

Division of Corporations

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753154

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. ANTHONY'S HOSPITAL, INC.**

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Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the sole member and the trustees of St. Anthony's Hospital, Inc. (the "Corporation"), consented to and adopted these Amended and Restated Articles of Incorporation of the Corporation which Articles of Incorporation were originally filed on June 27, 1980.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation is St. Anthony's Hospital, Inc. The principal place of business of the Corporation shall be located at 1200 Seventh Avenue North, St. Petersburg, Florida 33705.

ARTICLE II

DEFINITIONS

For the purposes of these Amended and Restated Articles of Incorporation, the terms herein referred to shall have the following meanings:

- (a) The term "Act" means the Florida Not For Profit Corporation Act, or any successor law, as the same may be amended from time to time.
- (b) The term "Bylaws" means the Bylaws of the Corporation, as the same may be further amended or revised from time to time.
- (c) The term "Corporation" means St. Anthony's Hospital, Inc., a Florida not for profit corporation, unless, from its context or use, it clearly has a different meaning.

ARTICLE III

PERIOD OF EXISTENCE

The period of existence of the Corporation shall be perpetual.

ARTICLE IV

PURPOSES

The Corporation shall be organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). The Corporation shall be operated in conformity with the Ethical and

Religious Directives for Catholic Health Care Services as promulgated and amended from time to time by the United States Catholic Conference of Bishops (the "Ethical and Religious Directives"). In furtherance of the foregoing, the purposes for which the Corporation is organized are:

- (a) To reduce unnecessary duplication of services, technology, facilities and other capital expenditures by coordinating the delivery of health care services on a cost-effective basis, and increase access to capital resources;
- (b) To establish a community-focused comprehensive delivery system to respond to the changing health care environment and to meet future health care needs of the population served;
- (c) To expand access to health care to those individuals in underserved areas or who are otherwise unable to obtain adequate health care due to an inability to pay and to participate in activities designed to promote the health of such individuals;
- (d) To reduce the cost of delivering health care services while enhancing the general quality of and access to health care furnished;
- (e) To provide broad access to quality health care at a competitive cost;
- (f) To construct, own, acquire, lease, manage, operate, provide and maintain hospitals, other health care facilities, nursing homes, congregate living facilities, clinics, infirmaries and other establishments and programs providing health care, surgery, treatment and services to all areas of the community, the sick, the aged, the disabled and infirm;
- (g) To provide counseling, patient education, self care and home health care services for the sick, aged, disabled and infirm;
- (h) To carry on any educational activities related to rendering care to the sick, injured and aged, or to the promotion of health, that in the opinion of the Board of Trustees of the Corporation and/or the Corporate Member, as hereinafter defined, may be justified by the facilities, personnel, funds and other requirements that are, or can be, made available;
- (i) To promote and carry on scientific research related to the care of the sick and injured;
- (j) To participate in joint or coordinated planning, service, development, and management operations and endeavors, experimental or otherwise, with other health care providers in order to lower costs and increase quality and accessibility of necessary health care services, and to engage in other operations, services or functions in health care and health care planning;
- (k) To enter into arrangements with managed care organizations and other third party payors to ensure the provision of high quality, cost-effective health care services to patients;

- (l) To compete more effectively;
- (m) To provide a means by which physicians may participate together with hospitals and other health care providers in a lawful integrated delivery network providing broad geographic coverage of physicians, hospitals and other health care services that benefit the community as well as third-party payors;
- (n) To maintain local involvement, including local representation in corporate membership and governance;
- (o) To construct, own, acquire, lease, manage, operate, provide and maintain any facilities, programs, goods and services (management or otherwise), and related activities, in furtherance of health care or health education, either directly or indirectly;
- (p) To solicit, receive and manage state, federal, local and private grants, gifts, donations, devises and bequests, and to provide grants, loans, scholarships and donations, in furtherance of the aforementioned charitable projects and purposes, and to advance the quality and availability of health care services;
- (q) To organize, as an incorporator, or to cause to be organized under the laws of the State of Florida or of any other state of the United States of America, or of the District of Columbia, or of any commonwealth, territory, agency, or instrumentality of the United States of America, or of any foreign country, a corporation or corporations for the purpose of conducting or promoting any business or purpose for which corporations may be organized, whether for pecuniary profit or otherwise, and to dissolve, windup, liquidate, merge or consolidate any such corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated;
- (r) To acquire and hold any interest in, and to act as a voting member, shareholder, partner, trustee or joint venturer of any corporation, partnership, trust, joint venture or other entity now existing or hereafter organized;
- (s) To promote, support and enhance the mission, identity and purposes of the Corporation while accomplishing the foregoing purposes;
- (t) To provide a benefit to CHR Trinity, Inc., an Indiana nonprofit corporation ("CHR Trinity Health" or "Corporate Member"), to the extent permitted under these Articles of Incorporation, the Bylaws of the Corporation and the Act;
- (u) To perform, foster and support acts of Christian charity among the sick and ailing and provide resources for the restoration of health and the prevention of disease;
- (v) To further promote and support through its Corporate Member the benevolent, charitable, scientific religious and educational activities of Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church ("Catholic Health Ministries"), or of any public charitable corporation carrying on the works of, originally founded by, or supported by Catholic Health Ministries, provided that such organizations qualify as exempt organizations under Section 501(c)(3) of the Code; and

(w) To perform such acts as the Board of Trustees of the Corporation and/or the Corporate Member may deem appropriate to accomplish the purposes of the Corporation.

ARTICLE V

LIMITATIONS ON ACTIVITIES

The Corporation will not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Member, 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 to its Corporate Member in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; 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 provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or (iii) any corporation described in Section 509(a) of the Code.

ARTICLE VI

MEMBER

Section 1. Member. CHB Trinity Health is the sole member ("Member" or "Corporate Member") of the Corporation. As such, CHB Trinity Health shall have such Member rights and powers as are specified under Florida law, these Articles of Incorporation and the Bylaws of the Corporation.

Section 2. Reserved Powers. CHB Trinity Health shall reserve to itself in its capacity as the Corporate Member of the Corporation, the following two categories of action: Class I Member reserved rights and Class II Member reserved rights.

(a) Class I Member Reserved Rights:

- (i) Addition, deletion or reconfiguration of services of the Corporation.
- (ii) Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.
- (iii) Exclusive authority to enter into managed care contracts on behalf of the Corporation.
- (iv) Approval of contracts on behalf of the Corporation (but the Member may establish policies from time to time providing that only specific types of contracts

or contracts involving obligations in excess of specified levels need to be approved by the Member).

(v) Authority to establish fees and charges on behalf of the Corporation.

(vi) Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.

(vii) Establishment of employment and other policies applicable to all personnel employed by the Corporation.

(viii) Approval of the philosophy, mission statement and purposes of the Corporation.

(ix) Approval of changes in the Bylaws of the Corporation or in these Articles of Incorporation.

(x) Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.

(xi) Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Member.

(xii) Approval of the establishment of additional affiliates or subsidiaries of the Corporation.

(xiii) Adoption of strategic plans or major changes in programs or services of the Corporation.

(xiv) Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Member.

(b) Class II Member Reserved Rights:

(i) Approval of the philosophy, mission statement and purposes of the Corporation.

(ii) Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.

(iii) Approval of the closure of a hospital facility of the Corporation.

(iv) Approval by the Member of any sale, long term lease, mortgage, encumbrance or disposition of property of the Corporation constituting an "alienation" under principles of canon law.

(v) Approval by the Member of matters relating to the implementation of and compliance with the Ethical and Religious Directives.

(vi) Change in the name of the hospital facility of the Corporation.

(vii) Approval of substantive changes in the Bylaws of the Corporation and these Articles of Incorporation provided that prior notice of any change in these Articles of Incorporation or the Bylaws of the Corporation shall be provided to the Member and, if such change, as a result of the Member being a Catholic entity, must be approved by the Member, such change, regardless of whether it is substantive as a matter of civil law, shall be subject to the approval of the Member.

(viii) Subject to Paragraph (b)(iv) of this Article VI, with regard to any assets of the Corporation no longer required in the operations of the Corporation, approval of any sale or other disposition of any assets not in the ordinary course which have a value in excess of \$3 million, and with regard to all other assets of the Corporation used in the operations of the Corporation, approval of any sale or other disposition of such assets not in the ordinary course (but the foregoing is not intended to limit any transfer of the location of the assets from the Corporation to another entity in connection with a duly authorized reconfiguration of services).

ARTICLE VII

BOARD OF TRUSTEES

Subject to the reserved rights of the Corporate Member set forth in these Articles of Incorporation and in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the Act, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by the Corporate Member. Trustees shall be appointed as provided in the Bylaws of the Corporation. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of appointment and removal, term of office, time and place of meetings, and powers and duties of the Board of Trustees of the Corporation shall be governed by the Bylaws of the Corporation.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's registered office Attention: Legal Services Department, 2985 Drew Street, Clearwater, FL 33759. The name of the registered agent is Scott A. Kizer.

ARTICLE IX

DISSOLUTION

Subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after

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paying or making provision for payment of all its known debts, obligations and liabilities, as well as any claims, subventions or subvention-like rights of or owed to Catholic Health Ministries, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall, be distributed to the Corporate Member of this Corporation or its successors, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds or organizations which at the time appear in the Official Catholic Directory published annually by P.J. Kennedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of Catholic Health Ministries have purposes most closely aligned to those of the Corporation, subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

These Amended and Restated Articles of Incorporation were adopted by the Member of the Corporation on June 26, 2014, and the number of votes cast in favor of the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has executed these Amended and Restated Articles of Incorporation on this twenty-sixth day of June, 2014.

ST. ANTHONY'S HOSPITAL, INC.

By: 

William G. Ulbricht, President

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process on behalf of St. Anthony's Hospital, Inc. (the "Corporation"), at the place designated in the Amended and Restated Articles of Incorporation of the Corporation, the undersigned hereby states that he is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Dated this twenty-sixth day of June, 2014.

By: Scott A. Kizer
Name: Scott A. Kizer