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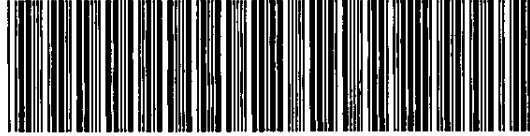
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C.L.
2-25-15

CATLIN SAXON FINK & KOLSKI, LLP

2600 DOUGLAS ROAD
SUITE 1003
CORAL GABLES, FLORIDA 33134-6143

TEL (305) 371-9575

FAX (305) 371-8011

H. JAMES CATLIN, JR.
RETIRED

February 20, 2015

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

Via Federal Express

Re: West Kendall Baptist Hospital, Inc.


Ladies and Gentlemen:

Enclosed is the original Amended And Restated Articles of Incorporation for West Kendall Baptist Hospital, Inc., which are submitted for filing.

Also enclosed is my firm check for \$43.75, payable to Florida Department of State, which includes \$35.00 for filing and \$8.75 for a certified copy.

Please contact the undersigned if you have any questions regarding this filing.

Sincerely,



KYLE R. SAXON

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 FEB 23 PM 2:01

Amended And Restated
Articles of Incorporation

of

WEST KENDALL BAPTIST HOSPITAL, INC.
(a Not For Profit Corporation)

NO 3000000 942

ARTICLE I - NAME AND ADDRESS

The name of the Corporation shall be WEST KENDALL BAPTIST HOSPITAL, INC. with its principal place of business located at 6855 Red Road, Suite 600, Coral Gables, Florida 33143.

ARTICLE II - PURPOSES

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Revenue Code of 1986, as amended (the "Code"). To carry out its purposes the Corporation shall provide and promote health care activities.

Notwithstanding any other provision of these 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 Code (or the corresponding provision of any future United States Internal Revenue law), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III – MEMBERSHIP

The Corporation shall have not less than three (3) and not more than seventeen (17) Directors, who shall be the members of the Corporation and shall be its Board of Directors (hereafter the "Board"); and may have one or more Directors Emeritus and one or more Chairperson Emeritus who shall not be eligible to vote or serve as officers of the Corporation. The qualifications, terms of office, and the manner in which a Director shall become a Director or be elected and continue in office, and the qualifications and terms of Directors Emeritus and Chairman Emeritus shall be as follows:

(a) Baptist Health South Florida, Inc. Directors. The Board of Trustees of Baptist Health South Florida, Inc. shall appoint four Directors, at least one of whom shall be a member of the Board of Trustees of Baptist Health South Florida, Inc. These Directors shall continue in office until their successors are appointed by the Board of Trustees of Baptist Health South Florida, Inc.

(b) President of the Medical Staff. The President of the Medical Staff of the Corporation shall be a Director while serving as President of the Medical Staff. If the President of the Medical Staff shall not agree or is unable to serve as a Director, then the vacancy shall not be filled until a new President of the Medical Staff is elected. If the President of the Medical Staff is employed by the Corporation or by Baptist Health South Florida, Inc. or any of its affiliates, then the President of the Medical Staff shall serve as a non-voting member of the Board during such time as he or she is so employed.

(c) Baptist Health South Florida Foundation, Inc. Director. The Executive Committee of the Board of Directors of Baptist Health South Florida Foundation, Inc. (the "Foundation") may appoint a voting member of the Board of Directors of the Foundation who has expressed an interest in fund raising on behalf of the Corporation, to serve as a voting member of the Board of Directors of the Corporation, with such person to serve on the Board of Directors of the Corporation until removed by the Executive Committee of the Board of Directors of the Foundation or until his or her successor is appointed by the Executive Committee of the Board of Directors of the Foundation.

(d) Elected Directors. There shall be not more than eleven Elected Directors. These Directors shall be elected and shall continue in office until the annual meeting of the Corporation of the respective years in which their terms expire and until their successors are elected and take office.

(e) Election of Elected Directors. Elected Directors shall be nominated by a nominating committee comprised of Directors of the Corporation and shall be submitted to the Board of Trustees of Baptist Health South Florida, Inc., for approval. If approved, the nominees may be elected by majority vote of the Board. For the purpose of having the Elected Directors divided into three classes as nearly equal in number as may be, whose terms of office, respectively, shall expire in different years, an Elected Director may be elected for a term to expire on the annual meeting of the Corporation of the year in which the Elected Director is elected, or of either of the next two succeeding years, and shall hold office for the term for which the Elected Director is elected and until the Elected Director is re-elected, or a successor is appointed or elected and takes office.

(f) Term of Office. For the purpose of having the Directors divided into three classes as nearly equal in number as may be, whose terms of office, respectively, shall expire in different years, a Director may be elected for a term to expire on the annual meeting of the Corporation of the year in which such Director is elected, or of either of the next two succeeding years, and shall hold office for the term for which such Director is elected and until the Director is re-elected or a successor is elected and takes office.

(g) Vacancies. If an Elected Director shall not accept the office or under any circumstances shall cease to be a Director, the vacancy thus created may be filled in accordance with paragraph (a) of this Article III.

(h) Absences from Meetings. If an Elected Director, whether now in office or hereafter elected, shall be absent from three successive meetings of the Board without submitting to the Board satisfactory reasons for the successive absences, such Director shall be deemed to have resigned from and created a vacancy, unless such Director shall be reinstated by the Board at its first meeting after the third successive absence.

(i) Removal. Any Elected Director, whether now in office or hereafter elected, may be removed from office, with or without cause, by majority vote of the entire Board at any regular or special meeting of the Board. Any Director may be removed from office by majority vote of the Board of Trustees of Baptist Health South Florida, Inc., with or without cause.

(j) Director Emeritus. Any Director who has served as a Director Emeritus of the Corporation for 10 or more years may be elected by majority vote of the Board as Director Emeritus. A Director Emeritus may, but shall not be required to, attend meetings of the Board.

(k) Chairperson Emeritus. Any Director who has served as a Director of the Corporation for 10 or more years and who has served as Chairperson of the Board may be elected by majority vote of the Board as Chairperson Emeritus. A Chairperson Emeritus may, but shall not be required to, attend meetings of the Board.

(l) Dean of the FIU Medical School. The Dean of the FIU Medical School shall be a non-voting member of the Board of Directors of the Corporation. The Dean of the FIU Medical School may attend meetings of the Board of Directors of the Corporation, but shall not participate in or be present at any Board meeting involving financial discussions between the Corporation and FIU, or financial discussions between Baptist Health South Florida, Inc. or any of its affiliates and FIU.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

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.

Section 2. Quorum. The presence of a majority of the Directors shall be necessary at any meeting of the Board to constitute a quorum to transact business.

Section 3. No Remuneration. No Director shall receive or be entitled to receive from the Corporation any salary or remuneration of any kind, nature or character whatsoever for serving as a Director or as an officer of the Corporation, or for personal services in connection with the acquisition of property or material or equipment, or constructing, building or equipping any hospital or hospital unit or school of nursing or any facility or property related thereto, or any other facility or property constructed, otherwise acquired, or owned or operated by the Corporation, but may be reimbursed by the Corporation for actual expenses incurred and authorized by the Board.

Section 4. 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 5. Restrictions on Authority of Board of Directors. The Board may not, without the prior approval of the Board of Trustees of Baptist Health South Florida, Inc.:

- (a) Adopt a plan of dissolution of the Corporation;
- (b) 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;
- (c) Adopt a plan of merger or consolidation of the Corporation with another corporation;

(d) Appoint or remove the independent auditors of the Corporation;

(e) Sell or mortgage any real property owned by the Corporation or acquire any real property on behalf of the Corporation; or

(f) Adopt any annual operating or capital budget of the Corporation, or approve any changes thereto.

Section 6. 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 of the Corporation to pledge assets of the Corporation to secure such loan or 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 purposes of pledging assets of the Corporation to secure such borrowing or indebtedness. Baptist Health South Florida, Inc. is expressly authorized to obligate the Corporation on such borrowings and indebtedness, to pledge assets of the Corporation, and to execute and deliver on behalf of the Corporation all documents evidencing such borrowings and indebtedness and pledge of assets. No further authorization, confirmation, resolution or action of any type is required by the Board with respect to such borrowings or indebtedness, or 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., and any pledge of assets on behalf of the Corporation through the actions of 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, or pledge assets, on behalf of or in the name of the Corporation.

Section 7. Management Agreement. The Corporation shall enter into a management agreement with Baptist Health South Florida, Inc. (hereafter the "Management Agreement") which (i) grants to Baptist Health South Florida, Inc. the right to employ and appoint the Chief Executive Officer, and the senior financial officer of the Corporation; (ii) provides that the Chief Executive Officer of the Corporation, shall have all powers usual and customary for such officer including, but not limited to, the right to appoint officers, the right to hire employees, the right to determine compensation and benefit levels for officers and employees, the right to designate job tasks and responsibilities, and the right to terminate employment; (iii) provides for payment of a management fee to Baptist Health South Florida, Inc., and (iv) provides for reimbursement of costs and expenses incurred by Baptist Health South Florida, Inc. in performing the management and operational functions as provided in these Articles of Incorporation, in the Bylaws of the Corporation, in the Management Agreement, and pursuant to policies adopted by the Board of Trustees of Baptist Health South Florida, Inc. The Management Agreement shall not be terminable by the Corporation without the written consent of Baptist Health South Florida, Inc.

Section 8. Directors' Liability. No Director shall be held personally liable or responsible for any action taken or not taken by the Board acting under the provisions of or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for any action taken or not taken by the Board or by any Director in the reasonable belief that the action taken or the failure to act is taken under the provisions of or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation. The defense of any legal, equitable or other action, suit or proceeding

brought against a Director, either individually or as Director, because or as a result of any action taken or not taken by the Board or by any individual Director, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation.

Section 9. Reimbursement of Directors. To the fullest extent permitted by law, the right of a Director to be indemnified as provided in these Articles of Incorporation shall include the right to be advanced amounts by the Corporation for the reasonable costs and expenses necessary for the Director to defend against an action, suit or proceeding. The Corporation shall have the right to seek repayment of such costs and expenses if the Director is adjudged to have been guilty of gross negligence or willful misconduct in the performance of the Director's duty to the Corporation, or if repayment is otherwise required by law.

Section 10. Indemnification of Directors. The Corporation shall, to the fullest extent permitted by law, indemnify any Director made a party to any action, suit or proceeding whether civil or criminal, against all reasonable costs and expenses (including, but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings), judgments, settlements, fines or penalties arising out of a Director's or the Board's act or failure to act, provided such act or failure to act is taken under the provisions of or in a manner authorized by these Articles of Incorporation or the Bylaws, or is taken by the Board or a Director in the reasonable belief that the action or the failure to act is taken under the provisions of or in the manner authorized by these Articles of Incorporation or the Bylaws. This right to indemnification shall continue as to a Director who ceases to be a Director and shall inure to the benefit of the Director's personal representative and heirs, and shall apply to any action, suit or proceeding against a Director by reason of the Director being or having been a Director or an officer of the Corporation, or a director, or trustee or officer of any other corporation which the Director served as such at the request of the Corporation. The right to indemnification as provided in these Articles of Incorporation shall not apply to matters as to which a Director is adjudged to have been guilty of gross negligence or willful misconduct in the performance of the Director's duty to the Corporation, or where such indemnification is prohibited by law.

Section 11. Additional Indemnification. The Corporation shall, to the extent permitted by law, indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in the capacity of Director or as an officer of the Corporation, or in the capacity of a director, trustee or officer of any other corporation which such Director served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that such Director had reasonable ground for belief that such action was unlawful.

Section 1. Board Officers. The Board Officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, one or more Assistant Secretaries as determined by the Board, a Treasurer, and one or more Assistant Treasurers as determined by the Board, each of whom shall be a Director.

Section 2. Election. Such Board Officers shall be elected in October of each year by the Directors in office at the time of the election, and shall take office immediately upon being elected.

Section 3. Term of Office. All such Board Officers shall hold office until the annual meeting of the Corporation and until their successors are elected and take office.

Section 4. Other Officers. The Chief Executive Officer, and the senior financial officer of the Corporation shall be appointed by Baptist Health South Florida, Inc., in accordance with the Management Agreement. All other officers will be appointed pursuant to the Management Agreement. The recommendations of the Board will be considered in connection with the appointment of such other officers.

Section 5. Removal of Board Officers. Any Board Officer may be removed from office by majority vote of the Board of Trustees of Baptist Health South Florida, Inc. at any regular or special meeting or, 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.

Section 6. Removal of Other Officers. Any other officer of the Corporation may be removed from office by the Chief Executive Officer pursuant to the Management Agreement or by majority vote of the Board of Trustees of Baptist Health South Florida, Inc. The recommendations of the Board will be considered in connection with the removal of any such officer from office.

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 individual.

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 out in Article II of these Articles of Incorporation, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, as now in effect or hereafter amended or supplemented by Acts of Congress and of such pertinent regulations thereunder as heretofore have been or hereafter may be promulgated.

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 amended or rescinded as provided in 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 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.



BOARD OF DIRECTORS

February 19, 2015

12:00 noon

WKBH – Board Room

AGENDA

Call to Order / Establish Quorum

1. **Approval** of Board of Directors Meeting Minutes – January 15, 2015
2. Chairperson Report – Aida Shafer
3. Amendment to WKBH Articles of Incorporation – Kyle Saxon
4. **Approval** of WKBH Financial Results (*month Ended January 31, 2015*) – Odalys Remigio
5. **Approval** of PCC Items – Ralph Rios
6. Sorian Update – Ralph Rios
7. Patient's Experience of Care Update – Lourdes Boue
8. Medicare Pay for Performance Programs – Dr. Thinh Tran
9. GME Update – Dr. Thinh Tran & Michelle Mejia
10. WKBH Foundation Update – Scott Weston
11. President of the Medical Staff Update – Dr. Juan-Carlos Verdeja
12. Chief Executive Officer Update – Javier Hernandez Licht
13. Adjourn


Next WKBH Board of Directors Meeting March 19, 2015


CERTIFICATE

These Amended and Restated Articles were duly adopted by the Board of Directors and Members of the Corporation on FEBRUARY 19, 2015, and by the Board of Trustees of Baptist Health South Florida, Inc., on JANUARY 27, 2015, and the number of votes cast for the Amendments by the Directors and Members of the Corporation and by the Board of Trustees of Baptist Health South Florida, Inc., 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.

IN WITNESS WHEREOF, the undersigned Chairperson and Secretary of the Board of Directors of the Corporation have executed the Amended and Restated Articles of Incorporation on FEBRUARY 19, 2015, and the undersigned Chairperson and Secretary of the Board of Trustees of Baptist Health South Florida, Inc., have executed the Amended and Restated Articles of Incorporation on JANUARY 27, 2015, 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 votes of their respective boards 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.

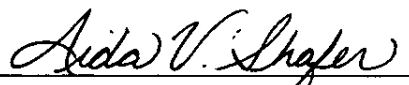
(CORPORATE
SEAL)


Attest: 
Rev. Otto Fernandez, Secretary of
the Board of Directors of West
Kendall Baptist Hospital, Inc.


Aida Shafer, Chairperson of the Board of
Directors of West Kendall Baptist
Hospital, Inc.

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(CORPORATE
SEAL)

Attest: 
Aida Shafer, Secretary of the
Board of Trustees of Baptist Health
South Florida, Inc.


Rev. Dr. William W. White, Chairperson of the
Board of Trustees of Baptist Health South Florida,
Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 FEB 23 PM 2:01

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 19th day of FEBRUARY, 2015, by Aida Shafer and Rev. Otto Fernandez, the Chairperson and Secretary, respectively, of the Board of Directors of West Kendall Baptist Hospital, Inc. They are personally known to me.



KYLE R. SAXON
MY COMMISSION # FF 151992
EXPIRES: November 28, 2018
Bonded Thru Budget Notary Services

Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 27th day of JANUARY, 2015, by Rev. Dr. William W. White and Aida Shafer, the Chairperson and Secretary, respectively, of the Board of Trustees of Baptist Health South Florida, Inc. They are personally known to me.



KYLE R. SAXON
MY COMMISSION # FF 151992
EXPIRES: November 28, 2018
Bonded Thru Budget Notary Services

Notary Public, State of Florida
My Commission Expires: