

714675

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

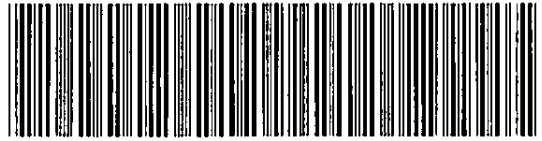
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300430638063

effective date 6-30-24

06/28/24 0000-011 \*\*210.00

FILED

2024 JUN 28 AM 9:29

CLERK OF STATE  
TALLAHASSEE, FLORIDA

A. RAMSEY

JUL 11. 2024

TALLAHASSEE, FLORIDA

2024 JUN 28 AM 8:08

RECEIVED

RA

\*00789, 00524, 00671  
\*00789, 00524, 00671



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 1, 2024

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

SUBJECT: SOUTH FLORIDA BAPTIST HOSPITAL, INC.  
Ref. Number: 714675

We have received your document for SOUTH FLORIDA BAPTIST 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 pursuant to the 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.

Annette Ramsey  
OPS

Letter Number: 124A00014325

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

## COVER LETTER

Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: South Florida Baptist Hospital, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$52.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: BayCare Legal Services Department

Name (Printed or typed)

2985 Drew Street

Address

Clearwater, Florida 33759

City, State & Zip

727-519-1883

Daytime Telephone number

legal.services@baycare.org

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

**NOTE: Please provide the original and one copy of the document.**

FILED

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

2014 JUN 28 AM 9:30  
SECRETARY 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 members.
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**

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 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" shall have the meaning set forth in Article VI of these Amended and Restated Articles of Incorporation.

**ARTICLE III  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation are 3202 North Park Road, Plant City, Florida 33563.

**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 Trustees 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 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 such acts as the Board of Trustees of the Corporation and/or the Member may deem appropriate to accomplish the purposes of the Corporation; and

(u) 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 if specified in the Bylaws;

(2) No substantial part of the activities of the Corporation shall be the carrying on or 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**

Section 1. Member. BayCare Health System, Inc. is the sole member ("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** **LEGACY BOARD OF TRUSTEES**

The Corporation shall have a legacy Board of Trustees ("Legacy Board of Trustees") with specific reserved rights as set forth in the Bylaws. Individuals participating on the Legacy Board of Trustees shall be appointed as provided in the Bylaws of the Corporation. Additional provisions relevant to the Legacy Board of Trustees shall be set forth in the Bylaws of the Corporation.

**ARTICLE VIII**  
**BOARD OF TRUSTEES**

Subject to the reserved rights of the Member and the Legacy Board of Trustees 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 Trustees shall be set forth in the Bylaws of the Corporation.

**ARTICLE IX**  
**REGISTERED AGENT AND REGISTERED OFFICE**

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**  
**DISSOLUTION**

In the event of dissolution of the Corporation, the assets of the Corporation remaining after 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 Trustees of the Corporation.

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

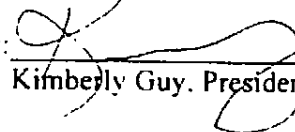
These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

**ARTICLE XII**  
**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.

SOUTH FLORIDA BAPTIST HOSPITAL, INC.

By:  \_\_\_\_\_  
Kimberly Guy, President

☒ 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)