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ST. ANTHONY'S HEALTH CARE FOUNDATION, INC.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. ANTHONY'S HEALTH CARE FOUNDATION, INC.**

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the sole member and the trustees of St. Anthony's Health Care Foundation, 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 August 20, 1981.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation is St. Anthony's Health Care Foundation, Inc., and 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 Health Care Foundation, 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 have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are to advance, promote and support through CHE Trinity, Inc., an Indiana nonprofit corporation ("CHE Trinity Health"), and its successors and constituent corporations, the Catholic healthcare ministries and Catholic healthcare mission 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"), and to do any and all acts that are necessary, proper, useful, incidental or advantageous to the above-stated purposes in conformity with the ethical and moral teachings of the Roman Catholic Church, the traditions, spirit and charism of Catholic Health Ministries, and 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"). This Corporation shall operate under the philosophy and guidance of the Corporate Member, as hereafter defined, without regard to race, creed, color, gender, age, national origin or ability to pay. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- (a) 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.
- (b) To promote education and establish educational programs for patients and staff, and other groups.
- (c) To cooperate with health care systems, health planning agencies, governmental agencies and other health and welfare organizations.
- (d) To promote health and welfare of the communities served and humankind through scientific research, education and treatment.
- (e) To promote and encourage the establishment of facilities which are related to or will be beneficial to health care.
- (f) To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in the furtherance of the mission and purposes of this Corporation in conformity with the reservation of powers in the Bylaws.

(g) To promote, support and conduct charitable, scientific and/or educational activities qualifying under Section 501(c)(3) of the Code.

(h) To make gifts, grants or donations to other exempt charitable organizations.

(i) To further, promote and support the benevolent, charitable, scientific, religious and educational activities of Catholic Health Ministries, or of any public charitable corporation carrying on the works of, originally founded by, or supported by Catholic Health Ministries or the Corporation, provided that such organizations qualify as exempt organizations under Section 501(c)(3) of the Code.

(j) To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

ARTICLE V

POWERS

Except as limited by these Articles of Incorporation, the Corporation shall have and exercise all rights and powers in furtherance of its mission and purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

ARTICLE VI

LIMITATIONS ON ACTIVITIES

The Corporation will not be operated for 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 Corporate Member, Trustees, Officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation. 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 in violation of any provisions applicable to corporations exempt from taxation under Section 501(a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII

MEMBERSHIP

Section 1. The sole Member of the Corporation shall be St. Anthony's Hospital, Inc., a Florida not for profit corporation (the "Member" or "Corporate Member"). The Corporate Member and the Corporation both participate in the health care system of CHS Trinity Health.

Section 2. The Member shall have such rights and powers as are specified under Florida law, these Articles of Incorporation, and the Bylaws of the Corporation. In furtherance of the foregoing, the Member reserves to itself in its capacity as the Corporate Member of the Corporation the following two categories of actions: 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 these Articles of Incorporation or in the Bylaws of the Corporation.
- (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 any sale, long term lease, mortgage, encumbrance or disposition of property of the Corporation constituting an "alienation" under principles of canon law.

(iv) Approval of matters relating to the implementation of and compliance with the Ethical and Religious Directives for Catholic Health Care Services as the same may be revised from time to time.

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

(vi) Subject to Section (b)(iii) above, 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).

(vii) The determination of the distribution of assets upon dissolution or liquidation of the Corporation.

ARTICLE VIII

BOARD OF TRUSTEES

Subject to the rights reserved to the Member, the business and affairs of the Corporation will be managed by or under the direction of the Corporation's Board of Trustees. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the Board of Trustees shall be governed by the Bylaws of the Corporation.

ARTICLE IX

OFFICERS

Section 1. The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, one or more Senior, Assistant or other Vice-Presidents, an Assistant Secretary and an Assistant Treasurer.

Section 2. The officers shall be appointed, removed and hold office as provided in the Bylaws.

Section 3. The officers shall have such powers and responsibilities as provided in the Bylaws.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

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

ARTICLE XI

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 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 XII

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation and the Bylaws of the Corporation 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 HEALTH CARE
FOUNDATION, INC.

By: 

William G. Ulbricht, President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process on behalf of St. Anthony's Health Care Foundation, 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