

747255

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

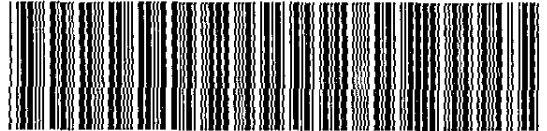
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400061388834

Amended &
Restated Article

05 NOV 21 PM 1:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 NOV 21 AM 11:00
RECEIVED
SECRETARY OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

AR
11/21/05



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 716534 4312787
AUTHORIZATION : *Debbie Skipper*
COST LIMIT : \$ 43.75

ORDER DATE : November 21, 2005
ORDER TIME : 9:43 AM
ORDER NO. : 716534-005
CUSTOMER NO: 4312787

DOMESTIC AMENDMENT FILING

NAME: BAPTIST HEALTH SOUTH FLORIDA
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Debbie Skipper -- EXT# 2948

EXAMINER'S INITIALS: _____

FILED
05 NOV 21 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended and Restated
ARTICLES OF INCORPORATION
OF

BAPTIST HEALTH SOUTH FLORIDA FOUNDATION, INC.

A Corporation Not-For-Profit

ARTICLE I. NAME

The name of this Corporation shall be:

BAPTIST HEALTH SOUTH FLORIDA FOUNDATION, INC., and it shall be located at 8900 North Kendall Drive, Miami, Florida 33176.

ARTICLE II. PURPOSES

a) The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of the United States.

b) The purposes of the Corporation are, and shall be, to encourage, aid, enrich, foster, support and promote the health care programs, operations and activities of Baptist Hospital of Miami, Inc., a not-for-profit Florida corporation ("Baptist Hospital"), South Miami Hospital, Inc., a not-for-profit Florida corporation ("South Miami Hospital"), Homestead Hospital, Inc., a not-for-profit Florida corporation ("Homestead Hospital"), Mariners Hospital, Inc., a not-for-profit Florida corporation ("Mariners Hospital"), and Doctors Hospital, Inc., a not-for-profit Florida corporation ("Doctors Hospital"), operating community hospitals in Miami-Dade County and Monroe County, Florida, and Baptist Outpatient Services, Inc., a not-for-profit Florida corporation, operating outpatient facilities in Miami-Dade County ("Baptist Outpatient Services"); and in connection therewith, to receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real, personal or intangible properties, and to hold, improve, operate, manage, lease, convey, invest, dispose of by gift, sale, lease or otherwise and transfer any and all of such properties in any lawful manner for the furtherance of its purposes herein stated, and to do and perform generally all acts reasonably incident to such purposes and objectives, all for the use and benefit of Baptist Hospital,

South Miami Hospital, Homestead Hospital, Mariners Hospital, Doctors Hospital (collectively referred to as the "Baptist Health South Florida Hospitals"), and Baptist Outpatient Services.

c) Donations to the Corporation that are designated for the support of one of the Baptist Health South Florida Hospitals or Baptist Outpatient Services shall be held in an account for the benefit of the designated hospital, or Baptist Outpatient Services, as applicable.

d) Donations to the Corporation not designated for the support of a specific Baptist Health South Florida Hospital or Baptist Outpatient Services shall be used for the support of any one or more of the Baptist Health South Florida Hospitals or of Baptist Outpatient Services, at the discretion of the Executive Committee of the Board of Directors.

e) No part of the revenues or assets of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private 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 herein set forth. 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. Notwithstanding any other provision of these Articles, 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 Section 501(c)(3) of the Internal Revenue Code of the United States or the corresponding section of any future federal tax code (the "Code"), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

f) Funds of the Corporation shall be transferred to and invested by Baptist Health South Florida, Inc. in accordance with policies adopted from time to time by Baptist Health South Florida, Inc.

ARTICLE III. MEMBERSHIP

Section 1. Membership. The Corporation shall have members distinct from the Board of Directors. The sole member of the Corporation is Baptist Health South Florida, Inc. (hereafter referred to as the "Member").

Section 2. Rights And Powers Reserved To Member. No attempted exercise of the rights or powers reserved to the Member in these Articles of Incorporation or in the Bylaws of the Corporation by any person other than the Member shall be valid or of any force or effect whatsoever.

Section 3. Meetings Of The Member. The annual meeting of the Board of Trustees of the Member shall be the annual meeting of the Member, unless otherwise determined by the Board of Trustees of the Member. Special meetings of the Member may be called at the discretion of the Board of Trustees of the Member.

Section 4. Manner of Action By The Member. The Member may take action through the board of Trustees or the Executive Committee of the Board of Trustees of the Member or through an officer of the Member. The Member may exercise the rights and powers reserved to it in and pursuant to these Articles of Incorporation and the Bylaws of the Corporation, and pursuant to policies adopted from time to time by the Board of Trustees of the Member in accordance with these Articles of Incorporation or the Bylaws of the Corporation.

Section 5. Additional Members, Successor Members. Additional members may be appointed by majority vote of the Board of Trustees of the Member. Additional members shall have only such rights and powers as are expressly authorized by the Board of Trustees of the Member and as are provided for in these Articles of Incorporation or the Bylaws of the Corporation. A new member may be appointed by majority vote of Board of Trustees of the Member to succeed the Member as the sole member of the Corporation, or to serve as one of multiple members.

Section 6. Termination of Membership. The membership of the Member may only be terminated by majority vote of the Board of Trustees of the Member.

ARTICLE IV. TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual unless and until the Corporation shall be dissolved in accordance with law.

ARTICLE V. OFFICERS

The officers of the Corporation who shall manage the affairs of the Corporation shall be a Chief Executive Officer, one or more Vice Presidents, a Secretary, a Treasurer, and such officers as

may be provided in the Bylaws of the Corporation, all of whom shall be elected or appointed as provided in the Bylaws of the Corporation.

ARTICLE VI. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

a) The Corporation shall have a Board of Directors consisting of not less than three (3) individuals. The Executive Committee of the Board of Directors shall be appointed in accordance with the Bylaws of the Corporation.

b) The business of the Corporation shall, subject to the rights and powers reserved to the Member or to the Board of Directors of the Corporation, be managed by the Executive Committee of the Board of Directors.

c) The Board of Directors and the Executive Committee of the Corporation may take action in person at a meeting at which a quorum is present, or by written consent (setting forth the action taken) signed by a majority of the voting members of the Board of Directors or a majority of the voting members of the Executive Committee, as applicable.

d) Neither the Executive Committee of the Board of Directors nor the Board of Directors may, without the prior approval of the Member:

1. Adopt a plan of dissolution of the Corporation;
2. Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
3. Adopt a plan of merger or consolidation of the Corporation with another Corporation;
4. Appoint or remove the independent auditors of the Corporation;
5. Sell or mortgage any real property owned by the Corporation or acquire any real property by donation or purchase; or
6. Adopt any annual operating or capital budget of the Corporation, or approve any changes thereto.

ARTICLE VII. BYLAWS

The Bylaws of the Corporation may be made, amended or rescinded in any manner permitted by the Bylaws.

ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to i) by majority vote of the entire Board of Trustees of the Member at any regular or special meeting, or ii) subject to ratification by the Board of Trustees of the Member, by majority vote of the voting members of the Board of Directors of the Corporation at any regular or special meeting, provided that written notice of the proposed amendment or addition shall have been given to every member of the Board of Directors and to every member of the Board of Trustees of the Member at least fifteen days in advance of the meeting, or by written consent signed by a majority of the voting members of the Board of Directors. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same matter.

ARTICLE IX. DISSOLUTION

The Board of Directors of the Corporation, by two-thirds vote of the voting members of the Board of Directors and upon written approval of the Board of Trustees of the Member may dissolve the Corporation. In addition, the Board of Trustees of the Member may, by majority vote, dissolve the Corporation.

ARTICLE X. DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, all assets and properties then on hand which are designated for the support of specific Baptist Health South Florida Hospitals or Baptist Outpatient Services shall be distributed to the designated hospitals or Baptist Outpatient Services, and all assets and properties then on hand which are not designated for the support of specific Baptist Health South Florida Hospitals or Baptist Outpatient Services shall be distributed to the Baptist Health South Florida Hospitals or Baptist Outpatient Services, as directed by the Board of Trustees of the Member, provided, however, that if any of the Baptist Health South Florida Hospitals or Baptist Outpatient Services do not then qualify as an exempt organization under Section 501(c)(3) of the

Code, the said assets and properties shall be distributed to such of the Baptist Health South Florida Hospitals, or Baptist Outpatient Services, that then qualify as exempt organizations under Section 501(c)(3) of the Code, and provided further, however, that if none of the Baptist Health South Florida Hospitals or Baptist Outpatient Services so qualify, the assets and properties of the Corporation shall be distributed to one or more not-for-profit corporations which then qualify as an exempt organization under Section 501(c)(3) of the Code and which are designated to receive the assets and properties by the Board of Trustees of the Member.

ARTICLE XI. INDEMNIFICATION

No Director shall be held personally liable or responsible for any action taken or not taken by the Board acting under the provisions of or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for any action taken or not taken by the Executive Committee, the Board of Directors or by any Director in the reasonable belief that the action taken or the failure to act is taken under the provisions of or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken or not taken by the Executive Committee or the Board of Directors or by any individual Director, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation.

To the fullest extent permitted by law, the right of a Director to be indemnified as provided in these Articles of Incorporation shall include the right to be advanced amounts by the Corporation for the reasonable costs and expenses necessary for the Director to defend against an action, suit or proceeding. The Corporation shall have the right to seek repayment of such costs and expenses if the Director is adjudged to have been guilty of gross negligence or willful misconduct in the performance of the Director's duty to the Corporation, or if repayment is otherwise required by law.

The Corporation shall, to the fullest extent permitted by law, indemnify any Director made a party to any action, suit or proceeding whether civil or criminal, against all reasonable costs and expenses (including, but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings), judgments, settlements, fines or penalties arising out of a Director's, the Executive Committee's, or the Board of Director's act or failure to act, provided such act or failure to act is taken under the provisions of

or in a manner authorized by these Articles of Incorporation or the Bylaws, or is taken by the Executive Committee, the Board of Directors or a Director in the reasonable belief that the action or the failure to act is taken under the provisions of or in the manner authorized by these Articles of Incorporation or the Bylaws. This right to indemnification shall continue as to a Director who ceases to be a Director and shall inure to the benefit of the Director's personal representative and heirs, and shall apply to any action, suit or proceeding against a Director by reason of the Director being or having been a Director or an officer of the Corporation, or a director, or trustee or officer of any other corporation which the Director served as such at the request of the Corporation. The right to indemnification as provided in these Articles of Incorporation shall not apply to matters as to which a Director is adjudged to have been guilty of gross negligence or willful misconduct in the performance of the Director's duty to the Corporation, or where such indemnification is prohibited by law.

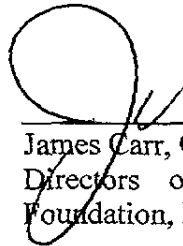
The Corporation shall, to the extent permitted by law, indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in the capacity of Director or as an officer of the Corporation, or in the capacity of a director, trustee or officer of any other corporation which such Director served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that such Director had reasonable ground for belief that such action was unlawful.

CERTIFICATE

These Amended and Restated Articles were duly adopted by the Board of Directors of the Corporation on September ~~24~~²⁴, 2005, and by the Board of Trustees of Baptist Health South Florida, Inc., the Member, on ~~October~~^{NOVEMBER} ~~10~~¹⁰, 2005, and the number of votes cast for the Amendments by the Directors of the Corporation and the Board of Trustees of the Member was sufficient for approval. The Amendments included in the Amended and Restated Articles of Incorporation have been adopted pursuant to Sections 617.1007 (2), 617.1002 and 617.1006, Florida Statutes and there is no discrepancy between the Articles of Incorporation as previously filed and amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the Amendments adopted pursuant to Sections 617.1007 (2), 617.1002 and 617.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Chairperson and Secretary of the Board of Directors of the Corporation have executed the Amended and Restated Articles of Incorporation on September ~~24~~²⁴, 2005, and the undersigned Chairperson and Secretary of the board of Trustees of Baptist Health South Florida, Inc., the Member, have executed the Amended and Restated Articles of Incorporation on ~~October~~^{NOVEMBER} ~~10~~¹⁰, 2005, for the purpose of amending and restating the Articles of Incorporation of the Corporation. The undersigned certify that no actions have been taken since the votes of their respective boards to modify or rescind the adoption of the Amended and Restated Articles as provided herein and that said adoption remains in full force and effect.

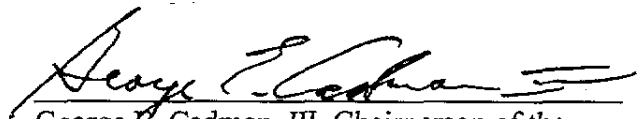
(CORPORATE SEAL)



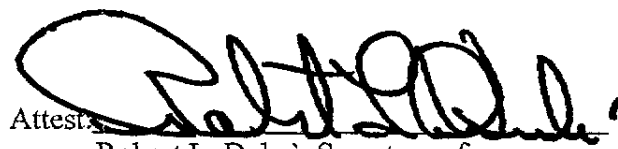
James Carr, Chairperson of the Board of Directors of Baptist Health South Florida Foundation, Inc.

Attest: Barbara C. Hanck
Barbara Hanck, Secretary of the Board of Directors of Baptist Health South Florida Foundation, Inc.

(CORPORATE SEAL)



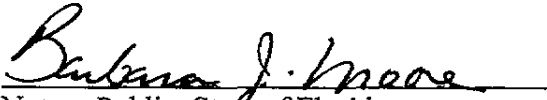
George E. Cadman, III, Chairperson of the Board of Trustees of Baptist Health South Florida, Inc.



Attest: Robert L. Dube'
Robert L. Dube', Secretary of the Board of Trustees of Baptist Health South Florida, Inc.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

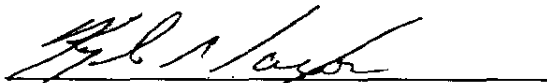
The foregoing instrument was acknowledged before me this 24th day of September, 2005, by James Carr and Barbara Hanck, the Chairperson and Secretary, respectively, of the Board of Directors of Baptist Health South Florida Foundation, Inc. They are personally known to me and did not take an oath.


Notary Public, State of Florida
My Commission Expires:



STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 10th day of ~~October~~ ^{NOVEMBER}, 2005, by George E. Cadman, III and Robert L. Dube', the Chairperson and Secretary, respectively, of the Board of Trustees of Baptist Health South Florida, Inc. They are personally known to me and did not take an oath.


Notary Public, State of Florida
My Commission Expires:

