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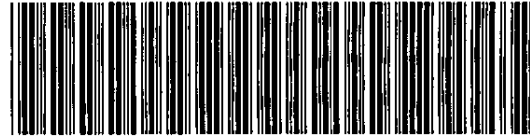
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2015 OCT -6 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CC
Restated Art

OCT -6 2015
ALBRITTON



VIA FEDERAL EXPRESS

September 23, 2015

Secretary of State
Corporations Division
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: *Restated and Amended Articles of Incorporation*
ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION
(Document Number 760086)

Dear Sir/Madam:

Enclosed please find our check in the amount of \$35.00, which we understand is the fee for filing Restated and Amended Articles of Incorporation for Adventist Health System Sunbelt Healthcare Corporation.

We would appreciate you returning a certified copy of the filed document to us via Federal Express. We have enclosed our check in the amount of \$8.75 for a certified copy. We have also enclosed an airbill for use in association with returning the requested certified copy.

Should you have any questions, please give us a call at (407) 357-2304.

Sincerely,

A handwritten signature in black ink, appearing to read "TL Trimble".

TL Trimble, Esq.
Vice President
Regional Chief Legal Officer
Southeast Region

TLT/plm

Enclosures

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Extending the Healing Ministry of Christ

900 Hope Way | Altamonte Springs, Florida 32714 | 407-357-1000



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 29, 2015

TL TRIMBLE
ADVENTIST HEALTH SYSTEM/SUNBELT SOUTH
900 HOPE WAY
ALTAMONTE SPRINGS, FL 32714

SUBJECT: ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE
CORPORATION
Ref. Number: 760086

We have received your document for ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 315A00020516

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

FILED
2015 OCT -6 PM 12:32
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 July 29, 2010, 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) Sun System Development Corporation
- (4) Florida Hospital Zephyrhills, Inc.
- (5) Fletcher Hospital, Incorporated
- (6) Florida Hospital Waterman, Inc.
- (7) AHS Central Texas, Inc.
- (8) Memorial Hospital, Inc.
- (9) Sunbelt Health Care Centers, Inc.
- (10) Adventist Health System/Texas, Inc.
- (11) Pasco-Pinellas Hillsborough Community Health System, Inc.
- (12) Porter care Adventist Health System
- (13) Southeast Volusia Healthcare Corporation
- (14) University Community Hospital, 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-American Union Conference 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.

On and after October 1, 2009, individuals shall be appointed to the Membership of the Corporation upon (i) their election to one of the bodies identified in (a) through (e) above; and (ii) 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 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-seven (67). 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(is) 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 900 Hope Way, Seminole County, Altamonte Springs, 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 Jeff Bromme, 900 Hope Way, Altamonte Springs, FL 32714.

PART II

1. The Restated Articles of Incorporation restate and amend the Restated Articles of Incorporation filed as of July 29, 2010, which amendments are specified below:
 - a. Part I, Article II ("Purposes") was revised to update the list of nonprofit corporations, among others, supported by Adventist Health System Sunbelt Healthcare Corporation.
 - b. Part I, Article IV ("Membership and Meetings"), Section 1, Paragraph 2 was modified to clarify that

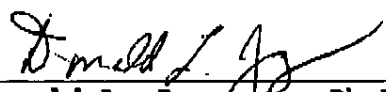
after October 1, 2009, individuals appointed to the Membership of Adventist Health System Sunbelt Healthcare Corporation are subject to the process set forth in Article IV.

- c. Part I, Article VII ("Board of Directors and Executive Board"), Section 1, was amended to increase the number of directors from 65 to 67.
 - d. Part I, Article XI ("Location") was amended to reflect the current address of the principal office of Adventist Health System Sunbelt Healthcare Corporation.
 - e. Part I, Article XIII ("Resident Agent") was amended to reflect the name and address of the Resident Agent as currently reflected on the records of the Office of the Florida Secretary of State.
2. The Restated Articles of Incorporation and amendments were duly adopted by the Membership at a meeting duly convened on September 17, 2015, at which a quorum was present, and at which not less than the required number of votes cast in favor were obtained. Only the membership has the authority to approve amendments to the governing documents (e.g., Articles of Incorporation), the Board does not.
3. There is no discrepancy between the Restated Articles of Incorporation filed on July 29, 2010 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 of the corporation has executed these Restated Articles of Incorporation this 21st day of September, 2015.

ADVENTIST HEALTH SYSTEM SUNBELT
HEALTHCARE CORPORATION

By: _____


Donald L. Jernigan, Ph.D.
President