

No 2000003933

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

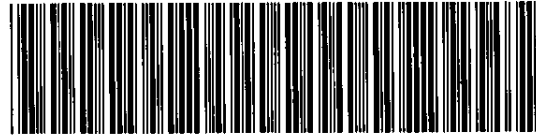
(Business Entity Name)

(Document Number)

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*Amended &  
Restated*

02/25/09--01024--008 \*\*35.00

**FILED**  
09 FEB 26 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
2009 FEB 25 PM 2:21  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

*Ad*  
*2/26/09*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Gadsden Hospital, Inc.

**DOCUMENT NUMBER:** N02000003933

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Paul Sexton, Esquire

(Name of Contact Person)

Williams Wilson, P.A.

(Firm/ Company)

215 S. Monroe St., Suite 600

(Address)

Tallahassee, Florida 32301

(City/ State and Zip Code)

For further information concerning this matter, please call:

Paul Sexton

(Name of Contact Person)

at ( 850 ) 224-3999

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 25, 2009

PAUL SEXTON, ESQ

TALLAHASSEE, FL

SUBJECT: GADSDEN HOSPITAL, INC.  
Ref. Number: N02000003933

We have received your document for GADSDEN HOSPITAL, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6903.

Cheryl Coulliette  
Regulatory Specialist II

Letter Number: 709A00006648

A Law & Government Relations Firm



**WILLIAMS WILSON & SEXTON, P.A.**

February 26, 2009  
Reply to: Tallahassee

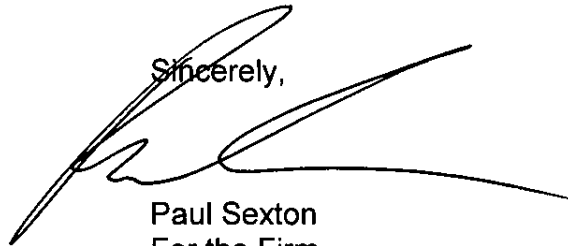
Cheryl Coulliette  
Regulatory Specialist II  
Florida Department of State  
Division of Corporations  
2661 Executive Center Drive  
Tallahassee, Florida 32301

Re: Amendment of Articles for Gadsden Hospital

Dear Ms. Coulliette:

Per our conversation earlier and per your instruction, I am submitting the required form for your acceptance of the Amended Articles of Corporation regarding Gadsden Hospital.

Sincerely,



Paul Sexton  
For the Firm

PS/sjb

Enclosure

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**TALLAHASSEE**

215 SOUTH MONROE STREET, SUITE 600  
TALLAHASSEE, FLORIDA 32301  
TELEPHONE: (850) 224-3999  
FACSIMILE: (850) 224-0099

**FT. LAUDERDALE**

110 EAST BROWARD BOULEVARD, SUITE 1500  
FT. LAUDERDALE, FLORIDA 33301  
TELEPHONE: (954) 315-3900  
FACSIMILE: (954) 315-3897

**ORLANDO**

121 SOUTH ORANGE AVENUE, SUITE 1500  
ORLANDO, FLORIDA 32801  
TELEPHONE: (407) 377-6820  
FACSIMILE: (407) 377-6653

**FILED**

09 FEB 26 PM 4:45

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
GADSDEN HOSPITAL, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**(A Florida Not for Profit Corporation)**

The Board of Directors of the corporation, with the approval of the Board of County Commissioners of Gadsden County, hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the Corporation shall be Gadsden Hospital, Inc.

**ARTICLE II**

**Principal Place of Business and Mailing Address**

The principal place of business and the mailing address of the Corporation shall be 23186 Blue Star Highway, Quincy, Florida 32351.

**ARTICLE III**

**Purpose**

The Corporation is formed exclusively for purposes for which a corporation may be formed and may operate under the Florida Not For Profit Corporation Act and not for pecuniary profit or financial gain. No part of the assets, income, or profit of the corporation shall be distributable to, or inure to the benefit of, its directors, officers, or members (if any), except to the extent permitted under said Act. The Corporation may pay compensation to its directors, officers, and members (if any) for services rendered to the Corporation, may confer benefits upon its members (if any) in conformity with its stated purposes, and, upon any dissolution or final liquidation, may make distributions to such members that it then has in the manner and to

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
GADSDEN HOSPITAL, INC.**

the extent permitted by said Act.

The Corporation is organized and shall be operated exclusively for charitable, scientific, medical and educational purposes, including, without limitation, the power to:

a. To operate and maintain Gadsden County Hospital or such other hospital established by the Gadsden County Board of County Commissioners, and other healthcare facilities in Gadsden County, Florida.

b. To enhance and improve the general public health and welfare of the citizens and residents of Gadsden County, Florida;

c. To engage or cooperate in research, studies, investigations, and other scientific and educational activities and functions related to the operation of a hospital and related medical facilities; and

d. Exercise all rights and powers confirmed by the laws of the State of Florida upon not for profit corporations, including without limitation, the right to acquire by bequest, devise, gift, purchase, lease or otherwise, either absolutely or in trust, any property of any nature.

e. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of sections 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

f. Notwithstanding any other provisions for these articles, this organization 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 Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
GADSDEN HOSPITAL, INC.**

g. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed by the Federal, state, or local government for a public purpose. 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 organization is then located, exclusively for such purposes.

h. The operation and maintenance of Gadsden County Hospital under lease to the Corporation by Gadsden County Board of County Commissioners ("Board of County Commissioners") is intended to constitute a transfer of a governmental function from the County to the Corporation, which shall be construed to be "acting on behalf of" the Board of County Commissioners and as being a corporation primarily acting as an instrumentality of Gadsden County, as those terms are used in Section 768.28, Florida Statutes. Under Section 768.28, Florida Statutes, "state agencies or subdivisions" include counties and municipalities, and corporations primarily acting as instrumentalities or agencies of the state, counties, or municipalities. In the performance of such governmental function, the Corporation shall at all times be acting and performing as the agent and servant of the Board of County Commissioners and the Board of County Commissioners shall exercise such control over the Corporation as is required by law, these Articles of Incorporation and the Bylaws adopted in accordance therewith. These Articles of Incorporation and the Corporation's Bylaws are subject to approval by the Board of County Commissioners and any amendment thereto will be submitted to the Board of County Commissioners for approval prior to such amendment becoming effective.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
GADSDEN HOSPITAL, INC.**

**ARTICLE IV**

**Directors**

The Board of Directors of the Corporation shall conduct the affairs of the Corporation and shall consist of no less than five nor more than eleven directors, the exact number to be fixed from time to time as set forth in, or in the manner prescribed by these Articles of Incorporation or the Corporation's Bylaws. Except for the Chief of Medical Staff, they shall be appointed by and may be removed from office at the discretion of the Gadsden County Board of County Commissioners. No more than one-third of the Directors may be active medical staff of the Hospital. Subject to review and approval of the Board of County Commissioners, the Board of Directors shall adopt and may thereafter amend bylaws not inconsistent with these Articles which will govern the conduct of the affairs of the Corporation. The Board of Directors may ratify any prior vote of the Board or act of the Corporation's officers, nunc pro tunc the prior vote or act, and may delegate or assign authority to a subcommittee of Directors or to the Corporation's officers or employees as provided in the Bylaws.

**ARTICLE VI**

**Staggered Terms**

The Board of Directors shall be divided into three classes (Classes 1, 2 and 3) and shall serve staggered terms as set forth in the Bylaws with the number of Directors in each class being as nearly equal as possible. Directors may serve consecutive terms, which shall be established as specified in the Bylaws. Any increase or decrease in the number Directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. The initial designation of individual Directors into particular classes shall be as set forth in the Bylaws.



**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
GADSDEN HOSPITAL, INC.**

**ARTICLE VII**

**Appointment and Vacancies**

In the event of any vacancy or vacancies on the Board of Directors, a successor(s) shall be appointed at the discretion of the Board of County Commissioners. A Director position shall be designated for the Chief of the Medical Staff, as elected from time to time by the Medical Staff.

Vacancies on the Board shall be as determined by the Board of Directors in accordance with the Bylaws and the Board of Directors may declare a vacancy in accordance with the standards and procedures set forth in the Bylaws.

**ARTICLE VII**

**Powers**

The corporation shall have all powers of a not for profit Florida corporation that are enumerated, conferred, or granted, both expressly and by implication, by the Florida Not For Profit Corporation Act, as now in effect and as hereafter amended, or any successor thereto.

**ARTICLE VIII**

**Members**

The Corporation shall have no members.

**ARTICLE IX**

**Term**

The term of this Corporation shall continue perpetually, unless and until it is dissolved in accordance with applicable law.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
GADSDEN HOSPITAL, INC.**

**ARTICLE X**

**Officers**

The Principal Officers of this Corporation will be elected from among the Directors and shall consist of a Chairman, a Vice-Chairman, a Secretary, and a Treasurer, who may be elected to successive terms. Additional officers shall be as described in the Bylaws. No more than one office may be held by a single person. The officers described herein and in the Bylaws shall have such powers as described in the Bylaws. The Board of Directors, according to the procedures set out in the Bylaws, may remove any officer, whenever, in their judgment, the best interests of the Corporation will be served.

**ARTICLE XI**

**Registered Office and Agent**

The address of the Corporation's initial registered office

is, and the name of its initial registered agent is Nicholas Thomas, Gadsden County Clerk of Circuit Court, 10 East Jefferson Street, Quincy, Florida 32351. The Corporation may at any time change its registered office, registered agent, or both of them through procedures established by applicable Florida law.

**ARTICLE XII**

**Indemnification**

The Corporation shall indemnify its Officers and Directors, to the fullest extent permitted by applicable law and in accordance with the Bylaws. The Corporation may purchase and pay for insurance to cover all or any of its indemnification rights, responsibilities, costs, expenses, and losses.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
GADSDEN HOSPITAL, INC.**

**ARTICLE XIII**

**Annual Budget and Audited Financial Statements**

The Corporation shall prepare and submit to the Board of County Commissioners on an annual basis, not later than such date as has been set by the Board of County Commissioners, a budget for the Corporation for the following fiscal year. Such budget shall be subject to approval by the Board of County.

Within a reasonable time after the close of each fiscal year, and in conjunction with the preparation of financial reports to regulatory agencies, the Corporation shall submit an audited financial statement to the Board of County Commissioners.

**ARTICLE XIV**

**Bylaws**

The Board of Directors shall adopt Bylaws, subject to review and approval of the Board of County Commissioners, not inconsistent with these Articles of Incorporation. Said Bylaws may address matters not addressed herein, provided that they are not inconsistent with the terms hereof or the provisions of law.

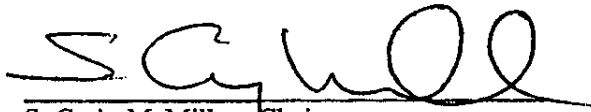
The Corporation is a non-stock, non-member corporation as provided in its Articles of Incorporation.

(see next page)

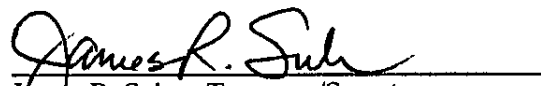
**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
GADSDEN HOSPITAL, INC.**

APPROVED BY THE BOARD OF DIRECTORS of Gadsden Hospital, Inc., this 30th  
day of October, 2008.

Gadsden Hospital, Inc.

  
S. Craig McMillan, Chairman

Attest:


  
James R. Suber, Treasurer/Secretary

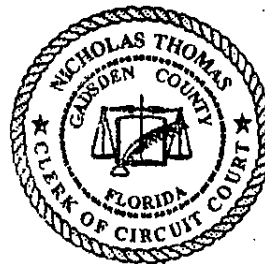
APPROVED BY THE BOARD OF COUNTY COMMISSIONERS OF GADSDEN  
COUNTY this 13 day of January 2009.

Gadsden County Board of County Commissioners

  
Eugene Lamb, Chairman

ATTEST:

  
Nicholas Thomas, County Clerk




The date of each amendment(s) adoption: On vote of Board of Directors: October 30, 2008

Effective date if applicable: On Vote of Board of County Commissioners: January 13, 2009  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

- ☐ 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 2/26/09

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)

S. Craig McMillan  
(Typed or printed name of person signing)

Chairman  
(Title of person signing)