

AUG-11-2010 WED 09:32 AM Beggs And Lane

FAX NO. 8504693331

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000180733 3)))



H100001807333ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : BEGGS & LANE
Account Number : I20020000155
Phone : (850) 432-2451
Fax Number : (850) 469-3331

FILED
10 AUG 11 AM 8:48
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

RECEIVED
10 AUG 11 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: m.mathews@bbhcnas.org

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
ANDREWS FOUNDATION FOR RESEARCH & EDUCATION, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$25.00

G. MCLEOD

Electronic Filing Menu

Corporate Filing Menu AUG 12 2010 Help

EXAMINER

((H100001807333))

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION FOR
ANDREWS FOUNDATION FOR RESEARCH & EDUCATION, LLC
(A Florida Limited Liability Company)**

The Articles of Organization for Andrews Foundation for Research & Education, LLC (the "Company") were filed on December 5, 2005 with an effective date of November 29, 2005. The following Amended and Restated Articles of Organization of the Company are being duly executed and filed in accordance with Section 608.411 of the Florida Limited Liability Company Act.

ARTICLE I - Name

The name of the Company is Andrews-Paulos Research & Education Institute, LLC.

ARTICLE II - Addresses

The mailing address for the Company is:

1717 North "E" Street, Suite 320
Pensacola, Florida 32501

The street address for the principal office of the Company is:

1020 Gulf Breeze Parkway
Gulf Breeze, Florida 32561

ARTICLE III - Duration

The period of duration of the Company shall be perpetual.

ARTICLE IV - Management

The Company is to be managed by a manager or managers, the number and identity of which will be determined in accordance with the Company's operating agreement.

ARTICLE V - Registered Agent

The name and street address of the registered agent of the Company are:

Beggs & Lane, a Registered Limited Liability Partnership
501 Commendancia Street
Pensacola, Florida 32502

((H100001807333))

FILED
10 AUG 11 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H100001807333)))

ARTICLE VI - Purposes

The Company is organized and operated exclusively for scientific, educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (the "Code") in furtherance of the purposes of its sole member, Baptist Health Care Corporation, a Florida not for profit corporation exempt from federal income tax pursuant to section 501(a) of the Code by virtue of section 501(c)(3) thereof; and to do any other business, act or thing incidental to and necessary for the accomplishment of the aforesaid purposes and not inconsistent with any law.

ARTICLE VII - Limitation on Powers

The Company shall have all powers authorized by Florida law subject to the following exception: the Company shall not be authorized to use such powers to carry on any activity which is not in furtherance of the exclusive purposes for which it was organized or which is prohibited for an entity exempt from income tax under section 501(a) of the Code by virtue of section 501(c)(3) thereof.

ARTICLE VIII - Members

Only organizations that are exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof or qualify as a governmental unit under section 170(c)(1) of the Code may be members of the Company. The sole member of the Company is Baptist Health Care Corporation, an entity that is exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof. No member may transfer, directly or indirectly, any membership interest in the Company to a transferee unless the transferee is an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof or qualified as a governmental unit under section 170(c)(1) of the Code.

Upon any member of the Company ceasing to be an entity qualified as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof, such member may sell or otherwise transfer such member's membership interest in the Company to an entity that is exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof or qualified as a governmental unit under section 170(c)(1) of the Code for a period of ninety (90) days following the date of such member ceasing to be an entity qualified as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof; provided, however, in the event that such member is the sole member of the Company, then the Company shall be dissolved as of the date of the occurrence of the sole

(((H100001807333)))

(((H100001807333)))

member ceasing to be an entity qualified as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof. In the event such member has not sold or otherwise transferred such member's membership interest in accordance with the foregoing sentence, such member shall automatically forfeit such member's membership interest the day following the expiration of the 90-day period set forth in the preceding sentence without any further action on the part of the Company or such member.

All members of the Company shall expeditiously and vigorously enforce all of their rights in the Company and shall pursue all legal and equitable remedies to protect their interests in the Company.

ARTICLE IX - Restriction on Use and Transfer

The Company, interests in the Company (other than membership interests) and the Company's assets may only be availed of and transferred to (whether directly or indirectly) any nonmember other than an organization that is exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof or qualifies as a governmental unit under section 170(c)(1) of the Code in exchange for fair market value.

ARTICLE X - Net Earnings and Private Inurement

No part of the net earnings, gains, or assets of the Company shall inure to the benefit of, or be distributable to its members who are not then qualified as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof, managers, trustees, directors, officers, or other private persons, except that it shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the exempt purposes for which the Company was organized and which are consistent with section 501(c)(3) of the Code. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in, including the publishing or distribution of statements relating to, any political campaign on behalf of or in opposition to any candidate for public office. Furthermore, the Company shall not be merged with, or convert into or any other entity unless the entity is then qualified as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof.

ARTICLE XI - Distribution of Company Assets Upon Dissolution

In the event of dissolution or final liquidation of the Company, the managers shall, after paying or making provision for the payment of all the lawful debts and liabilities thereof,

(((H100001807333)))

((H10000180733.3)))

distribute all of the assets of the Company as follows:

- (a) pro rata to its members that shall then qualify as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof; and if no such member exists:
- (b) to an organization or organizations created to succeed the Company, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof; and if no such organization exists, then to
- (c) an organization or organizations having similar purposes as the Company and which the Company's members agree are appropriate recipients of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof.

ARTICLE XII - Operating Agreement

The Company and its member(s) shall enter into a written operating agreement which shall be consistent with these Articles of Organization, and these Articles of Organization shall always prevail over any inconsistent provision of said operating agreement as the same may be amended and/or restated from time to time. Any amendments to the Company's operating agreement must be consistent with section 501(c)(3) of the Code.

ARTICLE XIII - Amendments to Articles of Organization

These Articles of Organization may not be amended unless such amendment is consistent with section 501(c)(3) of the Code.

ARTICLE XIV - Attorney General's Authority

The Attorney General of the State of Florida is hereby granted all authority provided in chapter 617, Florida Statutes, to be exercised with respect to the Company just as if the Company was formed as a not for profit corporation under said chapter, including but not limited to the authority provided in section 617.0304 thereof.

((H10000180733.3)))

((H10000180733.3))

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Organization as of the 2 day of August, 2010.

BAPTIST HEALTH CARE CORPORATION

By: Mary Mathews

Name: Mary Mathews

Title: Assistant Secretary

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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 I am familiar with and accept the obligations of my position as registered agent.

BEGGS & LANE, A REGISTERED LIMITED
LIABILITY COMPANY

8/10/10
Dated

By: E. Callahan
Elizabeth C. Callahan

((H10000180733.3))