

714675

ACCOUNT NO. : 072100000032

REFERENCE : 448203 4381472

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 43.75

ORDER DATE : July 1, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 448203-005

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CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: SOUTH FLORIDA BAPTIST
HOSPITAL, INC.

EFFECTIVE DATE: JULY 1, 1997

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

*AM + Rest
DRG-1*

97 JUL -1 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL -1 PM 11:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA BAPTIST HOSPITAL, INC.**

1. These Amended and Restated Articles of Incorporation are executed pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, as amended, such Amended and Restated Articles of Incorporation to be effective July 1, 1997.

2. These Amended and Restated Articles of Incorporation were duly adopted by the member(s) of the Corporation on June 30, 1997. The number of votes cast for the amendment was sufficient for approval.

3. The following Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended, in their entirety and shall be the Articles of Incorporation of the Corporation.

ARTICLE I.

NAME

The name of the Corporation is: **SOUTH FLORIDA BAPTIST HOSPITAL, INC.**

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 Amended and Restated Bylaws of the Corporation, as the same may be further amended or revised from time to time.

3. The term "Code" means the Internal Revenue Code of 1986, as it may be amended from time to time, or comparable provisions of subsequent legislation.

4. The term "Corporation" means South Florida Baptist Hospital, Inc., a Florida not for profit corporation, unless, from its context or use, it clearly has a different meaning.

5. The term "Member" means those persons from time to time serving on the Board of Trustees of the Corporation.

ARTICLE III.

PRINCIPAL OFFICE

The address of the Corporation's principal place of business and the mailing address of the Corporation are 301 N. Alexander Street, Plant City, Florida 33566.

ARTICLE IV.

PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE V.

PURPOSES

The Corporation is organized exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code. 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 directors of the Corporation and/or the Member 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 compete more effectively;

M. 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;

N. To maintain local involvement, including local representation in corporate membership and governance;

O. 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;

P. 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;

Q. 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;

R. 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;

S. To promote, support and enhance the mission, identity and purposes of the Corporation while accomplishing the foregoing purposes;

T. To provide a benefit to its Member to the extent permitted under these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation and the Act;

U. To perform such acts as the board of directors of the Corporation and/or the Member may deem appropriate to accomplish the purposes of the Corporation; and

V. To operate 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:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Member, directors, 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 and to make payments and distributions to its Member as specified in the Joint Operating Agreement;

(2) 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; and

(3) Notwithstanding any other provisions of these Amended and Restated 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, (ii) a corporation, contributions to which 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

The membership of this Corporation shall consist of twenty-one (21) persons, who shall be members of Missionary Baptist Churches in Florida, affiliated with the Florida Baptist Convention and the Southern Baptist Convention and serve on the Corporation's Board of Trustees. Trustees shall serve for a term of three (3) years or as otherwise provided in the By-Laws of the Corporation. Trustees shall be divided into three (3) groups so that the term of office of one-third (1/3) of the membership shall expire each year. The membership of the Corporation shall be referred to collectively as the "Member".

The Member of the Corporation shall have such rights and powers as are specified in these Amended and Restated Articles of Incorporation, in the Bylaws of the Corporation and in the Act. In furtherance of the foregoing, the Member shall reserve to itself in its capacity as the corporate member of the Corporation, the following two categories of actions: Class I Member reserved rights and Class II Member reserved rights.

A. Class I Member Reserved Rights.

(1) Addition, deletion or reconfiguration of services of the Corporation.

(2) Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.

(3) Exclusive authority to enter into managed care contracts on behalf of the Corporation.

(4) Approval of contracts on behalf of the Corporation (but the Member may establish policies from time to time providing that only specific types of contracts or contracts involving obligations in excess of specified levels need to be approved by the Member).

(5) Authority to establish fees and charges on behalf of the corporation.

(6) Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.

(7) Establishment of employment and other policies applicable to all personnel employed by the Corporation.

(8) Approval of the philosophy, mission statement and purposes of the Corporation.

(9) Approval of changes in the Bylaws of the Corporation or in these Amended and Restated Articles of Incorporation.

(10) Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.

(11) Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Member.

(12) Approval of the establishment of additional affiliates or subsidiaries of the Corporation.

(13) Adoption of strategic plans or major changes in programs or services of the Corporation.

(14) Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Member.

B. Class II Member Reserved Rights.

(1) Approval of the philosophy, mission statement and purposes of the Corporation.

(2) Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.

(3) Approval of the closure of a hospital facility of the Corporation.

(4) Change in the name of the hospital facility of the Corporation.

(5) Approval of substantive changes in the Bylaws of the Corporation and these Amended and Restated Articles of Incorporation.

(6) With regard to any assets of the Corporation no longer required in the operations of the Corporation, approval of any sale or other disposition of any assets not in the ordinary course which have a value in excess of \$3 million, and with regard to all other assets of the Corporation used in the operations of the Corporation, approval of any sale or other disposition of such assets not in the ordinary course (but the foregoing is not intended to limit any transfer of the location of the assets from the Corporation to another entity in connection with a duly authorized reconfiguration of services).

ARTICLE VII.

BOARD OF DIRECTORS

Subject to the reserved rights of the Member set forth in these Amended and Restated 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 directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the Act, these Amended and Restated Articles of Incorporation, or the Bylaws directed or required to be exercised or done by the Member. Directors shall be elected as provided in the Bylaws of the Corporation. Except as otherwise provided in these Amended and Restated 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 directors of the Corporation shall be governed by the Bylaws of the Corporation.

ARTICLE VIII.

REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's registered office is 301 North Alexander, Plant City, Florida 33566. The name of the registered agent at such registered office is William H. Anderson.

ARTICLE IX.

DISSOLUTION

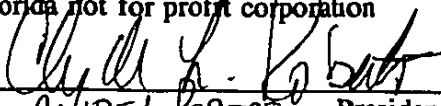
In the event of the dissolution of the Corporation, the assets of the Corporation remaining after the payment of all debts, claims and obligations of the Corporation shall be distributed to the Member, if the Member is then existing and qualified as a charitable, scientific, religious or educational organization under Section 501(c)(3) of the Code; and if the Member is not so existing and qualified, or if the Member is an individual, then the assets of the Corporation shall be distributed to such existing and qualified Section 501(c)(3) organization or organizations as shall be designated by the Board of Directors of the Corporation.

ARTICLE X.

**AMENDMENTS TO AMENDED AND
RESTATED ARTICLES OF INCORPORATION**

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

SOUTH FLORIDA BAPTIST HOSPITAL, INC.,
a Florida not for profit corporation

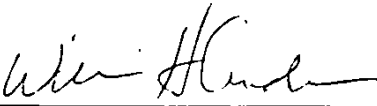
By: 
Clyde L. Roberts, President

ATTEST:


Carolyn Duyck Cannon, Secretary

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent of William H. Anderson, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further states that he/she is familiar with and accepts the obligations of his/her position as Registered Agent and agrees to comply with all laws relating to the proper and complete performance of his/her duties.

By: 
Name: William H. Anderson

Date: June 20, 1997