

NO 1175

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OFBRRH CORPORATION
(A Not-For-Profit Corporation)
(Document Number N01175)ARTICLE I. NAME

The name of this Corporation is BRRH Corporation, and it is located at 800 Meadows Road, Boca Raton, Florida 33486.

ARTICLE II. PURPOSES

The Corporation is organized and shall be operated exclusively for exempt purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of the United States or the corresponding section of any future federal tax code (the "Code") which include charitable, religious, educational and scientific purposes, and, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Sections 501(c)(3) and 509(a)(3) of the Code. The Corporation's general purpose is to operate exclusively for the benefit of, to perform the functions of, to carry out the purposes of, and to support each entity directly or indirectly controlled by the Corporation which is exempt from tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and classified as other than a private foundation under Section 509(a)(1) or Section 509(a)(2) of the Code, which include Boca Raton Regional Hospital, Inc., a Florida not-for-profit corporation and other qualified not-for-profit corporations and to support and encourage the health care services rendered by such organizations.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III. MEMBERSHIP

The Corporation shall have not less than eight (8) Directors, who shall be the Members of the Corporation and shall be its Board of Directors (hereafter the "Board"). The qualifications, terms of office, and the manner in which a Director shall become a Director or be elected and continue in office shall be as provided in the Corporation's Bylaws.

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ARTICLE IV. TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual unless and until the Corporation shall be dissolved in accordance with law.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Governing Body. The Board shall be the governing body of the Corporation and shall, subject to the rights and powers reserved to Baptist Health South Florida, Inc., manage its affairs and exercise its corporate powers. The Board and the Corporation shall have such officers as are provided in the Corporation's Bylaws.

Section 2. Reports. Minutes of the meetings of the Board and the committees of the Board shall be kept. The minutes of the meetings of the Board and the committees of the Board shall be provided to each Director prior to the next regularly scheduled meeting of the Board. The minutes of the meetings of the Board and such other minutes, reports, records and information of the Corporation as may be requested shall be routinely furnished to the Board of Trustees of Baptist Health South Florida, Inc.

Section 3. Restrictions on Authority of the Board. The Board may not, without the prior approval of the Board of Trustees of Baptist Health South Florida, Inc.:

- (i) Adopt a plan of dissolution of the Corporation;
- (ii) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (iii) Adopt a plan of merger or consolidation of the Corporation with another corporation;
- (iv) Appoint or remove the independent auditors of the Corporation;
- (v) Sell or mortgage any real property owned by the Corporation or acquire any real property on behalf of the Corporation or pledge assets to secure indebtedness; or
- (vi) Adopt any annual operating or capital budget of the Corporation, or approve any changes thereto.

Section 4. Delegation of Borrowing Authority to Baptist Health South Florida, Inc. The right of the Corporation to borrow or incur indebtedness for any single loan or incurrence of indebtedness, and the right to pledge assets of the Corporation to secure such indebtedness, is

expressly delegated and reserved to Baptist Health South Florida, Inc. Baptist Health South Florida, Inc. is irrevocably appointed as the agent of the Corporation for the purposes of borrowing on behalf of the Corporation, for the purposes of authorizing and issuing indebtedness on behalf of or in the name of the Corporation, and for the purpose of pledging assets of the Corporation to secure such indebtedness. Baptist Health South Florida, Inc. is expressly authorized to obligate the Corporation on such borrowings and indebtedness, to pledge assets of the Corporation to secure such indebtedness, and to execute and deliver on behalf of the Corporation all documents evidencing such borrowings and indebtedness, and such security instruments. No further authorization, confirmation, resolution or action of any type is required by the Board with respect to such borrowings or indebtedness, or such pledge of assets. All persons dealing with Baptist Health South Florida, Inc. in connection with any borrowings or indebtedness incurred by or on behalf of the Corporation through the actions of Baptist Health South Florida, Inc., or the pledge of assets of the Corporation by Baptist Health South Florida, Inc., shall be entitled to rely upon the authorization and delegation of rights conferred hereby, and shall not be required to make any inquiry upon the Corporation regarding the authority of Baptist Health South Florida, Inc. to borrow or incur indebtedness on behalf of or in the name of the Corporation, or to pledge assets of the Corporation.

Section 5. Authority of Baptist Health South Florida, Inc. Pursuant to the provisions of Section 617.0202(2)(i), Florida Statutes, the Corporation is subordinate to and subject to the authority of Baptist Health South Florida, Inc., a Florida not-for-profit corporation, to the extent provided in these Articles of Incorporation and in the Bylaws of the Corporation.

ARTICLE VII. PROPERTY, FUNDS AND INCOME

No part of the property, funds or income of the Corporation shall be distributed to nor shall any part of the net income, if any, of the Corporation inure to the benefit of its Members, Directors, Board Officers or any other private person.

ARTICLE VIII. LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the Corporation, its property and funds, after payment or provision for payment of its creditors, shall be distributed for approved charitable, scientific and educational purposes most closely approximating those set forth in Article II of these Articles of Incorporation, within the meaning of Section 501(c)(3) of the Code, as directed by the Board of Trustees of Baptist Health South Florida, Inc.

ARTICLE IX. POLITICAL ACTIVITY

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.

ARTICLE X. BYLAWS

The Bylaws of the Corporation may be made, amended or rescinded in any manner permitted by the Bylaws.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to (i) by majority vote of the entire Board of Trustees of Baptist Health South Florida, Inc. at any regular or special meeting, or (ii) subject to ratification by the Board of Trustees of Baptist Health South Florida, Inc., by majority vote of the entire Board at any regular or special meeting; provided, that written notice of the proposed amendment or addition shall have been given to every member of the Board and to every member of the Board of Trustees of Baptist Health South Florida, Inc. at least fifteen (15) days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter.

The effective date of these Amended and Restated Articles of Incorporation shall be July 1, 2019.

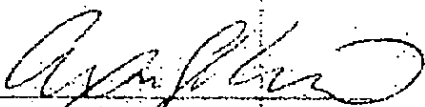
CERTIFICATE

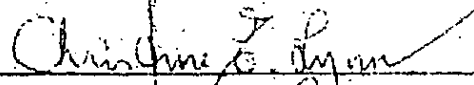
These Amended and Restated Articles were duly adopted by the Board of Trustees of the Corporation on May 23, 2019, and the number of votes cast for the Amendments by the Trustees was sufficient for approval. The Amendments included in the Amended and Restated Articles of Incorporation have been adopted pursuant to Chapter 617, Florida Statutes, and there is no discrepancy between the Articles of Incorporation as previously filed and amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the Amendments adopted pursuant to Chapter 617, Florida Statutes. This Corporation has no members

IN WITNESS WHEREOF, the undersigned Chairperson and Secretary of the Board of Trustees of the Corporation have executed these Amended and Restated Articles of Incorporation on May 23, 2019, 2019, for the purpose of amending and restating the Articles of Incorporation of the Corporation. The undersigned certify that no actions have been taken since the vote of the Trustees of the Corporation to modify or rescind the adoption of the Amended and Restated Articles as provided herein and that said adoption remains in full force and effect.

(CORPORATE
SEAL)

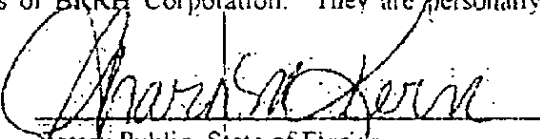
Attest:


Alexander Eremia, Secretary of the
Board of Trustees of BRRH
Corporation


Christine E. Lynn, Chairperson of the Board
of Trustees of BRRH Corporation

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23 day of May, 2019, by Christine E. Lynn and Alexander Eremia, the Chairperson and Secretary, respectively of the Board of Trustees of BRRH Corporation. They are personally known to me.


Notary Public, State of Florida

My Commission Expires: 7-19-19

