) Appoint and remove Trustees of the Corporation, with or without cause.

(v) Approve the official interpretation of the philosophy and mission of the Corporation.

(vi) Approve the strategic plan of the Corporation.

(vii) Approve the annual operating plan and budget of the Corporation.

(viii) Approve Significant Financial Transactions (as defined in the Bylaws) and significant budget variances of the Corporation, and recommend the same to CHE Trinity Health for adoption and authorization.

(ix) Approve the establishment or dissolution of organizational relationships by the Corporation, including without limitation, subsidiary corporations, and

significant partnerships, joint ventures and mergers as defined by the CHE Trinity Health Governance Documents, and recommend the same to CHE Trinity Health for adoption and authorization.

(b) As reserved to the CHE Trinity Health Board of Directors:

(i) Adopt, amend, modify or restate the Articles of Incorporation of the Corporation, in whole or in part, or if the CHE Trinity Health Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(ii) Adopt, amend, modify or restate the Key Bylaws Provisions of the Corporation, in whole or in part, or if the CHE Trinity Health Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(iii) Approve and authorize Significant Financial Transactions and significant budget variances of the Corporation, or if the CHE Trinity Health Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(iv) Approve and authorize the establishment or dissolution of organizational relationships by the Corporation, including without limitation, subsidiary corporations, and sufficient partnerships, joint ventures and mergers as defined by the CHE Trinity Health Governance Documents (as defined in the Bylaws), or if the CHE Trinity Health Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(c) As reserved to Catholic Health Ministries:

(i) Ratification of those mergers, consolidations, dissolutions or other fundamental corporate reorganizations of the Corporation, as required by canon law and CHE Trinity Health policies consistent therewith.

**ARTICLE VIII**

**BOARD OF TRUSTEES**

Subject to the rights of the Member, the business and affairs of the Corporation will be managed by or under the direction of the corporation's Board of Trustees. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the Board of Trustees shall be governed by the Bylaws of the Corporation.

**ARTICLE IX**

**OFFICERS**

Section 1. The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including

without limitation, one or more Senior, Assistant or other Vice-Presidents, and an Assistant Treasurer.

Section 2. The officers shall be appointed, removed and hold office as provided in the Bylaws.

Section 3. The officers shall have such powers and responsibilities as provided in the Bylaws.

#### ARTICLE X

##### REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's registered office is 2700 W. Dr. Martin Luther King, Jr. Boulevard, Suite 310, Tampa, Florida 33607. The name of the registered agent is Lorraine Lutton.

#### ARTICLE XI

##### 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. Kennedy & 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.

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**ARTICLE XII**

**AMENDMENTS TO ARTICLES OF INCORPORATION**

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

These Amended and Restated Articles of Incorporation were adopted by the Member of the Corporation on June 26, 2014, and the number of votes cast in favor of the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has executed these Amended and Restated Articles of Incorporation on this thirtieth day of June, 2014.

ST. JOSEPH'S HOSPITAL OF TAMPA  
FOUNDATION, INC.

By: Deborah A. Kotch  
Deborah A. Kotch, CFRE, President



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process on behalf of St. Joseph's Hospital of Tampa Foundation, Inc. (the "Corporation"), at the place designated in the Amended and Restated Articles of Incorporation of the Corporation, the undersigned hereby states that she is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Dated this thirtieth day of June, 2014.

By: *Lorraine Lutton*  
Name: Lorraine Lutton