

733552

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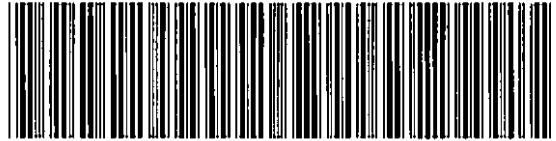
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
restated
Art.

NOV 09 2022

D. CONNELLEY



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 3, 2022

CT CORP

CORRECTED
Please Allow For
Same File Date

SUBJECT: BAPTIST HEALTH CARE FOUNDATION, INC.
Ref. Number: 733552

We have received your document for BAPTIST HEALTH CARE FOUNDATION, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

You can only file one amended and restated article. You can either use our form or the amended and restated articles you have created not both. Please choose one and resubmit your document.

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.

Tammi Cline
Regulatory Specialist II Supervisor

Letter Number: 122A00024685

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3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 09/29/2022

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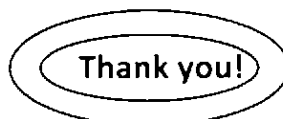
Name:	Baptist Health Care Foundation, Inc.
Document #:	
Order #:	14559641

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>	thank you!	
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 43.75



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BAPTIST HEALTH CARE FOUNDATION, INC.**

A. The name of this corporation is Baptist Health Care Foundation, Inc. ("Corporation").

B. The Corporation's Articles of Incorporation were filed July 25, 1975.

C. The Directors of this Corporation have adopted the following amendment and restatement to the Articles of Incorporation of this Corporation in accordance with the Florida Not For Profit Corporation Act.

D. These adopted amended and restated Articles of Incorporation supersede the original articles of incorporation and all amendments thereto.

E. As amended and restated, the Articles of Incorporation shall read as follows:

ARTICLE I – NAME

The name of this Corporation is Baptist Health Care Foundation, Inc.

ARTICLE II – PRINCIPAL OFFICE

The street address of the principal office of this Corporation shall be 1717 North E Street, Suite 320, Pensacola, Florida 32501, or at such other place as may from time to time be designated by the Board of Directors.

ARTICLE III – PURPOSES

The purposes for which the Corporation is organized are exclusively charitable, scientific or educational within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"), and in furtherance of these purposes:

(a) The Corporation shall promote and support, by donation, loan, investment or disposition of funds for the use and benefit and in furtherance of the interests and purposes of (i) Baptist Health Care, Inc., formerly known as Baptist Hospital, Inc. (hereinafter, the "Member") during such period as the Member shall be exempt from federal income taxation under 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); (ii) the health care and associated facilities owned, leased, managed, operated or controlled by Member or the Corporation; (iii) institutions separately incorporated which have the Member or the Corporation as its sole member or shareholder, provided that any such organization supported by the Corporation shall be exempt from federal income taxation under 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and (iv) any other not-for-profit and federally tax-exempt organization which is affiliated with the Corporation, the purposes of which are not inconsistent with those of the Corporation.

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FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

(b) The Corporation may raise funds for any or all of the organizations described in subsection (a) of this section from the public and from all other sources available; receive, maintain and administer such funds and expend principal and income therefrom in furtherance of these purposes.

(c) The Corporation may own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes, except that the Corporation may not create or acquire wholly owned or controlled subsidiary corporations without the express approval of the Member.

(d) The Corporation may contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.

(e) The Corporation shall otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of 501 (c)(3) of the Code, in the course of which operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members (except as contemplated in subsection (a) above), trustees, officers, or other 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 herein.

(ii) 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 except as authorized under the Internal Revenue Code.

(iii) Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 501 (c)(3) of the Code or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Code.

ARTICLE IV – MEMBERS AND DIRECTORS

(a) Member. The Corporation shall have a sole member, namely, Baptist Health Care, Inc. (f/k/a Baptist Hospital, Inc.) a Florida not for profit corporation as described in Section 501(c)(3) of the Code. The sole member shall have such rights and powers provided to voting members from time to time by the Florida Not For Profit Corporation Act and such duties and responsibilities are provided in the bylaws of the Corporation.

(b) Directors. The business and affairs of the Corporation shall be managed and conducted by its Board of Directors. The number, qualifications, selection, and terms of office of the members of the Board of Directors shall be in accordance with the bylaws of the Corporation.

ARTICLE V – REGISTERED AGENT AND ADDRESS

The name of the registered agent of the Corporation is Elizabeth C. Callahan. The address of this registered agent is 1717 North E. Street, Suite 320, Pensacola, Florida 32501. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE VI – TERM

The Corporation shall have perpetual existence unless it is dissolved pursuant to the laws of the State of Florida.

ARTICLE VII – OFFICERS

The affairs of the Corporation shall be managed by a Chairperson, one or more Vice Chairpersons, a Secretary, a Treasurer, and such other officers as shall be designated by the Board of Directors. Officers shall be elected at the annual meeting or at such times as vacancies shall occur.

ARTICLE VIII – BYLAWS

The bylaws of the Corporation may be made, altered or rescinded by the affirmative vote of two-thirds of the Directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of such proposed action shall have been published in or with the notice of the meeting, and provided further that the Member shall approve such action before it may become effective.

ARTICLE IX – AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by the Member or one or more of the Directors, and shall be adopted by the affirmative vote of two-thirds of the Directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of the proposed amendment(s) shall have been published in or with the notice of the meeting, and provided further that the Member shall approve such amendment(s) before the same may become effective.

ARTICLE X – DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation to the Member, if then in existence and if qualified under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, otherwise in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes to benefit the inhabitants of the general area of Pensacola, Florida, as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation

is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed in its name by its duly authorized officer this 21st day of September, 2022.

BAPTIST HEALTH CARE FOUNDATION,
INC.

a Florida not for profit corporation

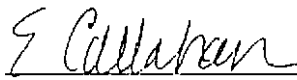
By: 

Print Name: Margaret Stapp

Its: Chairperson

**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT OF
BAPTIST HEALTH CARE FOUNDATION, INC.**

Having been, named as registered agent and to accept service of process for Baptist Health Care Foundation, Inc., at the place designated in the Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as registered agent.



ELIZABETH C. CALLAHAN

Date: September 21, 2022

CERTIFICATE

The Amended and Restated Articles of incorporation of Baptist Health Care Foundation, Inc. were adopted by the Directors on September 26, 2022 to be effective October 1, 2022 and the number of votes cast for the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, Baptist Health Care Foundation, Inc. has caused this Certificate to be signed in its name by its duly authorized officer effective this 21st day of September, 2022.

BAPTIST HEALTH CARE FOUNDATION,
INC.,
a Florida not for profit corporation

By: SCullahan
Print Name: Elizabeth Cullahan
Its: asst. secretary