

Division of Corporations

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767171

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

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ST. VINCENT'S AMBULATORY CARE, INC.

ARTICLE I

GENERAL

- 767171
- 1.1 Name. The name of the corporation is ST. VINCENT'S AMBULATORY CARE, INC. ("Corporation").
 - 1.2 Classification. Corporation is a public benefit corporation and a Florida not for profit corporation.
 - 1.3 Definitions. Capitalized words and phrases not otherwise defined herein shall have the meanings ascribed thereto in the Bylaws of the Corporation.

ARTICLE II

PURPOSES

- 2.1 Purposes. The Corporation is organized and at all times shall be 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 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 Medical Group, LLC, Ascension Health and Ascension.
 - 2.1.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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.
 - 2.1.2 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.
 - 2.1.3 Notwithstanding any other provisions of the Corporation's Articles of Incorporation or Bylaws, the Corporation shall only operate for charitable purposes, and the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under

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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.

ARTICLE III

DURATION

- 3.1 Period of Existence. The period during which the Corporation shall continue is perpetual.

ARTICLE IV

REGISTERED AGENT AND REGISTERED OFFICE

- 4.1 Registered Agent. The name and address of the Corporation's registered agent for Service of process is Cross Street Corporate Services, LLC, 200 South Orange Avenue, Sarasota, Florida 34236.
- 4.2 Principal Office. The address of the principal office of the Corporation is J. Hugh Middlebrooks, Vice President, General Counsel, Jacksonville Ministry Market, 1 Shireliff Way, Suite 1114, Jacksonville, Florida 32204. The mailing address is the same.

ARTICLE V

MEMBERSHIP

- 5.1 Members. The Corporation shall have a sole member, Ascension Medical Group, LLC.

ARTICLE VI

PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF CORPORATION

- 7.1 Bylaws. The Bylaws of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with applicable law of the State of Florida.
- 7.2 Disposition of Assets Upon Dissolution. 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 (subject to the prior approval of Ascension Medical Group, LLC) and in accordance with the following:
- 7.2.1 The paying, or the making of provision, of 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.

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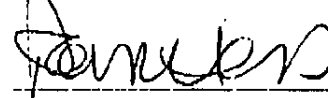
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- 7.2.2 Subject to compliance with the dissolution principles of Ascension Health, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to Ascension Health or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by Ascension.
- 7.2.3 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.

Corporation, through an affirmative vote of its Board of Directors, does hereby adopt these Articles of Incorporation as the Amended and Restated Articles of Incorporation of Corporation and states that they supersede and take the place of the existing Articles of Incorporation effective January 1, 2017.

Executed this 8th day of November, 2016.

ST. VINCENT'S AMBULATORY
CARE, INC.



Pam Hess, Secretary/Treasurer and
System CFO

SEE ATTACHMENT TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION

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**ATTACHMENT TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ST. VINCENT'S AMBULATORY CARE, INC.**

The effective date of the amendment shall be January 1, 2017.

The Amended and Restated Articles of Incorporation were adopted by the member and the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval. The Board of Directors adopted the Amended and Restated Articles of Incorporation at a meeting on November 8, 2016.

ACKNOWLEDGEMENT OF REGISTERED AGENT

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, is familiar with, and accepts, the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgement of Registered Agent.

Cross Street Corporate Services, LLC,
a Florida limited liability company

By: Zachary B. Buffington
Zachary B. Buffington
As its Vice President