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TALLAHASSEE, FLORIDA

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☒	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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T. LEWIS OCT 15 1999

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

TALLAHASSEE MEMORIAL HEALTHCARE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TALLAHASSEE MEMORIAL HEALTHCARE, INC., pursuant to the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, amends and restates the Articles of Incorporation of TALLAHASSEE MEMORIAL HEALTHCARE, INC., as previously amended, as follows:

ARTICLE I. NAME

The name of this corporation is TALLAHASSEE MEMORIAL HEALTHCARE, INC. (the "Corporation").

ARTICLE II. COMMENCEMENT OF EXISTENCE AND TERM

The Corporation's existence began on June 27, 1979, when the Corporation was incorporated as Tallahassee Memorial Regional Medical Center, Inc. As of April 23, 1998, the name of the Corporation was amended to TALLAHASSEE MEMORIAL HEALTHCARE, INC. The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III. INCORPORATOR

The name and street address of the incorporator for the sole purpose of filing these Amended and Restated Articles of Incorporation are as follows: DUNCAN MOORE, 1300 Miccosukee Road, Tallahassee, FL 32308.

ARTICLE IV. PRINCIPAL OFFICE

The street address of the principal office and the mailing address of the Corporation are: 1300 Miccosukee Road, Tallahassee, FL 32308.

ARTICLE V. PURPOSES

The Corporation is organized as a non-profit Corporation under Chapter 617, Florida Statutes, for the following purposes:

(a) To own, manage, control, operate, govern, reconstruct, repair and lease existing medical facilities and clinics, hospital facilities and clinics and related support facilities; and to own, operate, construct and lease other medical facilities and clinics, hospital facilities and clinics and related support facilities.

(b) To establish and operate a hospital, extended care facilities, clinics, teaching units and health care services for the purpose of furnishing medical and surgical aid, nursing and medical care, food and other care for those suffering from illness, disease, injuries or disabilities and to operate an emergency room and rooms in such hospitals, clinics or extended care facilities.

(c) To carry on any education or other activities relating to the rendering of care to the sick and injured or to the promotion of general health and welfare.

(d) To participate in any activity designed and carried on to promote general health.

(e) To promote and carry on research related to the care of the sick and injured.

(f) To solicit and receive funds, gifts, endowments, donations, devises and bequests.

(g) To lease or purchase land or lands, building or buildings, and purchase and construct buildings for purposes in connection with the activities of the Corporation, including, but not limited to, hospitals, doctors' offices, clinics, laboratories or any kind of related medical activity.

(h) To employ all personnel necessary to the operation of the Corporation, or any of its affiliates, including but not limited to administrative personnel and medical personnel, which shall include but not be limited to physicians, nurses, physician assistants and nurse practitioners.

(i) To exercise all the powers enumerated in Section 617.021, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein enumerated which are not in derogation of the laws of the State of Florida.

This Corporation is organized exclusively for public purposes as a not-for-profit Corporation, and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual. In addition, the Corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617, Florida Statutes provided, however, that the Corporation, while exercising any one or more powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code or any additions or amendments thereto.

ARTICLE VI. DISTRIBUTION OF ASSETS

No dividends shall be declared and no part of the income, profit or net earnings of the Corporation shall at any time be paid to any Officer, Director or Member of the Corporation, or to any other person whomsoever, as a dividend or other distribution of the assets or profits of the Corporation. Notwithstanding the foregoing, the Corporation is and shall be authorized to pay its employees or independent contractors reasonable compensation for services actually rendered by such employees or independent contractors, regardless of whether such employees or independent contractors are also Directors or Officers of the Corporation. Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to the City of Tallahassee, Florida, for a public purpose, and none of the assets will be distributed to any member, officer or Director of this Corporation.

ARTICLE VII. BOARD OF DIRECTORS

Subject to the requirements of the Bylaws and applicable law, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors consisting of not less than twelve (12) Directors. The manner in which the Directors are to be elected or appointed, and the terms thereof, shall be as stated in the Bylaws of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time in the manner provided by the Bylaws.

ARTICLE VIII. MEMBERS

The Corporation shall have members (the "Members"). The Corporation may be divided into such classes of Members as may be provided in the Bylaws of the Corporation. The designation of each class of Members, the qualifications and rights of Members of each class, and the conferring, limiting or denying of the right to vote shall be as provided in the Bylaws of the Corporation.

ARTICLE IX. OFFICERS

The officers of the Board of Directors shall be as set forth herein and in the Bylaws. The officers of the Corporation shall consist at a minimum of a President, who may also be the Chief Executive Officer, and who shall serve at the pleasure of the Board of Directors, pursuant to the Bylaws. The Board of Directors shall employ a Chief Executive Officer who shall serve at the pleasure of the Board and who shall be an ex-officio member of the Board. The Chief Executive Officer shall actively supervise the operation of the Corporation in accordance with the policies, rules and regulations established by the Board as set forth in the Bylaws. Other officers and assistant officers as deemed necessary by the Board of Directors may be provided for in the Bylaws.

ARTICLE X. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by Florida law.

ARTICLE XI. BYLAWS

The Bylaws of the Corporation were initially adopted by the initial Board of Directors and amended thereafter by the Board of Directors pursuant to the Bylaws and the Articles of Incorporation. Any article or section of the Bylaws may be adopted, amended or repealed, pursuant to the terms of the Bylaws.

ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors as set forth in the Bylaws of the Corporation.

ARTICLE XIII. REGISTERED AGENT AND OFFICE

The name and address of the Registered Agent of this Corporation are: Judy S. Davis, 1300 Miccosukee Road, Tallahassee, FL 32308.

ARTICLE XIV. WAIVER OF NOTICE/CONSENT

Whenever any notice whatever is required to be given under any provision of the law, these Amended and Restated Articles of Incorporation, or the Bylaws of the Corporation, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

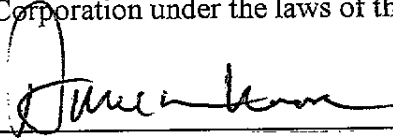
Any action required by law or under these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, or any action which otherwise may be taken at a meeting of either

the Members or the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Corporation.

ARTICLE XV. SUPERSEDE

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 15th day of September 1999, for the purpose of amending and restating the Articles of Incorporation of the Corporation under the laws of the State of Florida.


DUNCAN MOORE,
President/Chief Executive Officer

CERTIFICATE REGARDING BOARD APPROVAL

The undersigned hereby certifies the following:

1. The name of the Corporation is Tallahassee Memorial HealthCare, Inc.
2. The text of each amendment adopted is as follows:

A. Article II of the Amended and Restated Articles of Incorporation is an amendment of Article IV of the original Articles of Incorporation and reads as follows:

ARTICLE II. COMMENCEMENT OF EXISTENCE AND TERM

The Corporation's existence began on June 27, 1979, when the Corporation was incorporated as Tallahassee Memorial Regional Medical Center, Inc. As of April 23, 1998, the name of the Corporation was amended to TALLAHASSEE MEMORIAL HEALTHCARE, INC. The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

B. Article III of the Amended and Restated Articles of Incorporation is an amendment of Article V of the original Articles of Incorporation and reads as follows:

ARTICLE III. INCORPORATOR

The name and street address of the incorporator for the sole purpose of filing these Amended and Restated Articles of Incorporation are as follows: DUNCAN MOORE, 1300 Miccosukee Road, Tallahassee, FL 32308.

C. Article IV of the Amended and Restated Articles of Incorporation is a new addition which reads as follows:

ARTICLE IV. PRINCIPAL OFFICE

The street address of the principal office and the mailing address of the Corporation are: 1300 Miccosukee Road, Tallahassee, FL 32308.

D. Article II of the original Articles of Incorporation has been renumbered as Article V of the Amended and Restated Articles of Incorporation, and the following subsections amended as follows:

Subsection (a) of new Article V has been amended as follows:

(a) To own, manage, control, operate, govern, reconstruct, repair and lease existing medical facilities and clinics, hospital facilities and clinics and related support facilities; and to own, operate, construct and lease other medical facilities and clinics, hospital facilities and clinics and related support facilities.

Subsection (b) of new Article V has been amended as follows:

(b) To establish and operate a hospital, extended care facilities, clinics, teaching units and health care services for the purpose of furnishing medical and surgical aid, nursing and medical care, food and other care for those suffering from illness, disease, injuries or disabilities and to operate an emergency room and rooms in such hospitals, clinics or extended care facilities.

Subsection (c) of new Article V has been amended as follows:

(c) To carry on any education or other activities relating to the rendering of care to the sick and injured or to the promotion of general health and welfare.

Subsection (d) of new Article V has been amended as follows:

(d) To participate in any activity designed and carried on to promote general health.

The following has been added as subsection (h) of new Article V:

(h) To employ all personnel necessary to the operation of the Corporation, or any of its affiliates, including but not limited to administrative personnel and medical personnel, which shall include but not be limited to physicians, nurses, physician assistants and nurse practitioners.

E. Article VI of the Amended and Restated Articles of Incorporation is an amendment of Article XI of the original Articles of Incorporation and reads as follows:

ARTICLE VI. DISTRIBUTION OF ASSETS

No dividends shall be declared and no part of the income, profit or net earnings of the Corporation shall at any time be paid to any Officer, Director or Member of the Corporation, or to any other person whomsoever, as a dividend or other distribution of the assets or profits of the Corporation. Notwithstanding the foregoing, the Corporation is and shall be authorized to pay its employees or independent contractors reasonable compensation for services actually rendered by such employees or independent contractors, regardless of whether such employees or independent contractors are also Directors or Officers of the Corporation. Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to the City of Tallahassee, Florida, for a public purpose, and none of the assets will be distributed to any member, officer or Director of this Corporation.

F. Article VII of the Amended and Restated Articles of Incorporation is an amendment of Article VI of the original Articles of Incorporation and reads as follows:

ARTICLE VII. BOARD OF DIRECTORS

Subject to the requirements of the Bylaws and applicable law, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors consisting of not less than twelve (12) Directors. The manner in which the Directors are to be elected or appointed, and the terms thereof, shall be as stated in the Bylaws of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time in the manner provided by the Bylaws.

G. Article VIII of the Amended and Restated Articles of Incorporation is an amendment of Article III of the original Articles of Incorporation and reads as follows:

ARTICLE VIII. MEMBERS

The Corporation shall have members (the "Members"). The Corporation may be divided into such classes of Members as may be provided in the Bylaws of the Corporation. The designation of each class of Members, the qualifications and rights of Members of each class, and the conferring, limiting or denying of the right to vote shall be as provided in the Bylaws of the Corporation.

H. Article IX of the Amended and Restated Articles of Incorporation is an amendment to Article VII of the original Articles of Incorporation and reads as follows:

ARTICLE IX. OFFICERS

The officers of the Board of Directors shall be as set forth herein and in the Bylaws. The officers of the Corporation shall consist at a minimum of a President, who may also be the Chief Executive Officer, and who shall serve at the pleasure of the Board of Directors, pursuant to the Bylaws. The Board of Directors shall employ a Chief Executive Officer who shall serve at the pleasure of the Board and who shall be an ex-officio member of the Board. The Chief Executive Officer shall actively supervise the operation of the Corporation in accordance with the policies, rules and regulations established by the Board, as set forth in the Bylaws. Other officers and assistant officers as deemed necessary by the Board of Directors may be provided for in the Bylaws.

I. Article X of the Amended and Restated Articles of Incorporation is an addition to the original Articles of Incorporation and reads as follows:

ARTICLE X. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by Florida law.

J. Article XI of the Amended and Restated Articles of Incorporation is an amendment of Article VIII of the original Articles of Incorporation and reads as follows:

ARTICLE XI. BYLAWS

The Bylaws of the Corporation were initially adopted by the initial Board of Directors and amended thereafter by the Board of Directors pursuant to the Bylaws and the Articles of Incorporation. Any article or section of the Bylaws may be adopted, amended or repealed, pursuant to the terms of the Bylaws.

K. Article XII of the Amended and Restated Articles of Incorporation is an amendment of Article IX of the original Articles of Incorporation and reads as follows:

ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors as set forth in the Bylaws of the Corporation.

L. Article XIII of the Amended and Restated Articles of Incorporation is an addition to the original Articles of Incorporation and reads as follows:

ARTICLE XIII. REGISTERED AGENT AND OFFICE

The name and address of the Registered Agent of this Corporation are: Judy S. Davis, 1300 Miccosukee Road, Tallahassee, FL 32308.

M. Article XIV of the Amended and Restated Articles of Incorporation is an addition to the original Articles of Incorporation and reads as follows:

ARTICLE XIV. WAIVER OF NOTICE/CONSENT

Whenever any notice whatever is required to be given under any provision of the law, these Amended and Restated Articles of Incorporation, or the Bylaws of the Corporation, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

Any action required by law or under these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, or any action which otherwise may be taken at a meeting of either the Members or the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Corporation.

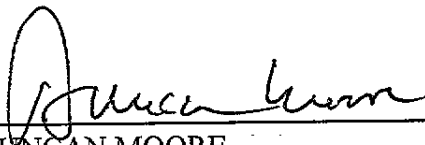
N. Article XV of the Amended and Restated Articles of Incorporation is an addition to the original Articles of Incorporation and reads as follows:

ARTICLE XV. SUPERSEDE

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

3. These Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation of the Corporation which do not require member approval; the Board of

Directors of the Corporation duly adopted these Amended and Restated Articles of Incorporation and the amendments contained therein on or about Sept. 15 1999.



DUNCAN MOORE,
President/Chief Executive Officer