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12/14/12

Amended
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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.
Articles of Restatement

Dear Sir/Madam:

Enclosed please find Articles of Restatement together with our check in the amount of \$43.75 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 in a cursive style.

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

EFFECTIVE DATE
1-1-13

**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

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IN AND FOR THE COUNTY OF PASCO, FLORIDA

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:

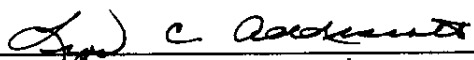
**Article VIII
DISSOLUTION**

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: LYNN C. ADDIS
As Its: ASSISTANT SECRETARY

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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).