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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BAPTIST HEALTH SYSTEM, INC.**

Certificate of Status	0
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Page Count	03
Estimated Charge	\$35.00

SEP 02 2015
C. CARROTHERS

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

2015 SEP -1 AM 9:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- A. The name of the Corporation is Baptist Health System, Inc.
- B. The Members of the Corporation voted on July 13, 2015, to amend and restate the Articles of Incorporation of the Corporation in their entirety to read as follows, and to authorize the officers of the Corporation to file the same with the Secretary of State of the State of Florida:

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

**Article I.
Name**

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

**Article II.
Duration of the Corporation**

The Corporation shall have perpetual existence; provided, however, that the Corporation may be dissolved in accordance with its Bylaws. 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 Member (other than a Member that is a charitable organization, 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.
Purposes of the Corporation**

The Corporation is organized, and at all times thereafter is operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Southern Baptist Hospital of Florida, Inc., Baptist Medical Center of the Beaches, Inc. and Baptist Medical Center of Nassau, Inc.,

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each of which is a tax exempt organization recognized as a public charity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and is not a private foundation under Section 509(a)(1) of the Code.

**Article IV.
Sole Member**

The Corporation is organized without capital stock. The Sole Member of the Corporation is Coastal Community Health, Inc., a Florida not for profit corporation.

**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. The Directors shall be persons of faith, respect the Corporation's Baptist heritage, embrace its faith-based mission, and represent the community it serves.

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.


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IN WITNESS WHEREOF, Baptist Health System, Inc. has caused these Articles of Amendment and Restatement to be signed in its name by its Assistant Secretary this 1st day of September, 2015.

BAPTIST HEALTH SYSTEM, INC.

By: 
Harvey Granger
Assistant Secretary

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