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TALLAHASSEE, FLORIDA

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Restated
Articles
SJ

7-30-10



July 28, 2010

VIA FEDERAL EXPRESS

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

RE: Restated Articles of Incorporation for *Adventist Health System Sunbelt Healthcare Corporation*

Dear Sir/Madam:

Enclosed please find Restated Articles of Incorporation for *Adventist Health System Sunbelt Healthcare Corporation*. Our check in the amount of \$43.75 is also enclosed for fees incurred for this filing and receiving a certified copy of the recorded document (additional copy enclosed).

We are enclosing a pre-addressed pre-paid Federal Express envelope and would appreciate you returning the certified copy to us using this envelope.

Our sincerest thanks for your efforts !!

A handwritten signature in cursive script that reads "Sarah I. Sneath".

Sarah I. Sneath
Legal Services Department
Adventist Health System

/enclosures

Extending the Healing Ministry of Christ

111 North Orlando Avenue | Winter Park, Florida 32789-3675 | 407-647-4400

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Adventist Health System Sunbelt Healthcare Corporation

DOCUMENT NUMBER: 760086

The enclosed ~~Articles of Incorporation~~ Restated Articles of Incorporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sarah Sneath

(Name of Contact Person)

Adventist Health System

(Firm/ Company)

111 N. Orlando Avenue

(Address)

Winter Park, Florida 32789

(City/ State and Zip Code)

sarah.sneath@ahss.org

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

For further information concerning this matter, please call:

Sarah Sneath

(Name of Contact Person)

at (407) 975-1494

(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

**RESTATED
ARTICLES OF INCORPORATION
OF
ADVENTIST HEALTH SYSTEM SUNBELT
HEALTHCARE CORPORATION
(A Corporation Not For Profit)**

FILED
2010 JUL 29 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PART I

These Restated Articles of Incorporation restate and amend the original provisions of the Restated Articles of Incorporation of Adventist Health System Sunbelt Healthcare Corporation filed on September 25, 2001, effective at 12:01 CST on October 1, 2001, omitting only matters of historical interest, and amending the Restated Articles of Incorporation as identified in Part II.

**ARTICLE I
Name**

The name of this corporation shall be ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION.

**ARTICLE II
Purposes**

The corporation is organized and operated as a nonprofit public benefit corporation under the provisions of Sections 501 (c) (3) and 509 (a) of the Internal Revenue Code (the "Code"). The purposes for which this corporation is formed are exclusively charitable, educational and scientific within the meaning of Section 501(c)(3) of the Code. In furtherance of its charitable purposes, the corporation shall operate to further the health ministry of the Seventh-day Adventist Church (the "Church") in such ways as the Board of Directors shall determine in its discretion, and specifically to provide management, consulting and related services to educational institutions and health care facilities (e.g., hospitals, skilled nursing, home health, hospice, physician clinics, etc.) owned and/or operated by organizations affiliated with the corporation and that are located within the geographic areas of the United States served by the Southern Union Conference of Seventh-day Adventists, Southwestern Union Conference of Seventh-day Adventists, Lake Union Conference of Seventh-day Adventists, Mid-America Union Conference of Seventh-day Adventists and such other locations as may be approved by the Board of Directors or the Executive Board of the corporation.

To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed

To support nonprofit corporations for which Adventist Health System Sunbelt Healthcare Corporation is the sole member including but not limited to:

- (1) Adventist Health System Georgia, Inc.
- (2) Adventist Health System/Sunbelt, Inc.
- (3) SunSystem Development Corporation
- (4) Florida Hospital Zephyrhills, Inc.
- (5) Fletcher Hospital, Incorporated
- (6) Princeton Professional Services, Inc.
- (7) Florida Hospital Waterman, Inc.
- (8) AHS Central Texas, Inc.
- (9) Jellico Community Hospital, Inc.
- (10) Memorial Hospital, Inc.
- (11) Sunbelt Health Care Centers, Inc.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office). Notwithstanding any of the above statements of purposes and powers, the corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in this Article II.

ARTICLE III

Corporate Powers

In addition to the powers granted by law, the Board of Directors and the Executive Board shall have the power and authority to issue annuities for the life or lives of the annuitant or annuitants and to execute trust agreements, all under such conditions and upon such terms as may be approved by the Board of Directors and/or said Executive Board.

ARTICLE IV
Membership and Meetings

SECTION 1. Membership; Removal of a Member; Appointment of Additional Members. The membership of the corporation shall consist of those individuals who as of October 1, 2009 are the duly elected (including *ex officio*) members of at least one of the following: (a) Executive Committee of the Southern Union Conference of Seventh-day Adventists; (b) Executive Committee of the Southwestern Union Conference of Seventh-day Adventists; (c) Executive Committee of the Lake Union Conference of Seventh-day Adventists; (d) Executive Committee of the Mid-America Union Conference of Seventh-day Adventists; and (e) Board of Directors of Adventist Health System Sunbelt Healthcare Corporation (collectively the "Membership" and individually a "Member"). An individual may be removed as a Member in accordance with the provisions of the Bylaws.

An individual shall be appointed to the Membership of the corporation upon his or her election to one of the bodies identified in (a) through (e) above, and written notice of said election is provided to the office of the Secretary of the corporation, such appointment to take effect as of the date written notice is received by the office of the Secretary of the Corporation, provided, however, if said written notice of election is provided to the office of the Secretary of the Corporation after either notice of a meeting of the Membership has been published and/or a written ballot (soliciting action without a meeting) has been mailed to the Membership in accordance with the provisions of the Bylaws, then in said event said individual shall not take office as a Member until the day following the date on which the Membership meeting is held or the date following the close of the period for which a written ballot may be returned, whichever is applicable.

SECTION 2. Meetings. The regular meetings of the Membership of the corporation shall be held according to the provisions of the Bylaws.

ARTICLE V
Term

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI
Officers

- SECTION 1. Adventist Health System Sunbelt Healthcare Corporation shall have three (3) types of officers:
- (a) board officers, (b) corporate officers and (c) administrative officers.
 - (a) Board Officers. Board officers shall include a chair of the Board of Directors, up to three (3) vice-chairs, and a secretary.
 - (b) Corporate Officers. Corporate officers shall include a president, one (1) or more vice presidents, a secretary, a treasurer and one (1) or more assistant secretaries.
 - (c) Administrative Officers. Administrative officers of the corporation may include a chief executive officer and other executives as appointed by the President.
- SECTION 2. The officers shall be elected and/or appointed as provided in the Bylaws.

ARTICLE VII
Board of Directors and Executive Board

- SECTION 1. Except for the retained powers of the Membership as set forth in these Restated Articles and in the Bylaws, the business affairs and the funds of this corporation shall be under the control and management of a Board of Directors and the Executive Board. The number of directors of this corporation shall not exceed sixty-five (65). The number of directors may be fixed from time to time, either by amendment of the Articles of Incorporation of this corporation, or by amendment of the Bylaws of this corporation.
- SECTION 2. The Board of Directors shall be Members of the corporation.
- SECTION 3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws. A

member of the Board of Directors may be removed in accordance with the provisions of the Bylaws.

SECTION 4. The Executive Board of the Board of Directors shall have such rights, powers and duties as are specified in the Bylaws, unless otherwise restricted by the provisions of the Restated Articles of Incorporation, the corporate Bylaws or the provisions of the Florida Not. For Profit Corporation Act.

ARTICLE VIII Bylaws

The Bylaws of the corporation are to be made, altered or rescinded by a two-thirds vote of the Members present at any regular meeting or special meeting called for that purpose or by a mail ballot to the Members which ballot must be approved by a majority vote as provided in the Bylaws. It shall be necessary for a minimum of forty (40%) percent of the Members to be present to constitute a quorum at a regular or special meeting.

ARTICLE IX Voting

Each member present at a business meeting of the corporation shall be entitled to one vote. There shall be no proxy voting.

ARTICLE X Dissolution

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to its members and it is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to religious and charitable purposes, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of all debts and liabilities shall be distributed to the Southern Union Conference of Seventh-day Adventists, the Southwestern Union Conference of Seventh-day Adventists, the Lake Union Conference of Seventh-day Adventists, and/or the Mid-America Union Conference of Seventh-day Adventists, all of which are organized and operated exclusively for religious and charitable purposes and have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Subject to and consistent with the immediately foregoing sentence, distribution of the corporation's assets shall be in

accordance with a plan of distribution adopted by the Board of Directors at a meeting duly called and convened at which a quorum was present and not less than two-thirds of the Directors present cast an affirmative vote for a plan of distribution, such plan of distribution to be consistent with the provisions of the Bylaws. The identity of the party to receive the assets shall be determined by the location of the assets to be distributed, provided, however, that if the source or location from which the assets were derived can be determined and said source is other than the union conference wherein the assets are located, the asset shall be disbursed to the union conference from which it is shown to have been derived. Notwithstanding the foregoing, if the asset is located outside the geographic areas served by the Southern Union Conference of Seventh-day Adventists, the Southwestern Union Conference of Seventh-day Adventists, the Lake Union Conference of Seventh-day Adventists and/or the Mid-America Union Conference of Seventh-day Adventists and the source or location from which the assets were derived cannot be determined, the Board of Directors shall identify in the plan of distribution the identity of the party(ies) to receive the asset and/or the proceeds of the asset.

ARTICLE XI Location

The principal office of this corporation at the time of the filing of these Restated Articles of Incorporation is located at 111 North Orlando Avenue, Orange County, Winter Park, Florida.

ARTICLE XII Amendments

These Restated Articles of Incorporation may be amended either at a regular or special meeting of the Membership called for that purpose, by a two-thirds (2/3) vote of the members present or by mail ballot to the members which ballot must be approved by a majority vote as provided in the Bylaws.

ARTICLE XIII Resident Agent

The name and address of the Resident Agent of this corporation is T. L. Trimble, 111 N. Orlando Avenue, Winter Park, Florida 32789.

PART II

1. The Restated Articles of Incorporation restate the original Charter as filed on September 25, 2001, and amend the Charter as specified below:
 - a. Part I, Article II ("Purposes") has been revised to summarize in simplified form the purposes for which the corporation was formed.
 - b. Part I, Article IV, Section 1 ("Membership") has been renamed "Membership; Removal of Member; Appointment of Additional Members". The content has been amended to delete the "special class of members," re-identify the individuals that constitute the Membership of the corporation and provide the process by which a Member may be removed.
 - c. Part I, Article VI, Section 1(a) ("Board Officers") has been modified to delete the appointment of a treasurer as a board officer.
 - d. Part I, Article VII has been amended to provide that the Board of Directors and the Executive Board are responsible for the operation of the corporation, except for those retained powers held by the Membership.
 - e. Part I, Article VII, Section 3 has been amended to provide that a member of the Board of Directors may be removed in accordance with the Bylaws.
 - f. Part I, Article X ("Dissolution") has been amended to more specifically mirror the content of the dissolution provision contained in the Bylaws.
 - g. Part I, Article XI ("Location and Existence") has been renamed to read "Location" as the existence of the corporation is covered by Article V ("Term"). Article XI is further amended to incorporate the language previously found in Article XIV ("Principal Office").
 - h. Part I, Article XIV ("Principal Office") has been deleted as the content is now found in Article XI.
2. The Restated Articles of Incorporation were duly adopted by the Membership by written mail ballot by a vote of not less than a majority of the votes cast.
3. There is no discrepancy between the Restated Articles of Incorporation filed on September 25, 2001 and the provisions of these Restated Articles of Incorporation, other than the

inclusion of the amendments as set forth in Part II and the omission of matters of historical interest.

IN WITNESS WHEREOF, the undersigned president and assistant secretary of this corporation have executed these Restated Articles of Incorporation this 6th day of July, 2010.

ADVENTIST HEALTH SYSTEM SUNBELT
HEALTHCARE CORPORATION

By:

Donald L. Jermon
Donald L. Jermon, Ph.D.
President

By:

Michael E. Saunders
Name: Michael E. Saunders
Secretary/Assistant Secretary

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Renamed: AHSSHC_AOR_File Copy053110.doc

The date of each amendment(s) adoption: July 6, 2010
(date of adoption is required)

Effective date if applicable: _____
(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 July 28, 2010

Signature Mark Block
(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)

Mark Block
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)
officer