

Florida Department of State

Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H20000330527 3)))



H200003305273ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : ADVENTIST HEALTH SYSTEM
Account Number : 120050000005
Phone : (407) 357-2333
Fax Number : (407) 357-2717

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: corp.legal@adventhealth.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE
CORPORATI**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$35.00

2020 SEP 22 PM 12:04

2020 SEP 22 PM 12:04

FILED

(H20000300527 3)

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

PART I

These Restated Articles of Incorporation restate and amend the provisions of the Restated Articles of Incorporation of Adventist Health System Sunbelt Healthcare Corporation currently of record and amend 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 charitable not for profit corporation under the provisions of Sections 501(c)(3) and 509(a) of the Internal Revenue Code (the "Code"). The purposes for which the corporation is formed are exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code, including, for such purposes, the making of donations and the transfer of other assets consistent with the Florida Not For Profit Corporation Act and federal law. In furtherance of its charitable purposes, the corporation shall operate to further the health ministry of the Seventh-day Adventist Church and its activities will be conducted in support of the health mission of the Seventh-day Adventist Church in such ways as the Board of Directors shall determine in its discretion. The corporation will provide management, consulting and related services to health care facilities (e.g., hospitals, skilled nursing, home health, hospice, physician clinics, etc.), educational institutions and other healthcare related businesses that are 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 (the "Unions") and such other locations as may be approved by the Board of Directors of the corporation. The property, assets, profits and net income of the corporation are irrevocably dedicated to religious, educational, scientific and charitable purposes, and no part of the profits or net income of the corporation shall ever inure to the benefit of, or be distributed to any director, officer, member, or other private persons (excluding permissible

2020 SEP 22 PM 12:04

FILED

(H20000300527-3)

distributions, including reasonable compensation for services rendered) or to the benefit of any private shareholder or individual.

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

To support the health mission of the General Conference of Seventh-day Adventists through its support to nonprofit corporations for which Adventist Health System Sunbelt Healthcare Corporation is the sole member, direct or indirect, including but not limited to:

- (1) AdventHealth Osceola South, Inc.
- (2) AdventHealth Polk North, Inc.
- (3) AdventHealth Polk South, Inc.
- (4) AdventHealth West Florida Ambulatory Services, Inc.
- (5) Adventist Health System Georgia, Inc.
- (6) Adventist Health System/Sunbelt, Inc.
- (7) Adventist Health System/Texas, Inc.
- (8) Fletcher Hospital, Incorporated
- (9) Florida Hospital Dade City, Inc.
- (10) Florida Hospital Ocala, Inc.
- (11) Florida Hospital Waterman, Inc.
- (12) Memorial Hospital, Inc.
- (13) Pasco-Pinellas Hillsborough Community Health System, Inc.
- (14) PorterCare Adventist Health System
- (15) Princeton Professional Services, Inc.
- (16) Quality Circle for Healthcare, Inc.
- (17) Southeast Volusia Healthcare Corporation
- (18) Sunbelt Health Care Centers, Inc.
- (19) SunSystem Development Corporation
- (20) The Comforter Health Care Group, Inc.
- (21) University Community Hospital, Inc.

CLERK OF DISTRICT COURT
JANUARY 1, 2021

2020 SEP 22 PM 12:04

FILED

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 on behalf of or in opposition to any candidate for public office (including the publishing or distribution of statements). Notwithstanding any of the above statements of

(H20000330527 3)

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 and not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III Corporate Powers

In addition to the powers granted by law, the Board of Directors 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.

ARTICLE IV Membership and Meetings

SECTION 1. Membership; Removal of a Member; Appointment of Additional Members. The membership of this corporation shall consist of: (a) those individuals who are duly elected members of the Board of Directors of this corporation; and (b) those individuals who are duly elected members of an executive committee of any of the Unions, including those persons who serve on the executive committee by virtue of their position (*ex officio*) (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 this corporation upon their election to one of the bodies identified in (a) or (b) above or their service as an *ex officio* member of one of the bodies identified in (b), and written notice of such is provided to the office of the Secretary of this corporation, such appointment to the Membership to take effect as of the date written notice is received by the office of the Secretary of this corporation; provided, however, if said written notice is received by the office of the Secretary of this corporation after notice of a meeting of the Membership has been published, then said individual shall not take office as a Member until the day following the date on which the Membership meeting is held.

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

(H20000330527 3)

ARTICLE VIII Bylaws

The Bylaws of this corporation are to be made, altered or rescinded by a vote of the Members as follows: (a) at a regular or special meeting of the Members called for that purpose, provided a quorum (defined as thirty percent (30%) of the Members) is present and, provided further, not less than a majority of the Members present vote in favor of the adoption of the proposed amendment; or (b) by consent of the Members without a meeting pursuant to the provisions of Article II, Section 6 of the Bylaws.

ARTICLE IX Voting

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

ARTICLE X Dissolution

On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to those Unions, that are organized and operated exclusively for religious and charitable purposes and recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code. For any Union that is not in existence on the date of distribution or is not recognized as tax-exempt under Section 501(c)(3) on the date of distribution, such Union's distribution shall be remitted to a Residual Beneficiary (as hereinafter defined) identified in the plan of distribution adopted by the Board of Directors as described below.

Subject to and consistent with the immediately foregoing sentence, distribution of this 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. The identity of the Union to receive the assets and/or proceeds shall be determined by the source or location of the assets to be distributed, provided, the source or location from which the assets were derived can be determined, and if said source is other than the Union wherein the assets are located, the asset shall be disbursed to the Union from which it is shown to have been derived. Notwithstanding the foregoing, if the asset is located outside the geographic areas served by the Unions 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 Residual Beneficiary to receive the asset and/or the proceeds of the asset.

A "Residual Beneficiary" means any 501(c)(3) organization listed in the edition of the *Seventh-day Adventist Yearbook* published immediately prior to the distribution date.

FILED
2020 SEP 22 PM 12:04
CLERK OF DISTRICT COURT
JUDICIAL DISTRICT OF THE STATE OF IDAHO
BOISE, IDAHO

(H20000300527 3)

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 to Articles of Incorporation**

These Restated Articles of Incorporation may be amended by a vote of the Members as follows: (a) at a regular or special meeting of the Members called for that purpose, provided a quorum (defined as thirty percent (30%) of the Members) is present and, provided further, not less than a majority of the Members present vote in favor of the adoption of the proposed amendment; or (b) by consent of the Members without a meeting pursuant to the provisions of Article II, Section 6 of 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.

FILED
2020 SEP 22 PM 2:04
CLERK OF DISTRICT COURT
JESSICA L. BROWN, CLERK

PART II

1. The Restated Articles of Incorporation restate and amend the Restated Articles of Incorporation filed as of October 6, 2015, which amendments are specified below:
 - a. Part I, Article II ("Purposes") was revised by moving a sentence from Article X and adding it to the end of the first paragraph; clarifying that making donations and transferring other assets of the Corporation consistent with applicable law are within the purposes for which the Corporation was formed; deleting the reference to an Executive Board; updating the list of nonprofit corporations, among others, supported by Adventist Health System Sunbelt Healthcare Corporation; stating that the Corporation shall not engage in activities not permitted by a Section 501(c)(3) tax exempt corporation; as well as some minor editorial changes.
 - b. Part I, Article III ("Corporate Powers") was revised by deleting the references to an Executive Board.

(H20000300527 3)

- c. Part I, Article IV ("Membership and Meetings"), Section 1, was modified by some editorial revisions, by the utilization of a defined term, and by deleting the references to soliciting action by written ballot.
- d. Part I, Article VII ("Board of Directors"), Section 1, was amended to delete the reference to an Executive Board and decrease the maximum number of directors from 67 to 24.
- e. Part I, Article VII ("Board of Directors"), Section 4, which described the powers of an Executive Board was deleted in its entirety.
- f. Part I, Article VIII ("Bylaws") was deleted in its entirety and replaced with the following:

The Bylaws of this corporation are to be made, altered or rescinded by a vote of the Members as follows: (a) at a regular or special meeting of the Members called for that purpose, provided a quorum (defined as thirty percent (30%) of the Members) is present and, provided further, not less than a majority of the Members present vote in favor of the adoption of the proposed amendment; or (b) by consent of the Members without a meeting pursuant to the provisions of Article II, Section 6 of the Bylaws.

- g. Part I, Article IX ("Voting") was amended by deleting the word "business" before "meeting" and making a minor editorial change.
- h. Part I, Article X ("Dissolution") was deleted in its entirety and replaced with following:

On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to those Unions, that are organized and operated exclusively for religious and charitable purposes and recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code. For any Union that is not in existence on the date of distribution or is not recognized as tax-exempt under Section 501(c)(3) on the date of distribution, such Union's distribution shall be remitted to a Residual Beneficiary (as hereinafter defined) identified in the plan of distribution adopted by the Board of Directors as described below.

Subject to and consistent with the immediately foregoing sentence, distribution of this 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. The identity of the Union to receive the assets and/or proceeds shall be determined by the source or location of the assets to be distributed, provided, the source or location from which the assets were derived can be

2020 SEP 22 PM 12:04

FILED

(H20000300527 3)

determined, and if said source is other than the Union wherein the assets are located, the asset shall be disbursed to the Union from which it is shown to have been derived. Notwithstanding the foregoing, if the asset is located outside the geographic areas served by the Unions 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 Residual Beneficiary to receive the asset and/or the proceeds of the asset.

A "Residual Beneficiary" means any 501(c)(3) organization listed in the edition of the *Seventh-day Adventist Yearbook* published immediately prior to the distribution date.

- i. Part I, Article XII ("Amendments") was deleted in its entirety and replaced with the following:

Amendments to Articles of Incorporation

These Restated Articles of Incorporation may be amended by a vote of the Members as follows: (a) at a regular or special meeting of the Members called for that purpose, provided a quorum (defined as thirty percent (30%) of the Members) is present and, provided further, not less than a majority of the Members present vote in favor of the adoption of the proposed amendment; or (b) by consent of the Members without a meeting pursuant to the provisions of Article II, Section 6 of the Bylaws.

2. The Restated Articles of Incorporation and amendments were duly adopted by the Membership at a meeting duly convened on September 17, 2020, at which a quorum was present and at which not less than the required number of votes cast in favor were obtained.
3. There is no discrepancy between the Restated Articles of Incorporation filed on October 6, 2015 and the provisions of these Restated Articles of Incorporation, other than the inclusion of the amendments as set forth in Part II.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Restated Articles of Incorporation this 17th day of September 2020.

**ADVENTIST HEALTH SYSTEM SUNBELT
HEALTHCARE CORPORATION**, a Florida not
for profit corporation

By: Terry D. Shaw

TERRY D. SHAW, President