



BAPTIST/ST. VINCENT'S
HEALTH SYSTEM

770084

June 1, 1998

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-06/02/98-01028-009
*****35.00 *****35.00

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314-6327

Dear Sir/Madam:

RE: Articles of Amendment and Restatement of The Articles of Incorporation
of Baptist Health Properties, Inc.

Enclosed are the Articles of Amendment and Restatement of The Articles of Incorporation of Baptist Health Properties, Inc. changing the name of the corporation to Baptist/St. Vincent's Properties, Inc., along with our check in the amount of \$35.00 for filing fees.

Please proceed to file the Amendment and send the confirmation to my attention at the address listed below. Thank you for your assistance. If you have any questions, please call 904/202-5118.

Sincerely,

Marsha K. Coates

Marsha K. Coates
Legal Assistant

mc

Enclosures (2)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

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Amendment / Inc
6-2-98

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
BAPTIST HEALTH PROPERTIES, INC.**

- A. The name of this Corporation is Baptist Health Properties, Inc.
- B. Amendments to the Articles of Incorporation were adopted on May 26, 1998 by the sole Member of this Corporation to amend Article I of the Articles of Incorporation to change the name of the Corporation, as follows:

"The name of this not-for-profit corporation is Baptist/St. Vincent's Properties, Inc. (the "Corporation")."

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

- C. The sole Member of this Corporation was entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for the approval by the Member.

- D. The Restated Articles of Incorporation, as set forth below, supersede the original Articles of Incorporation and all amendments and restatements to them.

- E. The Members of this Corporation have approved the amendment and restatement of the Articles of Incorporation, as follows:

ARTICLE I - NAME

The name of this not-for-profit corporation is Baptist/St. Vincent's Properties, Inc. (the "Corporation").

ARTICLE II - DURATION OF THE CORPORATION

This Corporation shall have perpetual existence; provided, however, that upon the vote of a majority of all of the members, this Corporation may be dissolved. In the event of the liquidation or dissolution of this Corporation, whether voluntary or involuntary, the assets of this Corporation, after the payment of all of the debts of this Corporation and expenses of dissolution,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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shall be distributed to any of this Corporation's members that is a 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 is qualified as such (hereinafter referred to as "charitable organizations") and that is permitted to receive such assets under Florida law or, if there are none, to any other charitable organization. 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, shall receive a distribution of all of the assets of this Corporation), directors or officers of this Corporation.

ARTICLE III - GENERAL PURPOSES OF THE CORPORATION

The purposes for which the Corporation is organized are:

(a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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) of the Code. No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its directors or officers or to other private persons, except that this 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 acquire real property and other assets by purchase, grant, bequest or otherwise.

(c) To own or lease, own or lease and operate, manage and otherwise utilize or dispose of real property and other assets for the purposes of distributing the net income to a tax-exempt organization as hereinabove defined.

(d) To operate without regard to race, creed, sex, religion or national origin.

(e) To make grants to other charitable organizations.

(f) To carry out its functions such that no substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. This 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.

(g) 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 this Corporation shall be distributable to, or inure to the benefit of, its members, directors or

officers or any private individual, except as provided herein and except to the extent permitted under Chapter 617, Florida Statutes.

(h) To engage in any lawful business or activity not prohibited by these Articles of Incorporation.

(i) Notwithstanding any other provision hereof, this 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 and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE IV - MEMBERS

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

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 1301 Riverplace Boulevard, Suite 1700, Jacksonville, Florida 32207, and the name of its registered agent at this address is Harvey Granger.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this Corporation is 800 Prudential Drive, Jacksonville, Florida 32207, and its mailing address is the same.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Corporation are to be managed by a Board of Directors of not less than five (5) nor more than eighteen (18) individuals. The names and addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
T. O'Neal Douglas, Sr.	Independent Life Insurance Company One Independent Drive Jacksonville, Florida 32276

Henry W. Hill

Suite 1803 Gulf Life Tower
Gulf Life Drive
Jacksonville, Florida 32207

Richard H. Malone

800 Prudential Drive
Jacksonville, Florida 32207

William C. Mason

800 Prudential Drive
Jacksonville, Florida 32207

J. Larry Read

800 Prudential Drive
Jacksonville, Florida 32207

Robert L. Rowe, Jr.

1109 Barnett Bank Building
Jacksonville, Florida 32202

Judson S. Whorton

American Heritage Life Insurance Company
11 East Forsyth Street
Jacksonville, Florida 32202

ARTICLE VIII - METHOD OF ELECTION OF BOARD OF DIRECTORS

The manner in which the directors are to be elected shall be stated in the Bylaws.

ARTICLE IX - BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments to the Bylaws shall not become effective until ratified (i) by the Members of this Corporation, acting by the affirmative vote of at least three-fourths of the directors then in office of each Member, and (ii) solely in respect of amendments that change the mission and philosophy statement, by Baptist Health System, Inc. and Daughters of Charity National Health System-Southeast, Inc.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is Judith E. Covey, 112 West Adams Street, Suite 500, Jacksonville, Florida 32202.

ARTICLE XI - 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. However, amendments shall not become effective until ratified (i) by the Members of this Corporation, acting by the affirmative vote of at least three-fourths of the directors then in office of each Member, and (ii) solely in respect of amendments that change the mission and philosophy statement, by Baptist Health System, Inc., and Daughters of Charity National Health System - Southeast, Inc.

ARTICLE XII - INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the full extent permitted by Florida law.

IN WITNESS WHEREOF, Baptist Health Properties, Inc. has caused these Articles of Amendment and Restatement to the Articles of Incorporation to be signed in its name by its President this 28 day of May, 1998.

BAPTIST HEALTH PROPERTIES, INC.

By: 

William C. Mason, President