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**RESTATED
ARTICLES OF INCORPORATION
of
ADVENTIST HEALTH SYSTEM/SUNBELT, INC.
(A Corporation Not For Profit)**

Part I

These Restated Articles of Incorporation restate and amend provisions of the Articles of Incorporation of Adventist Health System/Sunbelt, Inc. currently of record and amend the Articles of Incorporation as identified in Part II.

**ARTICLE I
Name**

The name of the corporation shall be ADVENTIST HEALTH SYSTEM/SUNBELT, INC.

**ARTICLE II
Purposes**

The corporation is organized and operated as a charitable not for profit corporation under the provisions of Sections 501(c)(3) and 509(a) of the Internal Revenue Code (the "Code"). The purposes for which the corporation is formed are exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code. The property, assets, profits and net income of the corporation are irrevocably dedicated to religious, educational, scientific and charitable purposes, and no part of the profits or net income of the corporation shall ever inure to the benefit of, or be distributed to any director, officer, or member (excluding permissible distributions, including reasonable compensation for services rendered) or to the benefit of any private shareholder or individual. In furtherance of its charitable purposes, the corporation shall operate to further the health ministry of its Member, an integrated delivery system of health care, in such ways as the Board of Directors shall determine.

**ARTICLE III
Corporate Powers**

The corporation is organized under the Florida Not For Profit Corporation Act. In addition to the powers granted by the aforementioned Act, the corporation shall be empowered to:

- a. Establish, own, lease, manage, maintain and operate systems of health care institutions and related organizations, sanitariums, hospitals, clinics, medical institutions, health management organizations, fitness centers, nursing homes, retirement homes and treatment rooms where the sick may be treated with or without pay for services rendered.

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- b. Train personnel in the primary and intermediate branches of health and medical education, including nursing and related health sciences.
- c. Publish and distribute literature on health, disease, and hygiene.
- d. Instruct people regarding the health sciences, laws of life, and true methods of living.
- e. Market and promote health foods and other related products.
- f. Solicit, collect, receive, acquire, hold, and invest money and property, both real and personal, including money and property received as gift, contribution, bequest, or devise, and to sell and convert property, both real and personal, into cash.
- g. Purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership.
- h. Purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property.
- i. Borrow money, incur indebtedness, and to secure repayment of mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.
- j. Enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision.
- k. Use the assets of the corporation and the proceeds, income, rents, issues, and profits derived from any property of the corporation for any of the purposes for which the corporation is formed.
- l. Do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which the corporation is formed.
- m. Support tax-exempt nonprofit corporations for which Adventist Health System/Sunbelt, Inc. is the sole member.
- n. Issue annuities for the life or lives of the annuitant or annuitants and to execute trust agreements.

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ARTICLE IV
Member; Meetings; Voting

- SECTION 1** Member. The sole Member of the corporation shall be Adventist Health System Sunbelt Healthcare Corporation, a Florida not for profit corporation.
- SECTION 2** Meetings. Regular meetings of the Member shall be held in accordance with the provisions of the Bylaws of the corporation.
- SECTION 3** Voting. The Member shall be entitled to vote on those matters identified in these Articles of Incorporation and the corporate Bylaws. The Member shall not vote by proxy.

ARTICLE V
Term

The term for which the corporation is to exist shall be perpetual.

ARTICLE VI
Officers

- SECTION 1.** Categories of Officers. The corporation shall have three (3) categories of officers: (a) board officers, (b) corporate officers, and (c) administrative officers.
- (a) Board Officers. Board Officers of the corporation shall be those individuals who serve as board officers of the Member's board of directors.
- (b) Corporate Officers. Corporate Officers shall include a president, one (1) or more vice presidents, a secretary, a treasurer and one (1) or more assistant secretaries.
- (c) Administrative Officers. Administrative Officers of the corporation shall include chief executive officers of each division, region, market, and health care operation (including hospitals) owned and/or operated by the corporation, as well as departmental vice presidents and directors of any of the health care operations.
- SECTION 2.** Election of Officers. The officers shall be elected as provided in the Bylaws of the Corporation.

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ARTICLE VII
Corporate Governance; Board of Directors

- SECTION 1. Governance. In accordance with the provisions of Section 617.0801 of the Act, the corporation has established a two-tier governance structure under which the business affairs and funds of the corporation are to be managed. The role and authority of the Board of Directors and each Regional Board of a Division are more fully described in Article III ("Corporate Governance; Board of Directors") and Article VII ("Governance of the Divisions and Management of the Health Care Operations") of the Bylaws of the corporation, as amended. Exercise of the authority granted to the Board of Directors and/or Regional Board of a Division shall be subject to the retained powers of the Member.
- SECTION 2. Board of Directors. The Board of Directors shall be comprised of twenty-four (24) individuals. The number of directors may be amended from time to time by amendment of these Restated Articles and the Bylaws of the corporation. Individuals shall be appointed to the Board of Directors and hold office in accordance with the Bylaws. Directors shall not vote by proxy.

ARTICLE VIII
Bylaws

The Bylaws of the corporation are to be made, altered or rescinded by the Member at any regular meeting or special meeting called for that purpose, or by consent of the Member without a meeting pursuant to the provisions of Article II of the Bylaws.

ARTICLE IX
Dissolution

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of the corporation shall be distributed to the Member. In the event the Member is not in existence or does not qualify for exemption under Section 501(c)(3) at the time of distribution of the assets of the corporation, the assets of the corporation will be turned over to the Southern Union Conference of Seventh-day Adventists, which is organized and operated exclusively for religious and charitable purposes under Internal Revenue Code Section 501(c)(3).

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**ARTICLE X
Principal Office**

The principal office of the corporation at the time of the filing of these Restated Articles of Incorporation is located at 900 Hope Way, Altamonte Springs, Seminole County, Florida.

**ARTICLE XI
Amendments to the Articles of Incorporation**

These Restated Articles of Incorporation may be amended either at a regular or special meeting of the Member called for that purpose, or by consent of the Member without a meeting pursuant to the provisions of Article II of the Bylaws.

**ARTICLE XII
Resident Agent**

The name and address of the Resident Agent of the corporation is Jeff Bromme, 900 Hope Way, Altamonte Springs, Seminole County, Florida 32714.

PART II

1. These Restated Articles of Incorporation restate and amend the Restated Articles of Incorporation filed on October 6, 2015, which amendments are specified below:

a. The content of Article II ("Purposes") was deleted in its entirety and replaced with the following:

The corporation is organized and operated as a charitable not for profit corporation under the provisions of Sections 501(c)(3) and 509(a) of the Internal Revenue Code (the "Code"). The purposes for which the corporation is formed are exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code. The property, assets, profits and net income of the corporation are irrevocably dedicated to religious, educational, scientific and charitable purposes, and no part of the profits or net income of the corporation shall ever inure to the benefit of, or be distributed to any director, officer, or member (excluding permissible distributions, including reasonable compensation for services rendered) or to the benefit of any private shareholder or individual. In furtherance of its charitable purposes, the corporation shall operate to further the health ministry of its Member, an integrated delivery system of health care, in such ways as the Board of Directors shall determine.

b. The content of Article III ("Corporate Powers") was deleted in its entirety and replaced with the following:

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The corporation is organized under the Florida Not For Profit Corporation Act. In addition to the powers granted by the aforementioned Act, the corporation shall be empowered to:

- a. Establish, own, lease, manage, maintain and operate systems of health care institutions and related organizations, sanitariums, hospitals, clinics, medical institutions, health management organizations, fitness centers, nursing homes, retirement homes and treatment rooms where the sick may be treated with or without pay for services rendered.
 - b. Train personnel in the primary and intermediate branches of health and medical education, including nursing and related health sciences.
 - c. Publish and distribute literature on health, disease, and hygiene.
 - d. Instruct people regarding the health sciences, laws of life, and true methods of living.
 - e. Market and promote health foods and other related products.
 - f. Solicit, collect, receive, acquire, hold, and invest money and property, both real and personal, including money and property received as gift, contribution, bequest, or devise, and to sell and convert property, both real and personal, into cash.
 - g. Purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership.
 - h. Purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property.
 - i. Borrow money, incur indebtedness, and to secure repayment of mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.
 - j. Enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision.
 - k. Use the assets of the corporation and the proceeds, income, rents, issues, and profits derived from any property of the corporation for any of the purposes for which the corporation is formed.
 - l. Do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which the corporation is formed.
 - m. Support tax-exempt nonprofit corporations for which Adventist Health System/Sunbelt, Inc. is the sole member.
 - n. Issue annuities for the life or lives of the annuitant or annuitants and to execute trust agreements.
- c. The content and title of Article IV ("Membership and Meetings") were deleted in their entirety and replaced with the following:

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Member; Meetings; Voting

SECTION 1 Member. The sole Member of the corporation shall be Adventist Health System Sunbelt Healthcare Corporation, a Florida not for profit corporation.

SECTION 2 Meetings. Regular meetings of the Member shall be held in accordance with the provisions of the Bylaws of the corporation.

SECTION 3 Voting. The Member shall be entitled to vote on those matters identified in these Articles of Incorporation and the corporate Bylaws. The Member shall not vote by proxy.

- d. The content of Article VI ("Officers") was deleted in its entirety and replaced with the following:

SECTION 1. Categories of Officers. The corporation shall have three (3) categories of officers: (a) board officers, (b) corporate officers, and (c) administrative officers.

- (a) Board Officers. Board Officers of the corporation shall be those individuals who serve as board officers of the Member's board of directors.
- (b) Corporate Officers. Corporate Officers shall include a president, one (1) or more vice presidents, a secretary, a treasurer and one (1) or more assistant secretaries.
- (c) Administrative Officers. Administrative Officers of the corporation shall include chief executive officers of each division, region, market, and health care operation (including hospitals) owned and/or operated by the corporation, as well as departmental vice presidents and directors of any of the health care operations.

SECTION 2. Election of Officers. The officers shall be elected as provided in the Bylaws of the Corporation.

- e. The content and title of Article VII ("Board of Directors and Executive Committee") were deleted in their entirety and replaced with the following:

Corporate Governance; Board of Directors

SECTION 1. Governance. In accordance with the provisions of Section 617.0801 of the Act, the corporation has established a two-tier governance structure under which the business affairs and funds of the corporation are to be managed. The role and authority of the Board of Directors and each Regional Board of a Division are more fully described in Article III ("Corporate Governance; Board of Directors") and Article VII ("Governance of the Divisions and Management of the Health Care Operations") of the Bylaws of the corporation, as amended. Exercise of the authority granted to the Board of Directors and/or Regional Board of a Division shall be subject to the retained powers of the Member.

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SECTION 2. Board of Directors. The Board of Directors shall be comprised of twenty-four (24) individuals. The number of directors may be amended from time to time by amendment of these Restated Articles and the Bylaws of the corporation. Individuals shall be appointed to the Board of Directors and hold office in accordance with the Bylaws. Directors shall not vote by proxy.

- f. The content of Article VIII ("Bylaws") was deleted in its entirety and replaced with the following:

The Bylaws of the corporation are to be made, altered or rescinded by the Member at any regular meeting or special meeting called for that purpose, or by consent of the Member without a meeting pursuant to the provisions of Article II of the Bylaws.

- g. Article IX ("Voting") was deleted in its entirety.
- h. Article X ("Dissolution") was renumbered Article IX and the content thereof was deleted in its entirety and replaced with the following:

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of the corporation shall be distributed to the Member. In the event the Member is not in existence or does not qualify for exemption under Section 501(c)(3) at the time of distribution of the assets of the corporation, the assets of the corporation will be turned over to the Southern Union Conference of Seventh-day Adventists, which is organized and operated exclusively for religious and charitable purposes under Internal Revenue Code Section 501(c)(3).

- i. Article XI ("Location and Existence") and Article XIV ("Principal Office") were combined, renumbered as Article X, and the content and title thereof replaced with the following:

Principal Office

The principal office of the corporation at the time of the filing of these Restated Articles of Incorporation is located at 900 Hope Way, Altamonte Springs, Seminole County, Florida.

- j. Article XII ("Amendments") was renumbered Article XI and the content and title thereof were deleted and replaced with the following:

Amendments to the Articles of Incorporation

These Restated Articles of Incorporation may be amended either at a regular or special meeting of the Member called for that purpose, or by consent of the Member without a meeting pursuant to the provisions of Article II of the Bylaws.

- k. Article XIII ("Resident Agent") was renumbered Article XII.

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2. The foregoing amendments and the Restated Articles of Incorporation of the corporation were unanimously adopted by the sole Member of the corporation on April 8, 2021, at a duly called and convened meeting and at which a quorum was present. Only the Member has the right to approve amendments to the Articles of Incorporation and Bylaws of the corporation.
3. There is no discrepancy between the Restated Articles of Incorporation filed on October 6, 2015, other than the inclusion of the amendments as set forth in Part II.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Restated Articles of Incorporation this 22nd day of April 2021.

**ADVENTIST HEALTH SYSTEM/SUNBELT,
Inc., a Florida not for profit corporation**

By: Terry D. Shaw
TERRY D. SHAW, President