

747823

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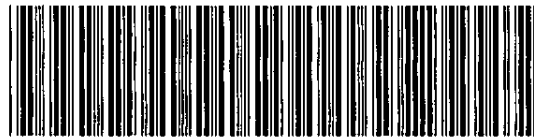
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amor & Rest.

C.COULLIETTE

SEP 28 2009

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Tallahassee Memorial HealthCare, Inc.

DOCUMENT NUMBER: 747823

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

E. Murray Moore, Jr.

(Name of Contact Person)

Pennington, Moore, Wilkinson, Bell & Dunbar, P.A.

(Firm/ Company)

P.O Box 10095

(Address)

Tallahassee, Florida 32302

(City/ State and Zip Code)

murray@penningtonlaw.com

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

For further information concerning this matter, please call:

E. Murray Moore, Jr.

(Name of Contact Person)

at (850) 222-3533

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Tallahassee Memorial HealthCare, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

747823

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

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TALLAHASSEE, FLORIDA

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

_____ (Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

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		_____	<input type="checkbox"/> Remove

Attached are the Second Amended and Restated Articles of Incorporation.

[illegible]

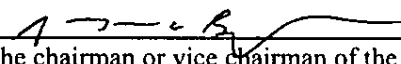
The date of each amendment(s) adoption: June 18, 2009

Effective date if applicable: September 10, 2009
(date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ 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 September 23, 2009

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)

G. Mark O'Bryant
(Typed or printed name of person signing)

President / Chief Executive Officer
(Title of person signing)

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TALLAHASSEE MEMORIAL HEALTHCARE, INC.**

TALLAHASSEE MEMORIAL HEALTHCARE, INC., pursuant to the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, amends and restates the Amended and Restated 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 Second Amended and Restated Articles of Incorporation are as follows: G. Mark O'Bryant, 1300 Miccosukee Road, Tallahassee, Florida 32308.

ARTICLE IV. PRINCIPAL OFFICE

The street address of the principal office and the mailing address of the Corporation are: 1300 Miccosukee Road, Tallahassee, Florida 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 patient care services, 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 assistances 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 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 or Director 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 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. NO MEMBERS

The Corporation shall not have members.

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, as amended.

ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION

These Second Amended and Restated 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, Florida 32308.

ARTICLE XIV. WAIVER OF NOTICE/CONSENT

Whenever any notice whatever is required to be given under any provision of the law, these Second Amended and Restated Articles of Incorporation, or the Bylaws of the Corporation, as amended, 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.

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

meeting of the Board of Directors, may be taken without a meeting if the 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 and filed with the Secretary of the Corporation.

ARTICLE XV. SUPERSEDE

These Second 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 18th day of June, 2009, for the purpose of amending and restating the Amended Articles of Incorporation of the Corporation under the laws of the State of Florida.



G. MARK O'BRYANT
President/Chief Executive Officer/Incorporator