

768602

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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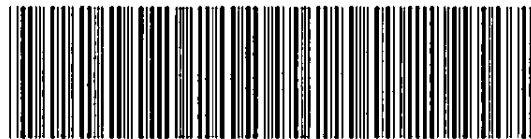
(Business Entity Name)

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effective date 6-30-24

Amended &  
Restated Articles

06/29/24 -FILE- -011 \*\*210.00

FILED  
2024 JUN 28 AM 9:38  
CLERK OF SUPERIOR  
COURT, JEFFERSON  
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A. RAMSEY  
JUL 11, 2024

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2024 JUN 28 AM 8:00  
JAILMANASSEE, FLORIDA

\*00789, 00524, 00671  
\*00789, 00524, 00671

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: St. Joseph's Health Care Center, Inc.

DOCUMENT NUMBER: 768602

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Legal Services Department

\_\_\_\_\_  
(Name of Contact Person)

BayCare Health System, Inc.

\_\_\_\_\_  
(Firm/ Company)

2985 Drew Street

\_\_\_\_\_  
(Address)

Clearwater, Florida 33759

\_\_\_\_\_  
(City/ State and Zip Code)

Legal.Services@baycare.org

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Legal Services Department

727

519-1883

at

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Area Code)

\_\_\_\_\_  
(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 1, 2024

LEGAL SERVICES DEPARTMENT  
BAYCARE HEALTH SYSTEM, INC.  
2985 DREW STREET  
CLEARWATER, FL 33759

SUBJECT: ST. JOSEPH'S HEALTH CARE CENTER, INC.  
Ref. Number: 768602

We have received your document for ST. JOSEPH'S HEALTH CARE CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment OR Amended and Restated Articles pursuant to the applicable Florida Statute.

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.

Annette Ramsey  
OPS

Letter Number: 024A00014320

RECEIVED  
2024 JUL 10 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
JUN 28 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
ST. JOSEPH'S HEALTH CARE CENTER, INC.**

1. These Amended and Restated Articles of Incorporation are executed pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended.
2. These Amended and Restated Articles of Incorporation were duly adopted by the member.
3. The following Amended and Restated Articles of Incorporation supersede any and all previous Amended and Restated Articles of Incorporation, as amended, in their entirety and shall be the Articles of Incorporation of the Corporation.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Corporation is St. Joseph's Health Care Center, Inc., and the principal place of business and mailing address of the Corporation is St. Joseph's Health Care Center, Inc., 3001 West Dr. Martin Luther King, Jr. Boulevard, Tampa, Florida, 33607.

**ARTICLE II**

**DEFINITIONS**

For the purposes of these Amended and Restated Articles of Incorporation, the terms herein referred to shall have the following meanings:

1. The term "Act" means the Florida Not For Profit Corporation Act, or any successor law, as the same may be amended from time to time.
2. The term "Bylaws" means the Bylaws of the Corporation, as the same may be further amended or revised from time to time.
3. The term "Corporation" means St. Joseph's Health Care Center, Inc., a Florida not for profit corporation, unless, from its context or use, it clearly has a different meaning.

**ARTICLE III**

**PERIOD OF EXISTENCE**

The period of existence of the Corporation shall be perpetual.

## **ARTICLE IV**

### **PURPOSES**

The Corporation shall be organized and 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 corresponding provisions of any subsequent federal tax laws (the "Code"). The Corporation shall be operated in conformity with the Ethical and Religious Directives for Catholic Health Care Services as promulgated and amended from time to time by the United States Catholic Conference of Bishops (the "Ethical and Religious Directives"). In furtherance of the foregoing, the purposes for which the Corporation is organized are:

- (a) To perform, foster and support acts of Christian charity among the sick and ailing and provide resources for the restoration of health and the prevention of disease.
- (b) To promote education and establish educational programs for patients, staff and other groups.
- (c) To cooperate with other health care systems, health planning agencies, governmental agencies and other health and welfare organizations.
- (d) To promote the health and welfare of the communities served and humankind through scientific research, education and treatment.
- (e) To promote and encourage the establishment of facilities which are related to or will be beneficial to health care.
- (f) To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in the furtherance of the mission and purposes of this Corporation in conformity with the reservation of powers in the Bylaws.
- (g) To promote, support and conduct charitable, scientific and/or educational activities qualifying under Section 501(c)(3) of the Code.
- (h) To make gifts, grants or donations to other exempt charitable organizations.
- (i) To further, promote and support the benevolent, charitable, scientific, religious and educational activities of Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church ("Catholic Health Ministries"), or of any public charitable corporation carrying on the works of, originally founded by, or supported by Catholic Health Ministries or the Corporation, provided that such organizations qualify as exempt organizations under Section 501(c)(3) of the Code.
- (j) To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

## **ARTICLE V**

### **LIMITATIONS ON ACTIVITIES**

The Corporation will not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Member, Trustees, Officers or other private 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; 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. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or (iii) any corporation described in Section 509(a) of the Code.

## **ARTICLE VI**

### **MEMBER**

Section 1. **Member.** BayCare Health System, Inc. is the sole member ("Member" or "Corporate Member") of the Corporation. As such, BayCare Health System, Inc. shall have such Member rights and powers as are specified under Florida law, these Articles of Incorporation and the Bylaws of the Corporation.

Section 2. **Reserved Powers.** The Member shall have such reserved powers as are set forth in the Bylaws of the Corporation.

## **ARTICLE VII**

### **BOARD OF TRUSTEES**

Subject to the reserved rights of the Corporate Member set forth in these Articles of Incorporation and in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the Act, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by the Member. Trustees shall be appointed as provided in the Bylaws of the Corporation. Additional provisions relevant to the Board of Directors shall be set forth in the Bylaws of the Corporation.

## **ARTICLE VIII**

### **DISSOLUTION**

Subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after

paying or making provision for payment of all its known debts, obligations and liabilities, as well as any claims, subventions or subvention-like rights of or owed to Catholic Health Ministries, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Corporate Member of this Corporation or its successors, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds or organizations which at the time appear in the Official Catholic Directory published annually by P.J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of Catholic Health Ministries have purposes most closely aligned to those of the Corporation, subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

#### **ARTICLE IX**

#### **REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's registered office is 2985 Drew Street, Attention: Legal Services Department, Clearwater, Florida 33759. The name of the registered agent is BayCare Health System, Inc.

#### **ARTICLE X**

#### **AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

#### **ARTICLE XI** **EFFECTIVE DATE**

These Amended and Restated Articles of Incorporation shall be effective as of June 30, 2024.

IN WITNESS WHEREOF, the President of the Corporation has executed these Amended and Restated Articles of Incorporation to be effective as of June 30, 2024.

ST. JOSEPH'S HEALTH CARE CENTER, INC.

By: \_\_\_\_\_

Kimberly Guy, President

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The date of each amendment(s) adoption: June 20, 2024, if other than the date this document was signed.

Effective date if applicable: June 30, 2024  
*(no more than 90 days after amendment file date)*

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

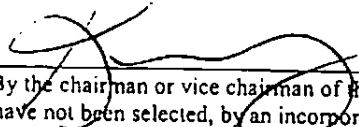
- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.



- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated June 28, 2024

Signature

  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Kimberly Guy

\_\_\_\_\_  
(Typed or printed name of person signing)

President

\_\_\_\_\_  
(Title of person signing)