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AUTHORIZATION :

Patricia Pizotti

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ORDER DATE : October 6, 1997

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CUSTOMER NO: 4312787

CUSTOMER: Kyle Saxon, Esq
Catlin Saxon Tuttle And Evans,
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

Amended &
Restated
Articles
100002312501--S

DOMESTIC AMENDMENT FILING

NAME: SOUTH MIAMI HEALTH SYSTEM, INC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumber

Name	10/6/97
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EXAMINER'S INITIALS	
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W.P. Verliyer	

FILED
97 OCT -6 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 OCT -6 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended and Restated
Articles of Incorporation
of

SOUTH MIAMI HEALTH SYSTEM, INC.
(a Not-For-Profit Florida Corporation)

ARTICLE I - NAME AND ADDRESS

The name of the corporation shall be SOUTH MIAMI HEALTH SYSTEM, INC. with its principal place of business located at 7400 S. W. 62nd Avenue, South Miami, 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, 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 Revenue law).

ARTICLE III - MEMBERSHIP

The only member of this Corporation shall be Baptist Health Systems of South Florida, Inc., a not-for-profit Florida corporation.

ARTICLE IV - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Governing Body. The Board of Directors (hereafter the "Board") shall be the governing body of the corporation and shall manage its affairs and exercise its corporate powers. The Corporation shall have not more than twenty-five (25) Directors who shall be appointed by the Board of Trustees of Baptist Health Systems of South Florida, Inc.

Section 2. Term of Office. Each Director shall hold office until the annual meeting of the corporation.

Section 3. Vacancies. If a Director shall not accept the office or under any circumstance shall cease to be a Director, the vacancy then created shall be filled in accordance with Section 1 of this Article V. A Director appointed to fill such a vacancy shall hold office for the remainder of the unexpired term.

Section 4. Removal. A Director may be removed from office, with or without cause, by majority vote of the Board of Trustees of Baptist Health Systems of South Florida, Inc. at any regular or special meeting of the Board of Trustees.

Section 5. Quorum. The presence of thirteen Directors shall be necessary at any meeting of the Board to constitute a quorum to transact business.

Section 6. 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 to any thereof, 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 7. Reports. 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 Systems of South Florida, Inc.

Section 8. Restrictions on Authority of the Board of Directors. The Board may not, without the prior approval of the Board of Trustees of Baptist Health Systems of 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;
- (f) Adopt any annual operating or capital budget of the corporation, or approve any changes thereto exceeding ten percent.

Section 9. Management Agreement. The corporation shall, when directed by the Board of Trustees of Baptist Health Systems of South Florida, Inc., enter into a management agreement with Baptist Health Systems of South Florida, Inc. (hereafter the "Management Agreement") which shall i) grant to Baptist Health Systems of South Florida, Inc. the right to employ and appoint the Chief Executive Officer, and the senior financial officer; ii) provide that the said Chief Executive Officer, 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) provide for payment of a management fee to Baptist Health Systems of South Florida, Inc., and iv) provide for reimbursement of costs and expenses incurred by Baptist Health Systems of South Florida, Inc. in performing the management and operational functions as provided in the Articles and Bylaws of the Corporation, in the Management Agreement, and pursuant to policies adopted by the Board of Trustees of Baptist Health Systems of South Florida, Inc. The Management Agreement shall not be terminable by the corporation without the written consent of Baptist Health Systems of South Florida, Inc.

Section 10. Directors' Liability. No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the corporation, nor for action taken by the Board in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation or Bylaws. 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 by the Board, shall be conducted by counsel for the corporation, unless the action, suit or proceeding is brought by or in behalf of the corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the corporation, and in the event of a judgment or decree being rendered against the Director the corporation shall indemnify and save him harmless.

Section 11. Reimbursement of Directors. If any legal, equitable or other action, suit or proceeding brought by or in behalf of the corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

Section 12. Indemnification of Directors. The corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a Director or an officer of the corporation, or a Director, or trustee or officer of any other corporation which he served as such at the request of the corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

Section 13. Additional Indemnification. The corporation shall 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 his capacity as Director or as an officer of the corporation, or in the capacity of a Director, trustee or officer of any other corporation which he 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 nolle

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 he had reasonable ground for belief that such action was unlawful.

ARTICLE VI - AFFILIATES

Section 1. Restrictions. The governing boards of entities directly or indirectly controlled by the corporation may not, without the prior approval of the Board:

- (a) Adopt a plan of dissolution;
- (b) Engage in or enter into any transaction providing for the sale or other disposition of all or substantially all of the entity's assets;
- (c) Adopt a plan of merger or consolidation with another corporation;
- (d) Appoint or remove the independent auditors;
- (e) Sell or mortgage any real property or acquire any real property; or
- (f) Adopt any annual operating or capital budget, or approve any changes thereto exceeding ten percent of any budget item.

Section 2. Reserved Powers. The corporation shall have the right to perform the following corporate functions on behalf of entities directly or indirectly controlled by the corporation:

- (a) Approval of purchase, sale, transfer, mortgage or encumbrance of real property.
- (b) Zoning and master facility matters.
- (c) Approval of construction projects in excess of \$500,000.00.
- (d) Development and implementation of personnel policies, employee benefit plans (including, but not limited to, pension plans and retirement matters), executive compensation, and health insurance plans.
- (e) Insurance and risk management matters.
- (f) Audit functions (including selection of accountants and auditors), review of audited financial statements and audit plans, and direct supervision of internal audit functions.
- (g) Development of budgets.
- (h) Management and oversight of financial operations and policies, including, but not limited to, investment policies, indebtedness, financial controls, and long range financial planning.
- (i) Development and implementation of all strategic and long range plans.

- (j) Data processing and information systems.
- (k) Public relations and marketing.
- (l) Charity care and community service programs.
- (m) Development and implementation of management policies and other policies.

ARTICLE VII - OFFICERS

Section 1. Board Officers. The Board Officers of the corporation shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer who shall be appointed by the Board of Trustees of Baptist Health Systems of South Florida, Inc.

Section 2. Term of Office. All such Board Officers shall hold office until the annual meeting of the corporation and until their successors are appointed.

Section 3. Other Officers. The Chief Executive Officer, and the senior financial officer of the corporation shall be appointed by the Board of Trustees of Baptist Health Systems of South Florida, Inc., in accordance with the Management Agreement. All other officers will be appointed pursuant to the Management Agreement.

Section 4. Removal of Board Officers. Any Board Officer may be removed from office by majority vote of the Board of Trustees of Baptist Health Systems of South Florida, Inc. at any regular or special meeting.

Section 5. 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 Systems of South Florida, Inc.

ARTICLE VIII - 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, officers or any other private individual.

ARTICLE IX - 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 Amended 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 X - 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.

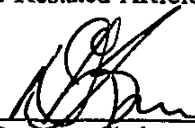
ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended or rescinded by majority vote of the Board of Trustees of Baptist Health Systems of South Florida, Inc. at any regular or special meeting.

CERTIFICATE

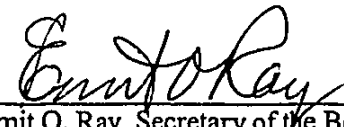
These Amended and Restated Articles were duly adopted by the Board of Trustees of Baptist Health Systems of South Florida, Inc., the sole Member of the Corporation, on September 16, 1997. The number of votes cast for the Amendments was sufficient for approval. The Amendments included in the Amended and Restated Articles of Incorporation have been adopted pursuant to Sections 617.1007 (2), 617.1002 and 617.1006, 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 Sections 617.1007 (2), 617.1002 and 617.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Chairman and Secretary of the Board of Trustees of Baptist Health Systems of South Florida, Inc., the sole Member of the Corporation, have executed the Amended and Restated Articles of Incorporation as of the 29th day of September, 1997, for the purpose of amending and restating the Articles of Incorporation of the Corporation. The undersigned certify that no action has been taken since September 16, 1997 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.


Donald L. Burgess, Chairman of the Board of Trustees
of Baptist Health Systems of South Florida, Inc.

(CORPORATE
SEAL)

Attest:


Dr. Emit O. Ray, Secretary of the Board
of Trustees of Baptist Health Systems of
of South Florida, Inc.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this ~~29th~~ day of September, 1997, by Donald L. Burgess and Dr. Emit O. Ray, the Chairman and Secretary, respectively, of the Board of Trustees of Baptist Health Systems of South Florida, Inc. They are personally known to me and did not take an oath.



KYLE R. SAXON
Comm. No. CC 410982
My Comm. Exp. Nov. 26, 1998
Bonded thru Pichard Ins. Agcy.


Notary Public, State of Florida
My Commission Expires: