

Division of Corporations

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FLORIDA DEPARTMENT OF STATE  
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TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ST. VINCENT'S FOUNDATION, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ST. VINCENT'S FOUNDATION, INC.**

Pursuant to Section 617.1007 of the Florida Statutes, the Articles of Incorporation of St. Vincent's Foundation, Inc., a Florida not for profit corporation (the "Corporation"), and all amendments thereto, are hereby amended by striking them in their entirety and by substituting in their place the following:

**ARTICLE I**

**CORPORATION**

**1.1 Name.** The name of the corporation is St. Vincent's Foundation, Inc., a Florida not for profit corporation (the "Corporation").

**1.2 Definitions.** The words and phrases not otherwise defined in these Articles of Incorporation shall have the meanings set forth in the Bylaws of the Corporation.

**1.3 Period of Existence.** The period during which the Corporation shall continue is perpetual.

**ARTICLE II**

**STATEMENT OF PHILOSOPHY AND PURPOSES**

**2.1 Philosophy.** The philosophy of the Corporation is that of the Sponsor as articulated and promoted through statements of Mission, Vision and Values of the Corporation in accordance with the official teachings of the Roman Catholic Church and the *Ethical and Religious Directives for Catholic Health Care Services* as approved, from time to time, by the United States Conference of Catholic Bishops and as implemented by the local ordinary.

**2.2 Statement of Role and Purposes.** The Corporation will have a role statement that specifies the purposes it will serve and the manner in which the philosophy, mission and core values of Ascension Health, Ascension Health Alliance, and the Corporate Member will be carried out in the community served by the Corporation. The Corporation is organized 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 the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health and Ascension Health Alliance, and the Corporation's purposes shall include the following:

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- 2.2-a** Serve as an integral part of the Roman Catholic Church and carry out its mission in support of or in furtherance of the charitable purposes of the organizations described in this Article.
- 2.4-b** Further the philosophy and mission of Ascension Health of healing and service to the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries that are now, or may hereafter be, established by Ascension Health, or sponsored by the Sponsor, which are in furtherance of or in support of the charitable purposes of the organizations described in this Article.
- 2.4-c** Raise funds for any or all of the organizations described in this Article from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in furtherance of the charitable purposes of such organizations.
- 2.4-d** Acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of the organizations described in this Article.
- 2.4-e** Contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Article.
- 2.4-f** Engage in any lawful activities within the purposes for which a corporation may be organized under the Florida Not For Profit Corporation Act (the "Act") as it may be amended from time to time, which are in furtherance of or in support of the charitable purposes of the organizations described in this Article.
- 2.4-g** Serve as the controlling entity of its Subsidiary Organizations that conduct health related and other activities, and limit the powers, duties and responsibilities of the governing bodies of such Subsidiary Organizations, all in accordance with requirements as established by the Corporate Member.
- 2.4-h** Support institutions sponsored by the Sponsor, both within and without the State of Florida, and cooperate with other Ascension Health institutions.
- 2.4-i** Promote cooperation and exchange of knowledge and experience among the various apostolates of the Sponsor within the health care mission.
- 2.4-j** Promote a healthy and just society through community-based networks and collaboration with those who share the values of the Corporate Member and Ascension Health.

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- 2.4-k** Support and foster the corporate purposes of, and confer benefits upon, Ascension Health and the Corporate Member.
- 2.4-l** Establish, develop, sponsor, promote and/or conduct educational programs, religious programs, scientific research, treatment facilities, rehabilitation centers, housing centers, management services, human service programs and other charitable activities, all in promotion and support of the interests and purposes of the organizations described in this Article.
- 2.4-m** Own or operate facilities or own other assets for public use and welfare in furtherance of the charitable purposes of the organizations described in this Article.
- 2.4-n** Otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:
- (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons unless allowed by Section 501(c)(3) of the Code and the Act, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
  - (ii) 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.
  - (iii) Notwithstanding any other provisions of the Corporation's Governing Documents, the Corporation shall only operate for charitable purposes and shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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**ARTICLE III**

**REGISTERED AGENT AND OFFICE  
AND PRINCIPAL OFFICE**

**3.1 Registered Agent and Registered Office.** The name and address of the Corporation's registered agent and office for service of process, at the time of execution of this document, are:

J. Hugh Middlebrooks  
2 Shircliff Way, Suite 600  
Jacksonville, Florida 32204

**3.2 Principal Office and Mailing Address.** At the time of execution of this document, the principal office of the Corporation and mailing address of the Corporation, are:

Principal Office:  
St. Vincent's Foundation, Inc.  
1 Shircliff Way  
Jacksonville, Florida 32204

Mailing Address:  
J. Hugh Middlebrooks  
2 Shircliff Way, Suite 600  
Jacksonville, Florida 32204

**ARTICLE IV**

**CORPORATE MEMBER**

**4.1 Number and Eligibility.** There shall be one (1) member of the Corporation, which shall be known as the "Corporate Member," and such Corporate Member shall be St. Vincent's Health System, Inc., a Florida not for profit corporation.

**4.2 Corporate Member Meetings.** Meetings of the Corporate Member shall be held at such time, date and place, both within or without the State, as shall be specified by the Corporate Member and shall be conducted in a manner as provided in the Governing Documents of the Corporate Member.

**ARTICLE V**

**BOARD OF DIRECTORS**

**5.1 Powers and Responsibilities.** The business, property, affairs and funds of the Corporation shall be managed, supervised and controlled by its Board of Directors who shall exercise all of the powers of the Corporation not otherwise reserved to the Corporate Member, Ascension Health, Ascension Health Alliance, or the Sponsor, but subject to the limitations contained in the Corporation's Governing Documents and subject to applicable law. The powers of the Board shall be exercised in accordance with and subject to System Policies.

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**5.2 Powers Reserved to the Corporate Member.** All action of the Corporation shall be by its Board of Directors, subject to the following matters which require the approval of the Corporate Member:

- 5.2-a** Approve the mission and vision statements for the Corporation and assure compliance with the philosophy, mission, vision, Sponsor expectations and values of Ascension Health.
- 5.2-b** Approve changes to the Governing Documents of the Corporation if such changes are consistent with System Policies.
- 5.2-c** Appoint, upon the recommendation of the Board of the Corporation, or remove, with or without cause, the members of the Board of Directors of the Corporation. Removal does not require a recommendation of the Corporation's Board.
- 5.2-d** Approve the incurrence of debt of the Corporation in accordance with the System Policies.
- 5.2-e** Subject to Canonical Requirements, approve the formation of a Subsidiary Organization, and the sale, transfer or substantial change in use of all or substantially all of the assets of a Subsidiary Organization of the Corporation, or the divestiture, dissolution, closure, merger, consolidation or change in corporate membership or ownership of a Subsidiary Organization that is not a Credit Group Member.
- 5.2-f** Subject to the approval of Ascension Health and Ascension Health Alliance, approve the sale, transfer or substantial change in use of all or substantially all of the assets of the Corporation or a Subsidiary Organization that is a Credit Group Member, and divestiture, dissolution, closure, merger, consolidation, change in corporate membership or ownership, or corporate reorganization of the Corporation or Subsidiary Organization that is a Credit Group Member.
- 5.2-g** Approve the transfer or encumbrance of the assets of the Corporation in accordance with the System Policies.
- 5.2-h** Approve the operating budget and capital plan for the Corporation.

**5.3 Appointment.** Individual members of the Board of Directors of the Corporation shall be appointed in the manner set forth in the Bylaws of the Corporation.

**5.4 Number.** The Board of Directors shall consist of such members not fewer than five (5) nor more than twenty-five (25) in number, as shall from time to time be fixed by resolution of the Corporate Member.

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**ARTICLE VI**  
**PROVISIONS FOR REGULATION AND CONDUCT**  
**OF THE AFFAIRS OF CORPORATION**

6.1 **Amendments.** The power to approve changes to the Governing Documents of the Corporation that are consistent with the System Policies shall be vested in the Corporation's Board, subject to the approval of the Corporate Member's Board. The power to approve changes to the Governing Documents of the Corporation that are inconsistent with the System Policies shall be subject to the approval of Ascension Health's Board. The Governing Documents of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the other Governing Documents of the Corporation and/or applicable law of the State.

6.2 **Annual Meeting.** The annual meeting of the Board of Directors shall be held following the annual meeting of the Corporate Member or at such other time as the Board shall determine.

6.3 **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall from time to time determine, however, it shall meet at least quarterly. Said meetings may be held within or without the State.

6.4 **Meetings by Telecommunications Device.** Members of the Board of Directors or any committee appointed by the Board may participate in a meeting by means of conference telephone, videoconference equipment, or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such manner shall constitute presence in person.

6.5 **Action by Written Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if all members of the Board of Directors or of such committee, as the case may be, at the time in office, consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Board of Directors or of such committee. Action taken pursuant to this Section is effective when the last Director signs the consent unless the consent contains a prior or subsequent effective date.

6.6 **Special Meetings.** Special meetings of the Board of Directors may be called by the Chair, one-third (1/3) of the members of the Board, the Corporate Member, or the President, at any time by means of written notice by first class mail or courier service, by telephone, telegraph, facsimile, electronic mail, or such other communication reasonably designed to provide prompt notice of the time, place and purpose thereof to each Director at least forty-eight (48) hours before the meeting, as the Chair in his or her discretion shall deem sufficient. Any action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

6.7 **Disposition of Assets.** Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors (subject to the prior approval of the Corporate Member) and in accordance with the following:

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- 6.7-a The paying of or the making of provision for the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.
- 6.7-b Subject to compliance with the dissolution principles of Ascension Health, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to the Corporate Member or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by Ascension Health Alliance.
- 6.7-c Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

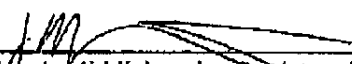
The Board of Directors of the Corporation voted on July 1, 2014 to amend and restate the Articles of Incorporation as set forth herein. The Corporate Member of the Corporation was entitled to vote on the amendments, and the number of votes cast on May 23, 2013 for the amendments was sufficient for approval by the member. The Amended and Restated Articles of Incorporation, as set forth herein, supersede the original Articles of Incorporation and all amendments thereto effective as of June 30, 2014.

IN WITNESS WHEREOF, I, the undersigned officer, do hereby execute these Amended and Restated Articles of Incorporation in duplicate and verify and affirm under the penalties of perjury that the facts stated herein are true to the best of my knowledge and belief.

ST. VINCENT'S FOUNDATION, INC.

By:   
Moody Chisholm, *ex officio* Director

ACCEPTANCE AS REGISTERED AGENT: Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By:   
J. Hugh Middlebrooks, Registered Agent

Date 7/11/14