

W06000009805

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

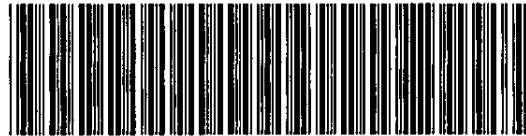
(Document Number)

Certified Copies ☒

Certificates of Status ☐

Special Instructions to Filing Officer:

Office Use Only



400226612804

04/12/12--01023--007 **43.75

FILED
12 APR 27 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Best

APR 30 2012

T. LEWIS

HENRY, BUCHANAN, HUDSON, SUBER & CARTER, P.A.

ATTORNEYS AT LAW

ESTABLISHED 1974

2508 BARRINGTON CIRCLE
TALLAHASSEE, FLORIDA 32308

MAILING ADDRESS:

POST OFFICE BOX 14079
TALLAHASSEE, FLORIDA 32317-4079

TELEPHONE (850) 222-2920

FACSIMILE (850) 224-0034

April 9, 2012

BRYAN W. HENRY (1925-1986)
JOHN D. BUCHANAN, JR.
J. STEVEN CARTER*
MIRIAM R. COLES
LAURA BETH FARAGASSO
EDWIN R. HUDSON
E. VICTORIA PENNY
CARRIE MENDRICK ROANE
JESSE F. SUBER*

*BOARD CERTIFIED CIVIL TRIAL LAWYER

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

**Re: Baker Community Health Center, Inc.
Filing of Restated Articles of Incorporation**

Dear Sir or Madam:

Enclosed is the original and a copy of the Restated Articles of Incorporation of Baker Community Health Center, Inc.

Also enclosed is our firm check in the amount of \$43.75, payable to the Department of State, to cover your fees for filing and for one certified copy. Please return the certified copy to us in the envelope provided.

If you require anything further, please advise.

Sincerely,

**Henry, Buchanan, Hudson,
Suber & Carter, P.A.**


John D. Buchanan, Jr.
For the Firm

JDB:tcb

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 13, 2012

JOHN D. BUCHANAN, JR., ESQ.
HENRY, BUCHANAN, HUDSON, SUBER, ET AL
P. O. BOX 14079
TALLAHASSEE, FL 32317-4079

SUBJECT: BAKER COMMUNITY HEALTH CENTER, INC.
Ref. Number: N06000009805

We have received your document for BAKER COMMUNITY HEALTH CENTER, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Attached A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 312A00011735

RECEIVED
12 APR 27 PM 4:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA


CERTIFICATE REGARDING RESTATED ARTICLES OF INCORPORATION
OF BAKER COMMUNITY HEALTH CENTER, INC.

The Restated Articles of Incorporation were adopted by the majority vote of the Board of Directors on the 8th day of March, 2012, and do not contain any amendments requiring member approval.

IN WITNESS THEREOF, we have signed this Certificate this 24TH day of April, 2012.


Signature/Director – Dennis Markos

4.24.12
Date


Signature/Director – Sherrie Raulerson

4/24/12
Date

RESTATED ARTICLES OF INCORPORATION

OF

BAKER COMMUNITY HEALTH CENTER, INC.

FILED

12 APR 27 AM 9:17

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

We, the undersigned, as a majority of the Board of Directors and pursuant to Chapter 617 of the Statutes of the State of Florida, which governs Not For Profit Corporations, do hereby state and certify the following as the Restated Articles of Incorporation:

ARTICLE I — Name:

The name of the Florida not for profit corporation (hereinafter referred to as the "Company") is "BAKER COMMUNITY HEALTH CENTER, INC."

ARTICLE II — Principal Office:

The street address of the principal office of the Corporation is 159 North Third Street, Macclenny, Florida 32063 and its mailing address is Post Office Box 484, Macclenny, Florida 32063.

ARTICLE III — Purpose:

The Corporation is organized as and shall be operated as a NonProfit Corporation for the benefit of the general public through the delivery of quality health services. Specifically, the purposes of the Corporation are as follows:

To engage in charitable, educational, and scientific functions and activities not inconsistent with the Corporation's purposes as set forth in the Articles of Incorporation and these Bylaws;

To provide healthcare services for the benefit of the general public;

To use its income, assets, facilities, and resources to deliver and support the delivery of quality healthcare services for the benefit of the general public; and

To engage in all business activities not inconsistent with those allowed to be conducted by organizations subject to the provisions of Internal Revenue Code section 501(c)(3).

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the

organization 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 the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV — Manner of Election:

The affairs of the Corporation shall be managed by a board of directors. The directors of the Corporation shall be appointed or elected in accordance with the Bylaws adopted by the Corporation.

ARTICLE V — Registered Agent, Registered Office, and Registered Agent's Signature

The registered office of the Corporation is located at Henry, Buchanan, Hudson, Suber & Carter, P.A., 2508 Barrington Circle, Tallahassee, Florida 32308 and the mailing address of the registered office is Post Office Box 14079, Tallahassee, Florida, 32317-4079. Its registered agent is John D. Buchanan, Jr.

Having been named as registered agent and to accept service of process for the above stated Florida Not for Profit Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 617, F.S.

ARTICLE VI – Dissolution:

Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to the Baker County Medical Services,

Inc., a non-profit 501(c)(3) corporation. In the event that the Baker County Medical Services, Inc., does not exist, then all assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Baker County Hospital Authority, a local County Taxing District for a public purpose and none of the assets shall be distributed to any member, officer or director of this Corporation.

ARTICLE VII — Restated Articles:

The name and address of the Director of the majority of directors who have voted and approved the filing of these Restated Articles are: Dennis R. Markos, 159 North Third Street, Macclenny, Florida 32063, and SHERRIE RAULERSON, 159 NORTH THIRD STREET, MACCLENY, FL 32063.

IN WITNESS THEREOF, we have signed these Restated Articles of Incorporation and acknowledged them to be our act this 8th day of March, 2012.

Dennis R Markos
Signature/Director – Dennis Markos

3-8-12
Date

Sherrie Raulerson
Signature/Director –

3-8-12
Date

John D. Buchanan, Jr.
Signature/Registered Agent – John D. Buchanan, Jr.

3-9-12
Date