

2019-02-06 14:42

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Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
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SECRETARY OF STATE
TALLAHASSEE, FL

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAPTIST HEALTH CARE CORPORATION

A. The name of this corporation is BAPTIST HEALTH CARE CORPORATION (the "Corporation").

B. The Directors of this Corporation have adopted the following amendment and restatement to the Articles of Incorporation of this Corporation in accordance with the Florida Not For Profit Corporations Act. As amended and restated, the Articles of Incorporation shall read as follows.

ARTICLE I - NAME

The name of this Corporation is BAPTIST HEALTH CARE CORPORATION

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal place of business of this Corporation shall be 1717 North E Street, Suite 320, Pensacola, Florida 32501. The mailing address of the principal place of business of this Corporation shall be 1717 North E St., Suite 320, Attn: Elizabeth C. Callahan, Pensacola, Florida 32501.

ARTICLE III - PURPOSES

Statement of Purposes. The purposes for which the Corporation is organized are exclusively charitable, scientific or educational 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 "Internal Revenue Code") and in furtherance of these purposes, the Corporation may:

- (a) Promote and support, by donation, loan or otherwise, the interests and purposes of its Related Parties that provide health care, education or research, or otherwise conduct activities in support of health care education or research, and which fall within the categories of Section 501 (c) (3) and Section 509 (a) (1) or Section 509 (a) (2) of the Internal Revenue Code of 1986. A "Related Party" shall mean any entity which is wholly owned by the Corporation (a "Subsidiary") or wholly owned by a Subsidiary of the Corporation.

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- (b) Raise funds for any or all of the organizations described in subparagraph (a) of this article from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in furtherance of these purposes.
- (c) Establish, develop, sponsor, promote and/or conduct educational programs, scientific research, treatment facilities, hospitals, rehabilitation centers, housing centers, management services, human services programs and other charitable activities, all in promotion and support of the interests and purposes of the organizations described in subparagraph (a) of this article. In no instance, however, shall the Corporation engage in the practice of medicine.
- (d) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.
- (e) Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.
- (f) Contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.
- (g) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, in the course of which operation:
 - (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other persons, 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.
 - (j) 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 any candidate for public office except as authorized under the Internal Revenue Code.
 - (k) Notwithstanding any other provisions of these articles, 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 Section 501 (c) (3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

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ARTICLE IV - POWERS

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of such Code.

ARTICLE V - DISSOLUTION

In the event of the dissolution of the Corporation, the Corporation's Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute, in any proportions thought wise, all of the assets of the Corporation to Baptist Hospital, Inc. if then in existence and if qualified under Section 501 (c) (3) of the Internal Revenue Code of 1986 or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or Code of 1986 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal officer 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.

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The name of the registered agent of the Corporation is Elizabeth C. Callahan. The address of this registered agent is 1717 North E Street, Suite 320, Pensacola, Florida 32503. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

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ARTICLE VII - MEMBERS AND DIRECTORS

7.1 Member. This Corporation has no members.

7.2 Directors. The business and affairs of this Corporation shall be managed and conducted by its Board of Directors. The number, qualifications, selection, and terms of office of the members of the Board of Directors shall be in accordance with the Bylaws of the Corporation. The current Directors are:

Donald McMahon
375 N. 9th Ave.
Pensacola, FL 32502

Marcus E. Paul, DMD
555 Brent Lane
Pensacola, FL 32503

Stephen B. Shell
226 Palafox Place
Pensacola, FL 32501

Edward M. Gray, III
315 Fairpoint Dr.
Gulf Breeze, FL 32561

ARTICLE VIII - BYLAWS

The directors of the Corporation shall adopt Bylaws for this Corporation and the Board of Directors from time to time may modify, alter, amend or rescind the same by supermajority (75%) of the voting members of the Board of Directors, provided that a brief description of such proposed amendment(s) shall have been published in advance of the meeting at which approval is sought

ARTICLE IX - TERM

This Corporation shall have perpetual existence unless it is dissolved pursuant to the laws of the State of Florida.

ARTICLE X - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of incorporation in the manner now or hereinafter provided by Florida law.

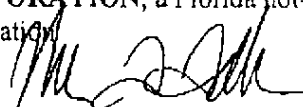
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The Directors of this Corporation are entitled to vote on the adoption of this Amendment and Restatement of the Articles of Incorporation. The date of the adoption of the Amendment and Restatement of the Articles of Incorporation by the Directors is Feb 9, 2019.

IN WITNESS WHEREOF, BAPTIST HEALTH CARE CORPORATION has caused these Amended and Restated Articles of Incorporation to be signed in its name by its President this 9th day of February, 2019.

BAPTIST HEALTH CARE CORPORATION, a Florida not-for-profit corporation

By: 
Print Name: Marc T. Faulkner
Its: President

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ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT OF
BAPTIST HEALTH CARE CORPORATION

Having been named as registered agent and to accept service of process for the BAPTIST HEALTH CARE CORPORATION, at the place designated in the Articles of Incorporation, 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 am familiar with and accept the obligations of my position as registered agent.



ELIZABETH C. CALLAHAN

Date: Feb 4th, 2019

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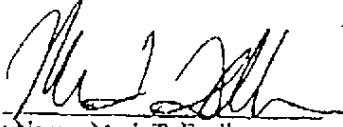
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CERTIFICATE

The Amended and Restated Articles of Incorporation of Baptist Healthcare Corporation were adopted by the Board of Directors on February 4, 2019 and do not contain any amendments requiring member approval.

IN WITNESS WHEREOF, BAPTIST HEALTH CARE CORPORATION has caused this Certificate to be signed in its name by its President this 11th day of February, 2019.

**BAPTIST HEALTH CARE
CORPORATION**, a Florida not-for-profit
corporation

By: 
Print Name: Mark T. Faulkner
Its: President