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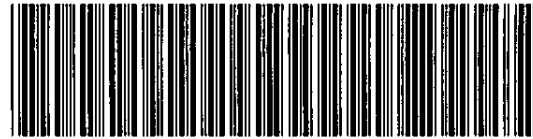
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2012 DEC 10 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Effective date
1-1-13
merger

DEC 12 2012

T. LEWIS



Via Federal Express

December 7, 2012

Secretary of State
Corporations Division
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Pasco-Pinellas Hillsborough Community Health System, Inc.
(N07000001137)
AHS Acquisition V Corporation (N12000010098)
Articles of Merger

Dear Sir/Madam:

Enclosed please find Articles of Merger together with our check in the amount of \$78.75 which we understand is the fee to record the enclosed document and to return a certified copy to our attention.

The document has a delayed effective date of January 1, 2013.

If at all possible, we would appreciate your returning the requested certified copy via Federal Express, an airbill of which is enclosed for this purpose.

Should you have any questions, please give us a call at 407-357-2304.

Sincerely,

A handwritten signature in black ink, appearing to read "TL Trimble", written over a horizontal line.

TL Trimble, Esquire, Vice President and Regional CLO
Appalachia and Georgia Regions
Legal Services

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Extending the Healing Ministry of Christ

900 Hope Way | Altamonte Springs, Florida 32714 | 407-357-1000

ARTICLES OF MERGER OF
AHS ACQUISITION V CORPORATION ("MERGING CORPORATION")
(A FLORIDA NOT FOR PROFIT CORPORATION)

AND

PASCO-PINELLAS HILLSBOROUGH COMMUNITY HEALTH SYSTEM, INC. ("SURVIVING
CORPORATION")
(A FLORIDA NOT FOR PROFIT CORPORATION)

2012 DEC 10 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TO: Secretary of State
Division of Corporations
Corporate Mergers
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

1. The undersigned corporations pursuant to F.S. §617.1101 have adopted a Plan of Merger, a copy of which is made a part hereof.
2. The Control Number for each of the undersigned corporations is as follows:
 - A. AHS Acquisition V Corporation (N12000010098).
 - B. Pasco-Pinellas Hillsborough Community Health System, Inc. (NO7000001137).
3. The name of the Surviving Corporation is Pasco-Pinellas Hillsborough Community Health System, Inc., a Florida not-for-profit corporation.
4. As set forth in the Plan of Merger, a copy of which is set forth below, the incorporating documents of the Surviving Corporation shall be amended and restated as set forth in the Articles of Amendment and Restatement, attached hereto as Exhibit A, the original of which has been filed separately with the Secretary of State.
5. The merger of the undersigned corporations will take effect on January 1, 2013, at 12:00:01 a.m. (EST).
6. The Board of Directors of Pasco-Pinellas Hillsborough Community Health System, Inc. adopted the Articles of Merger and the Plan of Merger at a meeting called and held for that purpose on the 14th day of November, 2012, at which meeting a quorum was present, and the Plan of Merger was ratified

and approved unanimously by the members of the Board of Directors entitled to vote.

7. The Membership of Pasco-Pinellas Hillsborough Community Health System, Inc. adopted the Articles of Merger and the Plan of Merger at meetings duly called and convened on November 14, 2012 and December 6, 2012, respectively, and both classes of members unanimously voted in favor of the Articles of Merger and Plan of Merger.

8. The Board of Directors of AHS Acquisition V Corporation adopted the Articles of Merger and the Plan of Merger via written consent effective as of December 6, 2012, and the Membership of AHS Acquisition V Corporation adopted the Articles of Merger and the Plan of Merger at a called meeting held for that purpose on the 6th day of December, 2012, at which meeting a quorum was present, and the Plan of Merger was ratified and approved unanimously by the Members present and entitled to vote.

PLAN OF MERGER

Pursuant to the provisions of F.S. §617.1101, this Plan of Merger is entered into by and between AHS Acquisition V Corporation, a Florida not for profit corporation (herein "AHS-AC" or the "Merging Corporation") and Pasco-Pinellas Hillsborough Community Health System, Inc., a Florida not for profit corporation (herein "PPHCHS" or the "Surviving Corporation"). The terms of the Plan of Merger are as follows:

1. *Structure of Merger.*

- A. AHS-AC, a subsidiary of Adventist Health System Sunbelt Healthcare Corporation, plans to merge with and into PPHCHS.
- B. The terms and conditions of the merger, the mode of carrying the merger into effect and the treatment of the membership interests of the Merging and the Surviving Corporations are as follows:
 - (i) AHS-AC shall merge with and into PPHCHS in accordance with the applicable laws of the State of Florida with the separate existence of AHS-AC ceasing and PPHCHS being the surviving entity.
 - (ii) The membership interests held by University Community Hospital, Inc., a Florida not for profit 501(c)(3) organization, in the Surviving Corporation shall be converted to cash, thereby resulting in Adventist Health System Sunbelt Healthcare Corporation becoming the sole corporate member of the surviving corporation.
- C. Upon the effective date of the merger:

- (i) The Articles of Amendment and Restatement shall constitute the Articles of Incorporation of the Surviving Corporation.
- (ii) The Bylaws of PPHCHS shall be repealed in their entirety and shall be replaced by the restated Bylaws attached hereto as Exhibit B.
- (iii) The governing body of PPHCHS shall consist of those individuals who are currently members of the Board of Directors of PPHCHS, and the corporate officers shall be as follows:

Brian Adams, President

Assistant Secretaries:

Lynn Addiscott

Janice Hagensicker

Ariel De Prada

Michael Saunders

Mark Block

David Singleton

Gary Skilton

Terry Shaw

- 2. *Governing Laws.* The laws of the State of Florida permit the planned merger. The Surviving Corporation shall be governed by the laws of the State of Florida.
- 3. *Registered Agent.* It is agreed that the Surviving Corporation may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of AHS-AC. The registered agent and registered office shall be Jeffrey Bromme at 900 Hope Way, Seminole County, Altamonte Springs, FL 32714.
- 4. *Effect of Merger.* On and after the effective date of the merger as provided in this Plan of Merger, all and singular the rights, privileges, powers, franchises and immunities, whether of a public or a private nature, of AHS-AC shall be possessed by PPHCHS, subject to all the restrictions, disabilities and duties of AHS-AC, and all property, real, personal and mixed, and all debts due to AHS-AC on whatever account, as well as for all other things in action or belonging to said corporation shall be vested in PPHCHS; and all property, rights, privileges, powers and franchises and all and every other interest shall thereafter be the property of PPHCHS as they were

of AHS-AC and the title to any real estate vested by deed or otherwise in AHS-AC shall not revert or be in any way impaired by reason of the merger herein provided for; but all rights of creditors and all liens upon any property of AHS-AC shall be preserved and unimpaired and all debts, contracts, liabilities, obligations, and duties of AHS-AC shall, upon the effective date of the merger attach to PPHCHS and may be enforced against it (in accordance with their terms) to the same extent as if they had been incurred or contracted by PPHCHS.

IN WITNESS WHEREOF, AHS Acquisition V Corporation and Pasco-Pinellas Hillsborough Community Health System, Inc. have caused the foregoing Articles of Merger to be executed by their duly authorized officers under their respective corporate seals, this 7th day of December 2012.

AHS ACQUISITION V CORPORATION


Name: T. L. Trimble

Title: Secretary

PASCO-PINELLAS HILLSBOROUGH
COMMUNITY HEALTH SYSTEM, INC.

Name: 

Title: Assistant Secretary

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EXHIBIT A

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
PASCO-PINELLAS HILLSBOROUGH COMMUNITY HEALTH SYSTEM, INC.
(A Florida Not for Profit Corporation)**

In accordance with Section 617.1007 of the *Florida Statutes*, Pasco-Pinellas Hillsborough Community Health System, Inc., a Florida Not for Profit Corporation, amends and restates its Articles of Incorporation and certifies as follows:

1. Name. The name of the corporation amending and restating its Articles of Incorporation is Pasco-Pinellas Hillsborough Community Health System, Inc.
2. Text of Restated Articles of Incorporation. The text of the Restated Articles of Incorporation is attached as Exhibit 1.
3. Certification. The Restated Articles of Incorporation contains amendments to the Articles of Incorporation requiring member approval, and the members unanimously approved the amendments at duly called meetings at which a quorum was present on November 14 and December 6, 2012, respectively.

FIRST, Article II of the Articles of Incorporation, as amended, will read as follows:

**ARTICLE II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is 2600 Bruce B. Downs Blvd., Wesley Chapel, Florida 33544.

SECOND, Article III of the Articles of Incorporation, as amended, will read as follows:

**Article III
PURPOSES**

This Corporation is not for profit corporation, organized and shall be operated exclusively for scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of

the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

(a) To accept, hold, administer, invest and disburse for scientific, educational and charitable purposes such funds or property as may from time to time be given to it, or earned by it in its activities.

(b) To own, manage, operate, lease or take any action in connection with operating healthcare facilities and to acquire (through purchase, joint venture, equity ownership, lease or otherwise) and develop property, both real and personal, in connection with providing health care related services, including without limitation general acute care hospitals, long term care hospitals, specialty care hospitals, ambulatory surgery centers, nursing homes, home health care agencies, health maintenance organizations, behavioral health facilities, physician clinics, rural health clinics, community health centers, management services organizations, medical office buildings, outpatient clinics and other health care facilities and services.

(c) To carry on education activities related to rendering care to the sick and injured or to the promotion of health.

(d) To promote and carry on scientific research related to the care of the sick and injured.

(e) To participate in any activity designed and implemented to promote the general health of the communities served by the Corporation.

(f) To carry on such other activities as are in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Act and Section 501(c)(3) of the Code.

THIRD, Article IV of the Articles of Incorporation, as amended, will read as follows:

ARTICLE IV MEMBERSHIP

The Corporation shall have one corporate member. Adventist Health System Sunbelt Healthcare Corporation, a Florida Not for Profit Corporation and a 501(c)(3) organization shall constitute the sole corporate member. The rights and duties of the Member shall be as

set forth in the Articles of Incorporation and the bylaws of the Corporation.

FOURTH, Article VI of the Articles of Incorporation, as amended, will read as follows:

**ARTICLE VI
BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors, which shall include not less than three directors. The manner of election of directors shall be regulated by the bylaws.

FIFTH, Article VII of the Articles of Incorporation entitled "INCORPORATOR" is deleted in its entirety and a new Article VII entitled "Amendments to the Articles of Incorporation" is added and will read as follows:

**ARTICLE VII
AMENDMENTS TO THE ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation (including Restated Articles of Incorporation) shall be approved by the Member in accordance with the Bylaws of the Corporation.

SIXTH, Article VIII of the Articles of Incorporation, as amended, will read as follows:

**Article VIII
DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to Adventist Health System Sunbelt Healthcare Corporation, provided that Adventist Health System Sunbelt Healthcare Corporation is an organization that is recognized at the time of distribution as tax exempt under Section 501 (c) (3) of the Code or corresponding provisions of any subsequent federal tax laws. In the event that Adventist Health System Sunbelt Healthcare Corporation is not in existence at such time or does not qualify at such time as an exempt organization under Section 501(c)(3) of the Code, then the distribution shall be made to Adventist Health System/Sunbelt, Inc. provided at the time of distribution Adventist Health System/Sunbelt, Inc. is in existence and recognized as a 501(c) organization, and if Adventist Health System/Sunbelt, Inc. is not

then in existence or recognized as a 501(c)(3) organization, then to the Southern Union Conference of Seventh-day Adventists, the Southwestern Union Conference of Seventh-day Adventists, the Lake Union Conference of Seventh-day Adventists, and the Mid-America Union Conference of Seventh-day Adventists, all of which are organized and operated exclusively for religious and charitable purposes and have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The identity of the party to receive the assets shall be determined by the location of the assets to be distributed, provided, however, that if the source or location from which the assets were derived can be determined and said source is other than the Union Conference wherein the assets are located, the asset shall be disbursed to the Union Conference from which it is shown to have derived.

The foregoing amendments and the Restated Articles of Incorporation of the Corporation were adopted by the two corporate Members of the Corporation on November 14, 2012 and December 6, 2012, respectively. The number of votes cast for the amendments and for the Restated Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, as Assistant Secretary of Pasco-Pinellas Hillsborough Community Health System, Inc. has executed these Articles of Restatement this 7th day of December, 2012, to take effect as of January 1, 2013 at 12:00:01 A.M.

Name:

As Its: _____

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FHC 2012-2014 Docs\Articles Of Restatement Of PPHCHS _120612.Doc

EXHIBIT 1

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PASCO-PINELLAS HILLSBOROUGH COMMUNITY HEALTH SYSTEM, INC.
(A Florida Not for Profit Corporation)**

The Restated Articles of Incorporation restate the provisions of the Articles of Incorporation of Pasco-Pinellas Hillsborough Community Health System, Inc. (the "Corporation") filed on February 1, 2007, as amended by the Articles of Amendment and Restatement filed August 20, 2007 as further amended by these Amended and Restated Articles of Restatement.

**Article I
NAME**

The name of this corporation shall be Pasco-Pinellas Hillsborough Community Health System, Inc. (hereinafter called the "Corporation").

**Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is 2600 Bruce B. Downs Blvd., Wesley Chapel, FL 33544.

**ARTICLE III
PURPOSES**

This Corporation is a not for profit corporation, organized and shall be operated exclusively for scientific, educational, and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

(a) To accept, hold administer, invest and disburse for scientific, educational and charitable purposes such funds or property as may from time to time be given to it, or earned by it in its activities.

(b) To own, manage, operate, lease or take and action in connection with operating healthcare facilities and to acquire

(through purchase, joint venture, equity ownership, lease or otherwise) and develop property, both real and personal, in connection with providing health care related services, including without limitation general acute care hospitals, long-term care hospitals, specialty care hospitals, ambulatory surgery centers, nursing homes, home health care agencies, health maintenance organizations, behavioral health facilities, physician clinics, rural health clinics, community health centers, management services organizations, medical office buildings, outpatient clinics and other health care facilities and services.

(c) To carry on education activities related to rendering care to the sick and injured or to the promotion of health.

(d) To promote and carry on scientific research related to the care of the sick and injured.

(e) To participate in any activity designed and implemented to promote the general health of the communities served by the Corporation.

(f) To carry on such other activities as are in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Act and Section 501(c)(3) of the Code.

Article IV MEMBERSHIP

The Corporation shall have one corporate member. Adventist Health System Sunbelt Healthcare Corporation, a Florida Not for Profit Corporation and a 501 (c)(3) organization shall constitute the sole corporate member. The rights and duties of the Member shall be as set forth in the Articles of Incorporation and the bylaws of the Corporation.

Article V REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 900 Hope Way, Altamonte Springs, FL 32714 and the name of the Corporation's registered agent at that address is Jeff Bromme.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors, which shall include not less than three directors. The manner of election of directors shall be regulated by the bylaws.

Article VII
AMENDMENTS TO THE ARTICLES OF INCORPORATIONS

Amendments to the Articles of Incorporation (including Restated Articles of Incorporation) shall be approved by the Member in accordance with the bylaws of the Corporation.

Article VIII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to Adventist Health System Sunbelt Healthcare Corporation, provided that Adventist Health System Sunbelt Healthcare Corporation is an organization that is recognized at the time of distribution as tax exempt under Section 501 (c) (3) of the Code or corresponding provisions of any subsequent federal tax laws. In the event that Adventist Health System Sunbelt Healthcare Corporation is not in existence at such time or does not qualify at such time as an exempt organization under Section 501(c) (3) of the Code, then the distribution shall be made to Adventist Health System/Sunbelt, Inc. provided at the time of distribution Adventist Health System/Sunbelt, Inc. is in existence and recognized as a 501(c) (3) organization, and if Adventist Health System/Sunbelt, Inc. is not then in existence or recognized as a 501(c) (3) organization, then to the Southern Union Conference of Seventh-day Adventists, the Southwestern Union Conference of Seventh-day Adventists, the Lake Union Conference of Seventh-day Adventists, and the Mid-America Union Conference of Seventh-day Adventists, all of which are organized and operated exclusively for religious and charitable purposes and have established their tax-exempt status under Section 501(c) (3) of the Internal Revenue Code. The identity of the party to receive the assets shall be determined by the location of the assets to be distributed, provided, however, that if the source or location from which the assets were derived can be determined and said source is other than the Union Conference wherein the assets are located, the

asset shall be disbursed to the Union Conference from which it is shown to have derived.

Article IX LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislations (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or the distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) 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 (b) 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).

**BYLAWS
for
PASCO-PINELLAS HILLSBOROUGH COMMUNITY HEALTH SYSTEM, INC.**

**A SEPARATELY INCORPORATED AFFILIATED ORGANIZATION OF
ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION**

**ARTICLE I
Purposes and Objectives**

- SECTION 1.1** Pasco-Pinellas Hillsborough Community Health System, Inc. ("Corporation"), an affiliated organization of Adventist Health System Sunbelt Healthcare Corporation, owns and operates Florida Hospital Wesley Chapel ("Facility"). This Corporation is an integral part of the system of medical and educational institutions operated throughout the world by the Seventh-day Adventist Church and shall always operate its activities consistent with and in furtherance of the goals, activities and policies of the Seventh-day Adventist Church, the Articles of Incorporation and to the needs of the communities which the Corporation serves.
- SECTION 1.2** The Corporation shall conduct its activities in a manner consistent with all applicable laws and regulations of the State of Florida and other applicable regulatory and accrediting agencies.

**ARTICLE II
Membership**

- SECTION 2.1** **Member.** The sole member of the Corporation shall be Adventist Health System Sunbelt Healthcare Corporation which may act through its Board of Directors or Executive Board.
- SECTION 2.2** **Quorum.** A quorum for any meeting of the member shall be deemed to exist where a majority of the members of either the Board of Directors or Executive Board are present.
- SECTION 2.3** **Voting.** At membership meetings, all questions shall be determined by a majority vote of the individuals acting for the member (e.g., Board of

Directors or the Executive Board of Adventist Health System Sunbelt Healthcare Corporation). Voting by mail may be initiated regarding any issue, including the election of members of the Board of Directors of the Corporation. Ballots shall be sent to each individual's (i.e., Board member or Executive Board member representing the membership) last known address by registered or certified mail. To be counted, representatives must return their ballots within ninety (90) days of issuance. (For the purpose of this bylaw provision, "issuance" is defined as that day on which the ballots are postmarked).

SECTION 2.4 Regular Meetings. Regular meetings of the membership of the Corporation shall be held at such place and at such time as determined by the Board of Directors or Executive Board of Adventist Health System Sunbelt Healthcare Corporation. Written notice of all meetings shall be by mail, sent not more than forty-five (45) days nor less than seven (7) days immediately preceding the time fixed for said meeting.

SECTION 2.5 Special Meetings. Special meetings of the membership may be held at such time and place pursuant to such notice as may be fixed by the Board of Directors or Executive Board of Adventist Health System Sunbelt Healthcare Corporation. Written notice of the time and place of special meetings of the membership shall be given in the same manner as for regular meetings of the membership except that the purposes for which a special meeting is called shall be specified in the notice. The transactions of any meeting of the membership, whether called or noticed, shall be as valid as though a meeting had been held after call and notice if the member is present and, if either before or after the meeting, an authorized representative of the membership executes a written waiver of notice, or a consent to holding the meeting, or approves the minutes of said meeting. All the waivers, consents, or approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

SECTION 2.6 Chairman. The chairman of the Board of Directors of Adventist Health System Sunbelt Healthcare

Corporation shall serve as chairman of all regular and special meetings of the membership.

SECTION 2.7 **Order of Business.** The order of business at a membership meeting shall be determined by the membership or where a preference is not stated, meetings shall be held in accordance with *Robert's Rules of Order*.

SECTION 2.8 **Liability of Members.** There shall be no membership fees, dues or assessments. No member of the Corporation shall be personally liable to its creditors for any indebtedness or liability, and any or all creditors of the Corporation shall look only to the assets of the Corporation for payment.

SECTION 2.9 **Removal of Member.** A member may be removed in accordance with the "Policy Regarding Removal of Member/Membership of Florida Non Profit Corporation," a copy of which is attached to these Bylaws as Exhibit 1.

SECTION 2.10 **Board of Directors.** The membership shall elect the Board of Directors of the Corporation pursuant to the provisions of these Bylaws. Board members may be removed by the membership in accordance with the process and procedure set forth in Exhibit 2.

ARTICLE III Board of Directors

SECTION 3.1 **Election.** Adventist Health System Sunbelt Healthcare Corporation elects the members of the Board of Directors of the Corporation. The Board of Directors shall be comprised of not less than three (3) individuals. Members of the Board of Directors shall be elected by the membership of this Corporation in conformance with North American Division Working Policy C-47 as may be modified from time to time.

SECTION 3.2 **Term of Office.** The membership may appoint a director for a term of up to one, two, three, or four years. Unless otherwise provided in these Bylaws, individuals serving as directors by virtue of their position (e.g., employment) shall serve

concurrently with and so long as the continuation of their position giving rise to their appointment continues.

- SECTION 3.3 **Qualifications of Members of the Board of Directors.** In addition to the qualifications stated elsewhere in these Bylaws, the directors shall meet the following criteria:
- a. Each member of the Board of Directors shall be more than 18 years of age.
 - b. Each member of the Board of Directors shall have an interest in health care matters.

- SECTION 3.4 **Powers and Duties of the Corporate Board of Directors; Hospital Board of Directors.** The Board of Directors shall exercise control and general management of the affairs and business of the Corporation and exercise all of the powers, rights and privileges permitted to be exercised by directors of a corporation not for profit under the statutes of the State of Florida except as limited by the Articles of Incorporation and Article VII of these Bylaws. The Board of Directors shall, in all cases, act as a board legally convened. They may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper and not inconsistent with the Articles of Incorporation and these Bylaws and the laws of the State of Florida.

The powers and duties of the Hospital Board of Directors -- if such is appointed by the Member separate and apart from the individuals comprising the corporate Board of Directors - shall be as set forth and subject to the provisions set forth in the Hospital Bylaws, a copy of which is attached hereto as Exhibit 3.

- SECTION 3.5 **Vacancies on the Board of Directors.** Vacancies on the Board of Directors shall be filled by the membership. Nominations to fill board vacancies may be submitted by the officers of the Corporation to the membership.

- SECTION 3.6 **Meetings.** Meetings of the Board of Directors shall be held at such time and place as may be determined by the Board of Directors.

- 3.6-1 Annual Meeting. The annual meeting of the Board of Directors shall be held within one hundred and eighty (180) days of the closing of the fiscal year of Adventist Health System Sunbelt Healthcare Corporation.
- 3.6-2 Special Meetings. Special meetings of the Board may be called by or at the direction of the president or the written request of three (3) members of the Board. Special meetings shall be held at such time and place as shall be designated in the notice thereof.

Members of the Board of Directors or a Board committee shall be deemed present at any meeting if a conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other, is used.

SECTION 3.7 Notice. Except as otherwise provided herein, notice of the time and place of any meeting of the Board shall be published in writing at least seven (7) days previous thereto. In the case of a special meeting, a written notice including the general nature of the business to be considered shall be given at least five (5) days previous thereto. If agreed to by four (4) members of the Board, a special meeting of the Board may be held after notice by telephone or word of mouth to each member at least two (2) days before the meeting. Any member of the Board may waive notice of any meeting. The attendance of a member of the Board at any meeting shall constitute a waiver of notice of such meeting except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

SECTION 3.8 Committees. The chairman and/or president with the concurrence of the Board of Directors may appoint one or more committees as are required or needed. The committee chairman shall be named by

the Board chairman and the committee members may be made up of members from the Board of Directors or other qualified and interested persons. All actions shall be subject to the approval of the Board of Directors. Minutes of committee activity and recommendations are to be directed to the Board chairman.

SECTION 3.9 **Quorum.** In the absence of the Board of Directors' adopting a resolution specifying a quorum of less than a majority (said resolution being approved by the membership prior to the effective date of the resolution), a majority of the Board shall constitute a quorum.

SECTION 3.10 **Resignation; Attendance.** A member of the Board may resign at any time. A member may also be removed in accordance with the "Attendance Policy for Governing Body(ies) of Florida Non Profit Corporations", attached hereto as Exhibit 4. The Policy may be amended in the same manner as these Bylaws.

SECTION 3.11 **Parliamentary Procedure.** The conduct of business at a Board of Director's meeting shall be determined by the directors or where a preference is not provided, in accordance with the latest issue of *Robert's Rules of Order*.

SECTION 3.12 **Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation or these Bylaws may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. Any certificate or other document filed on behalf of the Corporation relating to such action taken by the Board without a meeting shall state that the action was taken by unanimous consent by the Board of Directors without a meeting, and that the Bylaws of the Corporation authorize its directors to so act.

SECTION 3.13 **Compensation.** Members of the Board of Directors shall receive no compensation for their services

as directors, although directors may be full time employees of the Corporation or one of its affiliated corporations.

SECTION 3.14 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken, unless his dissent shall be entered in the Minutes of the meeting, or unless he shall file his written dissent to such action with the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV Board Committees

SECTION 4.1 Meetings. Meetings of a Board committee may be called by, or at the direction of the president, the chairman of the Board committee or a majority of the members of the Board committee then in office, to be held at such time and place as shall be designated in the notice of the meeting.

SECTION 4.2 Notice. Notice of the time and place of any meeting of a Board committee shall be published in writing by the person(s) calling the meeting at least seven (7) days previous thereto. In the case of a special meeting a written notice shall be given at least three (3) days previous to the date of the scheduled meeting. If agreed to by a majority of the members of a Board committee, a special committee meeting may be held after notice by telephone or word of mouth to each member at least two (2) days before the meeting. Any member of a Board committee may waive notice of any meeting. The attendance of a member of a Board committee at any meeting shall constitute a waiver of notice of such meeting, except where a member of a Board committee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of a Board committee need be specified in the notice or waiver of notice of such meeting unless required by statute.

SECTION 4.3 **Quorum.** A majority of the members of a Board committee, but not less than two (2) members thereof, shall constitute a quorum for the transaction of business at any meeting of the Board committee, unless otherwise specifically provided by the Articles of Incorporation or these Bylaws. Attendance shall be either in person or by telephonic connection whereby the distant member and those members present in person all hear and may speak to and be heard on the matters raised. If less than a majority of the members of the Board committee are present at such meeting, a majority of the members of the Board committee present may adjourn the meeting from time to time without further notice until a quorum is present.

SECTION 4.4 **Manner of Acting.**

4.4-1 Formal Action by a Board Committee. The act of a majority of the members of a Board committee present at a meeting at which a quorum is present shall be the act of the Board committee, unless the act of a greater number is required by statute, the Articles of Incorporation, these Bylaws or by resolution of the Board.

4.4-2 Informal Action by a Board Committee. No action of a Board committee shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of a Board committee may be taken without a meeting if a consent in writing (setting forth the action so taken) shall be signed by all members of the Board committee.

SECTION 4.5 **Resignations and Removal.** Any member of a Board committee may resign therefrom at any time by giving written notice to the chairman of the committee, the president or to the secretary and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member of a Board committee may be removed from office at any time by the Board in its sole discretion without assigning any cause

pursuant to a resolution adopted by a majority of the members of the Board.

SECTION 4.6 **Vacancies.** Any vacancy occurring in the membership of a Board committee and any membership thereon to be filled by reason of an increase in the number of members of the Board committee shall be filled by the chairman of the Board of Directors or the president with the concurrence of the members of the Board of Directors.

SECTION 4.7 **Compensation.** Members of a Board committee, as such, shall not receive salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties; provided, however, that, subject to the provisions herein concerning duality of interest, nothing herein contained shall be construed to preclude any member of a Board committee from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 4.8 **Procedure.** The chairman for each Board committee may appoint a vice chairman for such Board committee. A Board committee may adopt its own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law. Where an ambiguity or inconsistency exists, these Bylaws shall control. In the absence of a Board committee adopting its own special rules of procedure as provided for herein, *Robert's Rules of Order* shall serve as the rules of procedure such committee shall follow.

SECTION 4.9 **Standing Committees.** Committees established by the Board of Directors shall have those responsibilities specifically delegated to the Committee subject to such limitations as set forth in these Bylaws and the Bylaws of Adventist Health System Sunbelt Healthcare Corporation

ARTICLE V

Officers

The Corporation shall have the following officers: (a) Board officers, (b) corporate officers and (c) administrative officers.

SECTION 5.1 Officers.

- a. Board Officers. Board officers may include a chairman of the Board, a vice chairman and a secretary.
- b. Corporate Officers. Corporate officers of the Corporation may include a president, one (1) or more vice presidents, a secretary, a treasurer and one (1) or more assistant secretaries.
- c. Administrative Officers. Administrative officers of the Corporation may include a chief executive officer and one (1) or more departmental vice presidents and directors.

SECTION 5.2 Election.

- a. Election of Board Officers. The membership of the Corporation shall elect Board officers for the Board of Directors. Board officers elected shall serve for terms of up to two (2) years or until their successors are elected. A Board officer can be reappointed for successive terms.
- b. Election of Corporate Officers. The membership of the Corporation shall elect all corporate officers for terms of up to two (2) years or until their successors are elected. Corporate officers can be reappointed for successive terms.
- c. Appointment of Administrative Officers. The president of the Corporation appoints the administrative officers of the Corporation.

SECTION 5.3 Vacancies.

- a. Board Officers. A vacancy in a Board office due to death, resignation, removal, disqualification or otherwise shall be filled by the membership.
- b. Corporate Officers. A vacancy in a corporate office due to death, resignation, removal, disqualification or otherwise shall be filled by the membership.

- c. Administrative Officers. Vacancies occurring in said offices shall be filled by the president.

SECTION 5.4 Responsibilities of Officers.

a. Board officers.

- (1) Chairman of the Board. The chairman of the Board of Directors shall preside at the meetings of the Board of Directors. He shall cause to be called regular and special meetings of the Board of Directors in accordance with these Bylaws.
- (2) Vice Chairman of the Board of Directors. In the absence of the chairman any vice chairman shall preside at the Board meetings.
- (3) Secretary. The secretary shall keep a record of the meetings including those of any committees of the Corporation.

b. Corporate Officers.

- (1) President. The president of the Corporation shall exercise all of the rights and privileges and perform all of the duties usually pertaining to the office of a president of a corporation and such additional duties as directed by the Board of Directors.

During the absence or inability of the president to perform his duties or at the request of the chairman of the Board, a vice president may act in the place and stead of the president.

- (2) Vice President. In order to facilitate the transaction of corporate business, each and every corporate officer holding the title of vice president is empowered to execute any and all legal documents which the president could sign in the normal operation of the Corporation's day-to-day business and in those transactions outside of the normal

operation of the Corporation's business if specifically delegated to the vice president by the chairman of the Board of Directors or president.

- (3) Secretary. The secretary shall keep a record of the proceedings of the Corporation and shall perform all of the duties usually incident to the office of secretary.

The secretary of the Corporation, absent Board action to the contrary, is specifically authorized to execute affidavits, annual reports, and applications for service/trademarks. In addition, the secretary shall have all the duties and powers incident to the Office of Secretary and those which may be delegated by the Board of Directors or the president.

- (4) Treasurer. The treasurer shall collect, receipt and deposit in the name of the Corporation all monies due or belonging to it including donations and shall disburse funds in accordance with the directions of the Board of Directors. He shall do and perform all of the duties pertaining to the Office of Treasurer.

- (5) Assistant Secretaries. In order to facilitate the transaction of corporate business, each and every corporate officer holding the title of assistant secretary is empowered to execute any and all documents which the secretary is authorized to sign even in those instances where the secretary is not absent.

- c. Administrative Officers. The president may appoint one or more administrative officers who shall have only that authority as is inherent in the position for which they are employed and shall have no authority to bind the Corporation unless specifically designated by the president of the Corporation.

SECTION 5.5 Signatories. Unless otherwise specified in these Bylaws, the president and secretary together and/or any vice president or assistant secretary may sign deeds, mortgages or other legal documents under authority given to them by virtue of these Bylaws, their position as a corporate officer or by resolution of the Board.

SECTION 5.6 Removal of Officers.

- a. **Board and Corporate Officers.** All Board and corporate officers of the Corporation shall serve at the pleasure of the membership. Should a vacancy occur in any office as the result of death, resignation, removal, disqualification or any other cause, the Board of Directors may submit nominations to the membership for the successor for said office. The president of Adventist Health System Sunbelt Healthcare Corporation in consultation with the membership shall appoint a successor to a vacant Board/corporate office.
- b. **Administrative Officers.** All administrative officers shall serve at the pleasure of the president. The chief executive officer may also be removed by the membership.

ARTICLE VI Auditor

The books of the Corporation may be audited annually by the General Conference of Seventh-day Adventist auditors, or an independent firm of certified public accountants as the Board of Directors may direct or as may legally be required. Nothing contained in this Article shall be interpreted to limit the General Conference's authority to conduct an annual audit without the request of Adventist Health System Sunbelt Healthcare Corporation or this affiliated corporation.

ARTICLE VII Responsibility to Adventist Health System Sunbelt Healthcare Corporation

The Corporation is an affiliated corporation of Adventist Health System Sunbelt Healthcare Corporation and in order to accomplish overall goals of operation, efficiency and uniform service, accepts the following responsibilities and limitations of authority that are reserved to the Member, Adventist Health System Sunbelt Healthcare Corporation.

SECTION 7.1 The Corporation shall be associated with Adventist Health System Sunbelt Healthcare Corporation in order to accomplish the purposes set forth in the Articles of Incorporation. In order to help achieve such purposes, the Corporation grants to Adventist Health System Sunbelt Healthcare Corporation the following powers:

- a. To approve or disapprove the executive and/or administrative leadership;
- b. To approve or disapprove the Bylaws of the Corporation;
- c. To approve or disapprove purchases or sales of property having a value of more than \$1,000,000;
- d. The authority to establish general operating policies;
- e. The authority to set limits and terms for borrowing of funds in excess of \$1,000,000 for any single or related project;
- f. The authority to approve or disapprove the annual operating and capital budgets;
- g. The authority to direct the placement of funds and capital and the making of gifts, donations, loans and transfers of funds or other assets; and
- h. To approve or disapprove salary rates for administration.

SECTION 7.2 **Service Rendered Between Corporations.** The Board of Directors of the Corporation may contract for services to be rendered to it by Adventist Health System Sunbelt Healthcare Corporation in addition to the services in administration as already called for by the Articles of Incorporation and Bylaws.

SECTION 7.3 **Corporate Communication.** A representative of Adventist Health System Sunbelt Healthcare Corporation shall present periodic reports of the activities of said corporation to the Corporation.

ARTICLE VIII
Legal Instruments

SECTION 8.1 **Execution of Legal Documents.** Unless otherwise specified in these Bylaws, any two corporate officers may sign any legal documents under authority given to them by virtue of these Bylaws, their position as a corporate officer or by resolution of the Board of Directors.

SECTION 8.2 **Securities.** The president or a vice president and the secretary, or such other officer as the Board of Directors may select for that purpose, are authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all voting securities of any other corporation or corporations held in the name of the Corporation. The authority granted by these Bylaws to the officers to vote or represent the Corporation arising from voting securities held by the Corporation and any other corporation or corporations may be exercised by the officers in person or by any person authorized to do so by proxy or power of attorney duly executed by the officer.

ARTICLE IX
Miscellaneous

SECTION 9.1 **Contracts.** The Board may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 9.2 **Checks, Drafts.** All checks, drafts or other orders for the payment of money, and all notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer

or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer and countersigned by the president of the Corporation.

SECTION 9.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in one or more banks, trustee companies or other depositories as the Board may from time to time designate, upon such terms and conditions as shall be fixed by the Board. The Board may from time to time authorize the opening and maintaining, with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

SECTION 9.4 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the Corporation.

SECTION 9.5 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep records of the actions of the Corporation, which records shall be open to inspection by the membership of the Corporation.

SECTION 9.6 Annual Operation Report. The president shall cause an Annual Report of the Corporation to be submitted to the Board no later than one hundred and eighty (180) days after the close of each fiscal year of the Corporation.

SECTION 9.7 Annual Fiscal Report. The president shall cause an Annual Fiscal Report of the Corporation to be submitted for approval to the Board no later than one hundred and eighty (180) days after the close of each fiscal year of the Corporation.

SECTION 9.8 Fiscal Year, Accounting Election. The fiscal year of and method of accounting for the Corporation shall be established by Adventist Health System Sunbelt Healthcare Corporation.

SECTION 9.9 **Seal.** The corporate seal of the Corporation shall be circular in form which shall incorporate the name of the Corporation together with the words "corporation not for profit," in the outer edge thereof.

SECTION 9.10 **Notice.**

9.10-1 **Effective Date.** Unless otherwise specified herein, any notice required or permitted to be given pursuant to the provisions of the Articles of Incorporation, these Bylaws, or applicable law, shall be in writing, shall be sufficient and effective as of the date personally delivered or, if sent by mail, on the date deposited with the United States Postal Service, prepaid and addressed to the intended receiver at such receiver's last known address as shown in the records of the Corporation.

9.10-2 **Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Corporation Act or Corporations Not For Profit Act of the incorporating state of the Corporation or under the provisions of the Articles of Incorporation, these Bylaws, or applicable law, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

SECTION 9.11 **Indemnification of Members of the Board, Officers and Others.** The Corporation shall indemnify any member of the Board or officer or former member of the Board or officer for expenses and costs (including attorneys' fees) actually and necessarily incurred thereby in connection with any claim asserted there against, by action in court or otherwise, by reason of such person being

or having been such member of the Board or officer, except in relation to matters as to which such person shall have been guilty of negligence or misconduct with respect to the matter in which indemnity is sought. By order of the Board, the Corporation may, under comparable terms and limitations, indemnify employees and agents of the Corporation with respect to activities within the scope of their services, as members of the Board or Board committees, and as other officers of the Corporation.

SECTION 9.12 Revocability of Authorizations. No authorization, assignment, referral or delegation of authority by the Board to any committee, officer, or agent of the Corporation, or any other organization which is associated or affiliated with, or conducted under the auspices of the Corporation shall preclude the Board from exercising the authority required to meet its responsibility. The Board shall retain the right to rescind any such authorization, assignment, referral or delegation in its sole discretion; however, a rescission will not affect acts occurring prior to the date of the rescission.

SECTION 9.13 Employees of the Corporation. The Board of Directors may employ such personnel as it deems necessary or desirable for the efficient operation of the Corporation.

SECTION 9.14 Duality of Interests. Except for contracts and transactions between the Corporation and Adventist Health System Sunbelt Healthcare Corporation or any of their affiliate organizations, any contract or other transaction between the Corporation and one or more of the members of the Board or officers, or between the Corporation and any other corporation, firm, association, or other entity in which one or more of the members of the Board or officers are members of the Board, trustees, or officers or have a significant financial or influential interest, shall be authorized or entered into by the Corporation only after all of the following conditions are met:

- a. The relevant and material facts as to such member of the Board's or officer's interest in such contract or transaction and as to any common directorship, trusteeship, officership,

or financial or influential interest was disclosed in good faith in advance to the Board, and such facts are reflected in the minutes of the Board meeting;

- b. The relevant and material facts, if any, known to such interested member of the Board or officer with respect to such contract or transaction which might reasonably be construed to be adverse to the Corporation's interest was disclosed in good faith in advance by such member of the Board or officer to the Board, and such facts are reflected in the minutes of the Board meeting;
- c. Such interested member of the Board or officer has, as determined by the judgment of the Board: (1) made the disclosures and fully responded to questions concerning the matters referred to in (a) and (b) above; (2) fully met the burden of proof that the contract or transaction is fair and reasonable to the Corporation at the time such contract or transaction is authorized; (3) not otherwise significantly influenced the action of the Board with respect to the contract or transaction; and (4) all such determinations by the Board are reflected in the minutes of the Board meeting;
- d. The Board authorized such contract or transaction by a vote of at least two-thirds (2/3) of the members of the Board present at a meeting at which a quorum was present, and such interested member of the Board or officer, who may be counted in determining the presence of a quorum, was not counted in determining the two-thirds (2/3) vote; and
- e. Such interested member of the Board or officer was not present at such time as the vote was taken.

The Board may adopt such other duality of interest policies for the Corporation including, without limitation, requirements and procedures with respect to: (1) regular annual statements and periodic supplements thereto by members of the Board, officers, professional advisors, and key employees disclosing any existing and potential

dualities of interest; (2) limitations on permitted external positions and interests; and (3) corrective action with respect to transgressions of such policies.

SECTION 9.15 Rules. The Board may adopt, amend or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its officers, agents, Board committees and employees.

SECTION 9.16 Vote by Presiding Officer. The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting member thereof, be entitled to vote on the same basis as if not acting as presiding officer.

SECTION 9.17 Gender and Number. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

SECTION 9.18 Articles and Other Headings. The Article and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

ARTICLE X Amendment

These Bylaws and any amendments thereto must be approved by Adventist Health System Sunbelt Healthcare Corporation. The membership of this Corporation shall review these Bylaws on an ongoing basis and revise, amend or repeal as necessary. These Bylaws may also be revised, amended or repealed by mail ballot in accordance with Article II.

ARTICLE XI Distribution of Assets

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to private individuals, and it is organized solely for nonprofit purposes. The property, assets, profits, and net income of this Corporation are irrevocably dedicated to charitable purposes, and no part of

the profits and net income of this Corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed to Adventist Health System Sunbelt Healthcare Corporation, provided that Adventist Health System Sunbelt Healthcare Corporation is an organization that is recognized at the time of distribution as tax exempt under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws. In the event that Adventist Health System Sunbelt Healthcare Corporation is not in existence at such time or does not qualify at such time as an exempt organization under Section 501(c)(3) of the Code, then the distribution shall be made to Adventist Health System/Sunbelt, Inc. provided at the time of distribution Adventist Health System/Sunbelt, Inc. is in existence or recognized as a 501(c)(3) organization, and if Adventist Health System/Sunbelt, Inc. is not then in existence or recognized as a 501(c)(3) organization, then to the Southern Union Conference of Seventh-day Adventists, the Southwestern Union Conference of Seventh-day Adventists, the Lake Union Conference of Seventh-day Adventists, and the Mid-America Union Conference of Seventh-day Adventists, all of which are organized and operated exclusively for religious and charitable purposes and have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The identity of the party to receive the assets shall be determined by the location of the assets to be distributed, provided, however, that if the source or location from which the assets were derived can be determined and said source is other than the Union Conference wherein the assets are located, the assets shall be disbursed to the Union Conference from which it is shown to have derived.

These Bylaws are effective as of the date written below.

APPROVED: December 6, 2012 (Effective January 1, 2013)

ADVENTIST HEALTH SYSTEM SUNBELT
HEALTHCARE CORPORATION,
Sole Member

By: _____
Donald L. Jernigan
President

**POLICY REGARDING REMOVAL OF MEMBER/MEMBERSHIP
OF
FLORIDA NON PROFIT CORPORATION**

PURPOSE: Inform the Membership of a nonprofit corporation ("Member") of the process by which his/her/its Membership in a nonprofit corporation controlled by Adventist Health System SUNBELT Healthcare Corporation ("AHS") or an AHS Affiliate (an entity that is controlled by or under common control with a nonprofit corporation controlled by AHS) may be terminated. A Membership of a nonprofit corporation may be comprised of one or more of the following: a corporate entity, a body (e.g., board of directors) and/or one or more individuals.

POLICY: An individual holding a Membership interest in a nonprofit corporation may be removed for cause ("Misconduct") or without cause by the remaining members of the Membership in accordance with the process set forth in this Policy. If a body (e.g., board of directors) or a corporate entity other than AHS holds the Membership interest in a nonprofit corporation and that body/corporate entity holding the Membership interest is controlled by (A) AHS, the Membership interest may be terminated by a governing body (e.g., Board of Directors, Executive Board, etc.) or committee thereof of AHS in accordance with the process set forth in this Policy, or (B) an AHS Affiliate, the Membership interest may be terminated by the governing body (or a committee thereof) of the AHS Affiliate. In the event the Membership interest in a nonprofit corporation is held by AHS, the Membership interest held by AHS may be terminated upon the recommendation of any corporate officer of AHS or AHS corporate legal, which recommendation is approved by a majority vote of the governing body (e.g., Board of Directors/Executive Board) or committee thereof of AHS. This Policy does not apply to any Member whose (A) Membership term (if such applies) expires, (B) Membership is not renewed (regardless of reason), (C) Membership interest is "converted" via a statutory merger (in which case the Plan of Merger will set forth a Member's rights) and/or (D) Membership interest is resigned by the Member (e.g., Member resigns or is asked to resign and submits his/her resignation).

PROCESS FOR REMOVING INDIVIDUAL HOLDING MEMBERSHIP INTEREST:

An individual who holds a Membership interest in a nonprofit corporation may be removed for Misconduct by a majority vote of the remaining Members of the nonprofit corporation or without cause by a two-thirds vote of the remaining Members. Such vote shall only occur after the Member is notified, in writing, of the intent to seek a vote to remove him/her as a Member, and the Member is advised that he/she has the right to appear at the

meeting of the Members called to vote on the Member's Membership status (the "Removal Hearing") and to address the Membership. At the conclusion of the Removal Hearing the Membership shall determine the Membership status of the individual in question. An affirmative vote of a majority (if the basis for removal of the Member is Misconduct) or two-thirds (if the basis for removal of the Member is without cause) of the Members in attendance (at which a quorum is present) shall be required in order to remove an individual's Membership interest.

For purposes of this Policy, "Misconduct" means any act or omission that the Membership determines in good faith to be harmful or detrimental to, or not in the best interest of the nonprofit corporation for which the affected individual is a Member. For purposes of illustration, Misconduct may include, but is not limited to:

- (a) Receipt of financial benefit that may endanger the tax exempt status of the nonprofit corporation;
- (b) Acceptance of a board position (or a position of leadership) in a competing enterprise;
- (c) Conduct detrimental to the reputation of the nonprofit corporation; or
- (d) Conviction (including a plea of no contest) of a felony or any crime involving fraud, dishonesty or moral turpitude.

"Without cause" means any reason for which the Membership desires to remove a Member which reason does not amount to Misconduct by the Member. For purposes of illustration, without cause may include, but is not limited to:

- (a) The Member no longer holds the position or office which was the basis for or otherwise strongly influenced the initial decision to grant the individual Membership status in the nonprofit corporation.

PROCESS FOR REMOVING BODY/CORPORATION HOLDING MEMBERSHIP

INTEREST: A body or corporate entity (other than AHS) holding a Membership interest in a nonprofit corporation that is controlled by an AHS Affiliate may be terminated at any meeting of the governing body (e.g., Board of Directors, Executive Board) or a

committee thereof of the AHS Affiliate in which a majority of those in attendance vote in the affirmative to remove the Membership interest. This process does not apply to any Membership interest held directly by AHS.

PROCESS FOR REMOVING AHS AS MEMBER: Any Membership interest held by AHS in a controlled nonprofit corporation may be terminated upon the recommendation of any corporate officer of AHS or AHS corporate legal, which recommendation is approved by the governing body (e.g., Board of Directors, Executive Board) or a committee thereof of AHS by a vote of not less than a majority of those in attendance.

EXHIBIT 2

**POLICY REGARDING REMOVAL OF GOVERNING BODY MEMBER
OF
FLORIDA NON PROFIT CORPORATION**

PURPOSE: Inform members of the governing body (e.g., "director," "trustee," etc. ["GB Member"]) of a Florida nonprofit corporation of the process by which his/her position as a GB Member may be terminated by the board or corporate entity that appointed the GB Member (the "Appointing Body").

POLICY: A GB Member may be removed for cause ("Misconduct") or without cause by the Appointing Body in accordance with the applicable process set forth below (i.e., "for cause" or a "without cause"). This Policy does not apply to any GB Member (A) whose term expires or whose term is not renewed (regardless of reason); (B) who submits his/her resignation upon request or otherwise; (C) whose term is terminated via a statutory merger (in which case the plan of merger will set forth the governing body of the surviving entity); or (D) who is being disciplined for failure to comply with the Attendance Policy.

PROCESS: The Appointing Body may remove a GB Member that it appointed, for Misconduct or without cause, if and only if said GB Member is afforded the opportunity of a hearing before either the Appointing Body or a committee thereof ("Appeal Board").

For purposes of this Policy, "Misconduct" means any act or omission that the Appointing Body determines in good faith to be harmful or detrimental to, or not in the best interest of the Florida nonprofit corporation for which the affected individual is a GB Member. For purposes of illustration, Misconduct may include, but is not limited to:

- (e) Receipt of financial benefit that may endanger the tax exempt status of the nonprofit corporation;
- (f) Acceptance of a board position (or a position of leadership) in a competing enterprise;
- (g) Conduct detrimental to the reputation of the nonprofit corporation;

- (h) Any material deviation from any of the policies or directives of the governing body of the nonprofit corporation including conflict of interest); or
- (i) Conviction (including a plea of no contest) of a felony or any crime involving fraud, dishonesty or moral turpitude.

"Without cause" means any reason for which the Appointing Body desires to remove a GB Member which reason does not amount to Misconduct by the GB Member. For purposes of illustration, without cause may include, but is not limited to:

- (b) The GB Member no longer holds the position or office which was the basis for or otherwise strongly influenced the decision of the Appointing Body in the first place to appoint the GB Member, regardless of reason.

Before a final action may be taken with respect to the removal of a GB Member, a notice of intent to remove must be passed by a majority of the Appointing Body (or where the Appointing Body is a corporate entity, then a majority of the governing body of the Appointing Body or a committee of that governing body present and voting. The Appointing Body (through its designee) shall provide the affected GB Member notice, in writing, of the vote and shall advise the GB Member of the reasons for the action by a written statement, and if the vote is based on Misconduct, a written statement of particulars. At its first meeting of the Appointing Body held at least thirty (30) days after a notice of intent to remove was approved, the Appointing Body (or its designated committee) shall hear from the President (or his designee), the reasons the Appointing Body (or where the Appointing Body is a corporate entity, then the governing body of the Appointing Body or a committee of that governing body) voted for removal, and from the GB Member being removed, the reason he/she wishes to continue his GB Membership. At the conclusion of the meeting, the Appointing Body (or governing body/committee thereof) shall vote (the "Final Vote") whether to approve or deny the motion to remove. A majority of those votes cast shall be required in order to remove a GB member. The Final Vote shall be binding on the GB Member.

EXHIBIT 3

ATTENDANCE POLICY FOR GOVERNING BODY (IES) OF FLORIDA NON PROFIT CORPORATIONS

PURPOSE: Inform members of the governing body (e.g., Board of Directors, Board of Trustees, Board of Managers, etc.) of a Florida nonprofit corporation controlled by Adventist Health System SUNBELT Healthcare Corporation ("AHS") or an AHS Affiliate (an entity that is controlled by or under common control with a nonprofit corporation controlled by AHS) of their obligation to attend meetings, unless excused by the Chair or a Vice Chair, and the process for removing a member of the governing body who fails to comply with the Attendance Policy.

POLICY: Individuals appointed to a governing body are expected to attend all meetings of the governing body. Absences from three (3) consecutive meetings, without a waiver from the Chair or Vice Chair of the governing body shall constitute grounds for removal.

PROCESS: After a governing body member has missed three (3) consecutive or more meetings of the governing body of the Florida nonprofit corporation, the governing body member is subject to removal in accordance with this Policy. The following steps should be followed to assure that the proposed governing body member has been given every opportunity to re-establish their commitment as a governing body member, unless the governing body member resigns, in which case no further action shall be required:

STEP ONE: The Chair (or his/her designee) is advised by the Corporate Secretary (or his/her designee) that the governing body member is subject to removal due to a failure to comply with the Attendance Policy.

STEP TWO: The Chair (or his/her designee) shall contact the governing body member to identify reasons for lack of attendance and what the governing body member sees as his/her future commitment to board service, especially in light of reasons for lack of attendance.

STEP THREE: Following the consultation with the governing body member by the Chair (or his/her designee), the Chair/designee has the authority to recommend to the body that appointed the governing body member (e.g., the "Membership" or the "board of directors" [the "Appointing Body"]) the removal of said governing body member or otherwise consult with said Appointing Body to determine whether the governing body member should be removed.

STEP FOUR: The decision of the Appointing Body regarding the removal of the governing body member shall be forwarded to the Chair. Where the Appointing Body is a corporation (e.g., corporate member appoints governing body of subsidiary), the decision of the Appointing Body may be made by the President or a Vice President of the corporate member). The decision of the Appointing Body shall be communicated by the Chair (or his/her designee), in writing, to the affected governing body member.

STEP FIVE: If the decision of the Appointing Body is to remove the governing body member, written notice to the affected governing body member by

the Chair (or his/her designee) shall advise the governing body member that he/she has the right to a hearing, provided, the affected governing body member submits a hearing request, in writing, to the Chair within fourteen (14) days of his/her receipt of the Chair's written notice of the decision of the Appointing Body. If no hearing is requested, the affected governing body member's term as a governing body member shall automatically terminate at the end of the fourteen (14) day notice period. If a hearing is requested, the rules and procedures for the hearing shall be adopted by the Appointing Board as it deems necessary within the best interests of the nonprofit corporation and the laws of the state of Florida and shall be disseminated to the Appointing Body and the governing body member, in question, within a reasonable amount of time prior to the hearing. At the conclusion of the hearing, the Appointing Body (and where the Appointing Body is a corporation, said vote shall be taken by either its governing body or a committee thereof designated by the governing body [the "Appeal Board"]) to determine the final disposition of the governing body status of the individual, who requested the hearing, which decision of the Appointing Body/Appeal Board shall be binding.

HISTORY OF BYLAWS

The initial Bylaws of Pasco-Pinellas Hillsborough Community Health System, Inc. d/b/a Florida Hospital Wesley Chapel were first adopted on the _____ day of _____, 2007. Amendments made subject to _____, 2007, are listed below.

AMENDMENTS

<u>Change Number</u>	<u>Date of Adoption</u>	<u>Section(s) Amended</u>
1.	December 5, 2012 (Effective 1/1/2013)	The initial Bylaws were replaced.