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ACCOUNT NO. : 072100000032

REFERENCE : 687530 4340257

AUTHORIZATION : *Patricia Pizzini*

COST LIMIT : \$ 52.50

ORDER DATE : May 5, 2000

ORDER TIME : 4:35 PM

ORDER NO. : 687530-005

CUSTOMER NO: 4340257

CUSTOMER: Kathleen Haggerty, Legal Asst.
Smith, Hulsey & Busey
225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

Amended & Restated

500003247515--9

Articles

FILED

00 MAY 10 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: BAPTIST HEALTH SYSTEM, INC.

EFFECTIVE DATE:

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY (2)
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

APR
5/100

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BAPTIST HEALTH SYSTEM, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. The name of the Corporation is Baptist Health System, Inc.

B. The Members of the Corporation voted on April 3, 2000, to restate the Articles of Incorporation of the Corporation to incorporate the amendments made thereto on June 15, 1984, and May 29, 1990, and to delete historical references to the initial Members of the Corporation contained in Article IV, the initial registered office and agent contained in Article V, the initial Board of Directors contained in Article VI and the Incorporator contained in Article VIII. After amendment and restatement, the Articles of Incorporation shall read as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF BAPTIST HEALTH SYSTEM, INC.**

**Article I.
Name**

The name of this Corporation is Baptist Health System, Inc.

**Article II.
Duration of the Corporation**

The Corporation shall have perpetual existence; provided, however, that upon the vote of a majority of all of the Members, the Corporation may be dissolved. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after the payment of all of the debts of the Corporation and expenses of dissolution, shall be distributed to any corporation or other entity formed and operated exclusively to receive and administer funds for scientific, educational or charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), and that is qualified as such (hereinafter referred to as "charitable organizations"). If Southern Baptist Hospital of Florida, Inc. is a charitable organization at the time of the Corporation's liquidation or dissolution, any asset identifiable as having been contributed or made available by Southern Baptist Hospital of Florida, Inc. shall be distributed to it upon the Corporation's liquidation or dissolution. In the event of such liquidation or dissolution, no part of such assets shall inure to the benefit of any Members (other than Members that are charitable organizations, which, to the extent permitted under Florida law and otherwise not prohibited by the preceding sentence, shall receive a distribution of all of the assets of the Corporation), directors or officers of the Corporation.

Article III.
General Purposes of the Corporation

The Corporation purposes for which the Corporation is organized are:

- (a) To exist and operate solely for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Code, or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors or officers or to 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 above.
- (b) To establish, support, manage and furnish, directly or indirectly, facilities to provide diagnosis, medical, surgical and hospital care, extended care, outpatient care, home care and other hospital and medically related services to sick, injured or disabled persons.
- (c) To own or lease, own or lease and operate, operate or manage any asset or facility or participate in any activity designed and carried on to promote the general health of persons.
- (d) To operate without regard to race, creed, age, sex, religion or national origin.
- (e) To own stock in or otherwise control companies engaged in health-related activities.
- (f) To coordinate the activities of all companies owned or controlled by it, including engaging in organization, planning and budget review, overseeing operations and overseeing fund raising.
- (g) To make grants to other charitable organizations.
- (h) To carry out its functions such that no substantial part of the Corporation's activities 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.
- (i) To have and exercise all powers of any corporation not for profit under the laws of the State of Florida, as in effect from time to time. 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 to the extent permitted under Chapter 617, Florida Statutes.
- (j) To conduct any lawful business or activity that is not specifically prohibited by these Articles of Incorporation.

(k) Notwithstanding any other provision hereof, the Corporation shall be operated exclusively for the benefit of, to perform the functions of or to carry out the purposes of Southern Baptist Hospital of Florida, Inc. and any other health care facility that is controlled by it or is affiliated with it, and the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Code or by an organization contributions to which are deductible under Section 170 (c) (2) of the Code and regulations promulgated thereunder (or the corresponding provision of any future United States Internal Revenue Law).

**Article IV.
Members**

The Corporation is organized without capital stock. The qualifications for Members and the manner of their admission shall be regulated by the Bylaws.

**Article V.
Board of Directors**


The affairs of the Corporation are to be managed by a Board of Directors of not less than five (5) nor more than eighteen (18) individuals. At all times, a majority of the Directors, and at not time less than five (5) directors, shall be active members of Baptist Churches cooperating with the Southern Baptist Convention.

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The Members of the Corporation were entitled to vote on this amendment and restatement, and the number of votes cast for the amendment and restatement was sufficient for approval by the Members entitled to vote.

IN WITNESS WHEREOF, Baptist Health System, Inc. has caused these Articles of Amendment and Restatement to be signed in its name by its Chief Executive Officer this 1st day of May, 2000.

BAPTIST HEALTH SYSTEM, INC.

By: 
A. Hugh Greene
President and Chief Executive Officer