

NO0677

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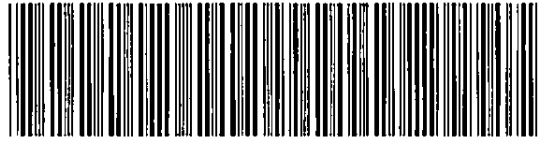
(Business Entity Name)

(Document Number)

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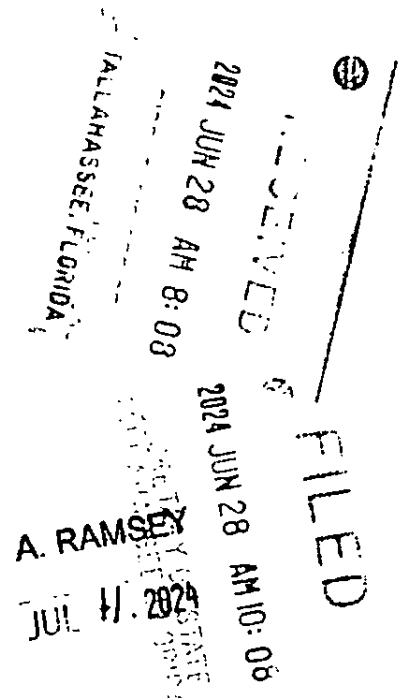
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Amended & Restated
Articles
effective 6-30-24

06/28/24--01003--011 **210.00



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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 1, 2024

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

SUBJECT: MORTON PLANT MEASE HEALTH CARE, INC.
Ref. Number: N00677

We have received your document for MORTON PLANT MEASE HEALTH CARE, 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 of Incorporation pursuant to the applicable Florida Statutes,

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: 824A00014334

RECEIVED
2024 JUL 10 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MORTON PLANT MEASE HEALTH CARE, INC.**

2024 JUN 28 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Third Amended and Restated Articles of Incorporation are executed pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, as amended.
2. The Third Amended and Restated Articles of Incorporation were duly adopted by the members and the number of votes cast was sufficient for approval.
3. The following Third 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

The name of the Corporation is Morton Plant Mease Health Care, Inc.

ARTICLE II

DEFINITIONS

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 "Articles of Incorporation" shall mean these Third Amended and Restated Articles of Incorporation of the Corporation, as the same may be amended and restated from time to time.
3. The term "Board" or "Board of Directors" means the board of directors of the Corporation and the term "Director" means an individual member of the Board, unless, from their context or use, such terms clearly have different meanings.
4. The term "Bylaws" means the Third Amended and Restated Bylaws of the Corporation, as the same may be amended or restated from time to time.
5. The term "Code" shall have the meaning provided in Article V.
6. The term "Corporation" means Morton Plant Mease Health Care, Inc., a Florida not-for-profit corporation.
7. The term "Member" shall have the meaning provided in Article VIII.

ARTICLE III
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 300 Pinellas Street, Clearwater, Florida 33756.

ARTICLE IV
PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE V
PURPOSES

The purposes for which the Corporation is organized are exclusively charitable, scientific, or educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law (the "Code")), and, in furtherance of these purposes, the Corporation may:

(a) Act as the sole corporate member of, and support, promote, advance and strengthen, within the meaning of Section of 509(a)(3) of the Code, Morton Plant Hospital Association, Inc., Trustees of Mease Hospital, Inc., Morton Plant Mease Hospital Foundation, Inc., and other non-profit affiliates of the Corporation organized for charitable purposes (provided that each is an organization described in Section 501(c)(3) of the Code and in Section 509(a)(1) or (2) of the Code), and, in the discretion of the Board of Directors of the Corporation, be an equity owner in, control and/or operate, directly or indirectly, other entities, the purposes of which are consistent with the purposes of the Corporation.

(b) Raise funds for itself and/or for any or all of the organizations described in subparagraph (a) of this Article from the public and from all other sources available, and receive and maintain such funds and expend principal and income therefrom in furtherance of these purposes.

(c) Establish, develop, sponsor, promote and/or conduct educational programs, scientific research, treatment facilities, hospitals, rehabilitation centers, housing centers, management services, human services programs and other activities, all in promotion and support of the interests and purposes of the organizations described in subparagraph (a) of this Article.

(d) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

(e) Own or operate facilities or own other assets in furtherance of these purposes.

(f) Contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.

(g) Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Act.

(h) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of §501(c)(3) of the Code, in the course of which operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its individual members, trustees, officers, or other 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.

(ii) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including through the publishing or distribution of statements), any political campaign on behalf of any candidate for public office except as authorized under the Code.

(iii) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under §501(c)(3) of the Code and (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

(iv) The Corporation shall have no purpose beyond that permitted by the §509(a)(3) of the code as it now or hereafter exists.

ARTICLE VI

POWERS

This Corporation shall have all of the corporate powers enumerated and set forth in the

Act, as amended from time to time; provided, however, that none of the powers granted to the Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article V.

ARTICLE VII

CORPORATE DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which shall at the time qualify as an exempt organization under §501(c)(3) of the Code (or the corresponding provision of any future United States Revenue law), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBER

The Member of the Corporation shall be BayCare Health System, Inc.

ARTICLE IX

BOARD OF DIRECTORS

Subject to the rights reserved to the Member, the business and affairs of the Corporation will be managed by or under the direction of the Corporation's Board of Directors. Directors 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 X
MEMBER RESERVED RIGHTS

The Member shall have certain reserved rights as set forth in the Bylaws of the Corporation.

ARTICLE XI
AMENDMENTS

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

ARTICLE XII
REGISTERED OFFICE AND REGISTERED AGENT

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

ARTICLE XIII
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.

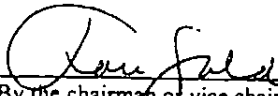
MORTON PLANT MEASE HEALTH CARE, INC.

By: Louis Galdieri
Louis Galdieri, President

☒ 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)

Lou Galdieri

(Typed or printed name of person signing)

President

(Title of person signing)