

NO 1175

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Division of Corporations
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B R C H CORPORATION

Certificate of Status	1
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THANKS!*



April 14, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

B R C H CORPORATION
C/O ANDRE SUSLA, ESQ
800 MEADOWS RD.
BOCA RATON, FL 33486-2304

SUBJECT: B R C H CORPORATION
REF: N01175

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

You have listed the REGISTERED AGENT as GENERAL COUNSEL. The person signing the acceptance is listed as MARCY HAHN SAPERSTEIN. If this person is to serve as the registered agent instead of ANDRE SUSLA, ESQ.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 409A00012435

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF SIXTH AMENDED AND
RESTATED ARTICLES OF INCORPORATION
OF
B R C H CORPORATION**

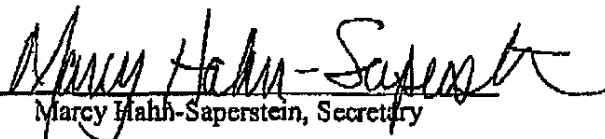
Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned President of B R C H Corporation ("Corporation") hereby executes and files this Certificate of Sixth Amended and Restated Articles of Incorporation and states as follows:

1. The attached Sixth Amended and Restated Articles of Incorporation contain amendments to the Corporation's Articles of Incorporation requiring approval by the Corporation's members.
2. The name of the Corporation is B R C H Corporation.
3. The text of the Sixth Amended and Restated Articles of Incorporation of the Corporation, including all amendments, is attached to this Certificate.
4. The date of adoption of the Sixth Amended and Restated Articles of Incorporation of the Corporation by the Board of Trustees of the Corporation was March 26, 2009, and the number of votes cast for the Sixth Amended and Restated Articles of Incorporation of the Corporation was sufficient. The Corporation has no members.

In Witness Whereof, the undersigned officer has executed this Certificate as of March 26, 2009.

B R C H CORPORATION

By:


Marcy Hahn-Saperstein, Secretary

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DIVISION OF CORPORATIONS

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**SIXTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
B R C H CORPORATION**

These Sixth Amended and Restated Articles of Incorporation have been duly adopted by the members of B R C H Corporation ("Corporation") pursuant to and in accordance with Section 617.1002, Florida Statutes.

**ARTICLE I
NAME**

The name of the Corporation shall be:

B R C H CORPORATION

**ARTICLE II
PURPOSE**

The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and scientific purposes, to support and encourage health care services. The purposes for which the Corporation is formed are to promote the services, activities, objectives, and general non-profit charitable business of Boca Raton Community Hospital, Inc., BRCH Home Health Service, Inc., B.R.C.H. Imaging, Inc., and BRCH Foundation, Inc. (each of which is organized and existing under the laws of the State of Florida as a not for profit corporation) and miscellaneous other charitable enterprises which help support the purposes of the aforesaid organizations; to solicit and accept gifts of money or property in order to carry out the purposes and objectives of the Corporation; to promote, develop, and hold events, productions and activities for fund raising purposes; to operate facilities for the acceptance of gifts and for resale to the public; to raise funds in furtherance of the not for profit charitable purposes of the Corporation; and generally to do all things lawful and permissible to enhance the rendering of healthcare services by the organization referred to above and to meet and satisfy the expenses thereof; all in a manner consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future Internal Revenue Law).

The Corporation may accomplish its purposes directly or through one or more of its Affiliates. For these purposes, "Affiliate" means an entity controlled by or under control with the Corporation.

The activities of the Corporation shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, Director, officer or individual other than to an organization or organizations which qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code 1986, as amended (or the corresponding provisions of any future Internal Revenue Law) and other than in the furtherance of the Corporation's exempt purpose. It shall not have the power to issue certificates of stock or declare dividends.

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Notwithstanding any provisions of these Sixth Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future Internal Revenue Law).

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code ("IRC").

The Corporation is organized and at all times thereafter is operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of Boca Raton Community Hospital, Inc., a public charity described in IRC Section 509(a)(1).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or 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 in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these Bylaws, 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 IRC section 501(c)(3), or (b) by a corporation, contributions to which are deductible under IRC section 170(c)(2).

Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in IRC section 501(c)(3).

ARTICLE III **MEMBERS**

The Corporation shall not have Members.

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ARTICLE IV
TRUSTEES

The Board of Trustees of the Corporation alone shall have the power to elect, remove (with or without cause), replace and add Trustees of the Corporation. The composition of the Board of Trustees shall be as established in accordance with the Bylaws of the Corporation; provided, however, that at all times at least a majority of the members of the board of trustees of Boca Raton Community Hospital, Inc. shall comprise at least a majority of the members of the Board of Trustees of the Corporation.

ARTICLE V
TERM

The term for which this Corporation shall exist shall be perpetual.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Registered Office of the Corporation is:

800 Meadows Road
Boca Raton, Florida 33486

The Registered Agent at that address is:

Marcy Hahn-Saperstein, General Counsel

ARTICLE VII
SALES AND MERGERS

Notwithstanding anything else contained in these Articles, as amended from time to time, or the Bylaws of the Corporation, as amended from time to time, the terms of any sale or merger of Boca Raton Community Hospital, Inc. may not be approved without the approval of two-thirds (2/3) of the members of the Board of Trustees of the Corporation then holding office at a duly called and convened meeting thereof.

ARTICLE VIII
HEARINGS

Notwithstanding anything else contained in these Articles, as amended from time to time, or the Bylaws of the Corporation, as amended from time to time, public notice shall be given and a public hearing shall be held no less than thirty (30) days prior to any duly called and convened meeting of the members of the Board of Trustees of the Corporation then holding office to consider the terms of any sale or merger of Boca Raton Community Hospital, Inc. and a quorum of Trustees must be present at this public hearing.

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ARTICLE IX **AMENDMENTS**

Amendments to these Sixth Amended and Restated Articles of Incorporation may be made and adopted only at a meeting of the members of the Board of Trustees called for that purpose by majority vote of the whole number of members of the Board of Trustees of the Corporation upon notice given of intention to submit such amendment. Notwithstanding the foregoing, amendments to Articles II, VII and VIII of these Sixth Amended and Restated Articles of Incorporation, and Articles XII, XIII and the second sentence of Article XIV, as well as this sentence of the Sixth Amended and Restated Articles of Incorporation, may be made and adopted at a meeting of the members of the Board of Trustees called for that purpose, provided that the meeting has otherwise been duly called and convened and provided further that any such amendment is adopted by a vote of two-thirds (2/3) of the members of the Board of Trustees of the Corporation then holding office. The notice of any meeting of members of the Board of Trustees to consider such an amendment shall include notice of intention to amend any or all of such provisions and shall include a copy of any proposed amendment.

ARTICLE XI **POWERS OVER AFFILIATES**

Whenever the Corporation shall serve as the sole member or shareholder of another entity, the Corporation shall have and exercise such authority and powers over such entity as are enumerated in the Corporation's bylaws.

ARTICLE XII **DISSOLUTION**

In the event of dissolution of the Corporation, any assets of the Corporation remaining after all obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made for such payment or discharge and after all assets held by the Corporation upon a condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, are returned, transferred, or conveyed in accordance with such requirements, the Corporation shall be conveyed or distributed to Boca Raton Community Hospital, Inc. for one or more exempt purposes if, at the time of such conveyance or distribution, Boca Raton Community Hospital, Inc. qualifies as an exempt organization under IRC section 501(c)(3) and is engaged in activities substantially similar to those of the Corporation, or, if Boca Raton Community Hospital, Inc. does not so qualify, or is not then in existence, to BRCH Foundation, Inc. for one or more exempt purposes if, at the time of such conveyance or distribution, BRCH Foundation, Inc. qualifies as an exempt organization under IRC section 501(c)(3) and is engaged in activities substantially similar to those of the Corporation, or, if BRCH Foundation, Inc. does not so qualify, or is not then in existence, then to such organization or organizations created and operated for non-profit purposes and engaged in activities substantially similar to those of the Corporation as shall be designated by the Board of Trustees

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of the Corporation, so long as such organization or organizations at the time of such conveyance or distribution qualifies as an exempt organization or organizations under IRC section 501(c)(3).

ARTICLE XIII

ADDRESS OF THE CORPORATION

The street address and mailing address of this Corporation are:

800 Meadows Road
Boca Raton, Florida 33486

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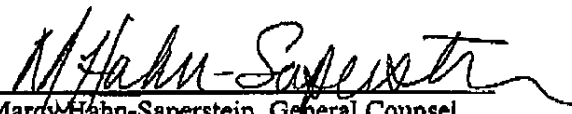
B R C H Corporation has caused these Sixth Amended and Restated Articles of Incorporation to be signed in its name by its Secretary, this 26th day of March, 2009.

B R C H CORPORATION, a Florida
not for profit corporation

By: 
Marcy Hahn-Saperstein
General Counsel and Secretary

REGISTERED AGENT ACCEPTANCE

Having been named as the registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Marcy Hahn-Saperstein, General Counsel
Registered Agent

Date: March 26, 2009