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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

*C.F. 6-28*

## COVER LETTER

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

**SUBJECT:** St. Luke's-St. Vincent's HealthCare, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Laurie S. Teppert

Name (Printed or typed)

1801 Barrs, Suite 615

Address

Jacksonville, FL 32204

City, State & Zip

904-308-4025

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF  
ST. LUKE'S-ST.VINCENT'S HEALTHCARE, INC.

The undersigned incorporator, desiring to form a corporation in compliance with the Florida Not for Profit Corporation Act, Title XXXVI, Chapter 617, F.S. (hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

**ARTICLE I**

**CORPORATION**

- 1.1 **Name.** The name of the corporation is St. Luke's-St. Vincent's HealthCare, Inc. (the "Hospital").
- 1.2 **Definitions.** As used in these Articles, capitalized words and phrases not otherwise defined herein shall have the meanings ascribed thereto in the Bylaws of the Hospital.
- 1.3 **Philosophy.** The philosophy of the Hospital is that of the Sponsors as articulated and promoted through statements of mission, vision and values of the Hospital in accordance with the official teachings of the Roman Catholic Church and the *Ethical and Religious Directives for Catholic Health Care Services* as approved and promulgated, from time to time, by the United States Conference of Catholic Bishops.

**ARTICLE II**

**PRINCIPAL OFFICE**

- 2.1 The principal place of business and mailing address of the Hospital shall be 4201 Belfort Road, Jacksonville, Florida 32215.

**ARTICLE III**

**PURPOSES**

- 3.1 **Purposes. Statement of Role and Purposes.** The Hospital will have a role statement that specifies the purposes it will serve and the manner in which the philosophy, mission and core values of Ascension Health and the Corporate Member will be carried out in the community it serves. The Hospital is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Hospital's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health and the Hospital's purposes shall include the following:

- 3.1-a** Provide health care to the community it serves, with a special concern for the sick and poor and, to the extent that financial resources permit, to provide charity care to persons in need.
- 3.1-b** Serve as an integral part of the Roman Catholic Church and carry out its mission in support of or in furtherance of the charitable purposes of the organizations described in this Article.
- 3.1-c** Further the philosophy and mission of Ascension Health of healing and service to the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries which are now, or may hereafter be established by Ascension Health, or sponsored by the Sponsors and which are in furtherance of or in support of the charitable purposes of the organizations described in this Article.
- 3.1-d** Raise funds for any or all of the organizations described in this Article from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in furtherance of the charitable purposes of such organizations.
- 3.1-e** Acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of organizations described in this Article.
- 3.1-f** Contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Article.
- 3.1-g** Engage in any lawful activities within the purposes for which a corporation may be organized under the Act, as it may be amended from time to time, which are in furtherance of or in support of the charitable purposes of the organizations described in this Article.
- 3.1-h** Serve as the controlling entity of Subsidiary Organizations that conduct health related and other activities, and limit the powers, duties and responsibilities of the governing bodies of such Subsidiary Organizations, all in accordance with requirements as established by the Corporate Member.
- 3.1-i** Support institutions sponsored by the Sponsors, both within and without the State, and cooperate with other Ascension Health institutions.
- 3.1-j** Promote cooperation and exchange of knowledge and experience among the various apostolates of the Sponsors within the health care mission.

**3.1-k** Otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:

- (i) No part of the net earnings of the Hospital shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons unless allowed by Section 501(c)(3) of the Code and the Act except that the Hospital shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- (ii) No substantial part of the activities of the Hospital shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Hospital 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.
- (iii) Notwithstanding any other provisions of the Hospital's Governing Documents, the Hospital shall not carry on any other 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE IV**

##### **BOARD OF DIRECTORS**

- 4.1 Number, Eligibility and Qualifications.** The Board of Directors shall consist of such number of Directors as shall from time to time be determined by the Corporate Member. The President of the Hospital shall serve as an *ex officio* Director with vote. The CEO of the Corporate Member or his or her designee shall serve as an *ex officio* Director without vote. To be eligible for Board membership, a Director candidate shall satisfy the selection criteria and personal characteristics as may be established by the Corporate Member from time to time.
- 4.2 Powers and Responsibilities.** The business, property, affairs and funds of the Hospital shall be managed, supervised and controlled by its Board of Directors who shall exercise all of the powers of the Hospital not reserved to the Corporate Member, Ascension Health or to its Members and in accordance with the System Policies and subject to the limitations contained in the Hospital's Governing Documents and applicable law.
- 4.3 Powers Reserved to Corporate Member.** All action of the Hospital shall be by its Board of Directors, subject to the following matters, which require the approval of the Corporate Member:

- 4.3-a Approving the mission and vision statements for the Hospital and assuring compliance with the philosophy, mission, vision, Sponsor expectations and core values of the System.
- 4.3-b Approving changes to the Governing Documents of the Hospital and its non-controlled subsidiary organizations.
- 4.3-c Appointing, upon the recommendation of the Board of the Hospital, or removing, with or without cause, the members of the Board of Directors of the Hospital. Removal does not require a recommendation of the Hospital's Board.
- 4.3-d Approving the incurrence of debt of the Hospital in accordance with the System Authority Matrix.
- 4.3-e Subject to canonical requirements, approving and recommending the formation of legal entities, the sale, transfer or substantial change in use of all or substantially all of the assets of the Hospital and its Subsidiary Organizations, or the divestiture, dissolution, closure, merger, consolidation or change in corporate membership of the Hospital and its Subsidiary Organizations in accordance with the System Authority Matrix.
- 4.3-f Approving the transfer or encumbrance of the assets of the Hospital in accordance with the System Authority Matrix.
- 4.3-g Approving the operating budget and capital plan for the Hospital.

## **ARTICLE V**

### **REGISTERED AGENT AND REGISTERED OFFICE**

- 5.1 **Registered Agent.** The name of the Hospital's registered agent is Laurie S. Teppert.
- 5.2 **Registered Office.** The post office address of the Hospital's registered agent for service of process is 1801 Barrs Street, Suite 615, Jacksonville, Florida 32202.

## **ARTICLE VI**

### **INCORPORATOR**

- 6.1 **Incorporator.** The name and address of the Hospital's Incorporator is Laurie S. Teppert, 1801 Barrs, Suite 615, Jacksonville, Florida 32202.

## **ARTICLE VII**

### **MEMBERSHIP**

- 7.1 **Number and Eligibility.** There shall be one (1) member of the Hospital who shall be known as the "Corporate Member" and such Corporate Member shall be St. Vincent's Health System, Inc., a Florida not for profit corporation.
- 7.2 **Meetings.** Meetings of the Corporate Member of the Hospital shall be held at such place, either within or outside the State of Florida, as shall be specified in its calls, notices and waivers of notice.

## **ARTICLE VIII**

### **PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF HOSPITAL**

- 8.1 **Governing Documents.** The power to approve changes to the Governing Documents of the Hospital which are consistent with the System's Requirements for Governing Documents shall be vested in the Hospital's Board. The power to approve changes to the Governing Documents of the Hospital that are inconsistent with the System's Requirements for Governing Documents shall be vested in the Corporate Member and, as applicable, Ascension Health. The Governing Documents may contain any provision for the regulation and management of the affairs of the Hospital not inconsistent with the other Governing Documents of the Hospital and applicable law of the State of Florida.
- 8.2 **Vacancies on the Board.** Vacancies on the Board shall be filled by the Corporate Member's upon the recommendation of the Hospital's Board.
- 8.3 **Board Member Terms.** Board members may serve three (3) consecutive three (3) year terms.
- 8.4 **Meetings by Telecommunications Device.** Members of the Board of Directors or any committee appointed by the Board may participate in a meeting by means of a conference telephone, videoconference equipment or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such matter shall constitute the presence in person.
- 8.5 **Regular Meetings of the Board.** Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall from time to time determine, however, it shall meet at least quarterly. Said meetings may be held within or without the State of Florida. Attendance at Board meetings shall be by Board Members and invited guests.

**8.6** **Dissolution.** Upon the dissolution of the Hospital, the disposition of all the assets of the Hospital shall be in a manner as provided by the Board of Directors (subject to the prior approval of the Corporate Member) and in accordance with the following:

**8.6-a** The paying of or the making of provision for the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in outstanding loan agreements, credit agreements, master indentures, and other similar documents.

**8.6-b** Subject to compliance with the dissolution principles for the Corporate Member, all assets remaining after the payment of all of the liabilities of the Hospital shall be distributed to the Corporate Member or such other exempt organization(s) under Section 501(c)(3) of the Code that is a Subsidiary Organization of the Corporate Member or to such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by the Members of Ascension Health.

**8.6-c** Any other assets not so disposed of shall be disposed of in accordance with the laws of the State of Florida so long as such assets are disposed of solely to such organizations which are organized and operated exclusively for charitable, educational, religious or scientific purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Hospital is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**IN WITNESS WHEREOF,** I, the undersigned Incorporator, hereby execute these Articles of Incorporation in duplicate and verify and affirm under the penalties of perjury that the facts stated herein are true to the best of my knowledge and belief this \_\_\_\_ day of June, 2007.

**ST. LUKE'S-ST. VINCENT'S HEALTHCARE, INC.**

  
Laurie S. Teppert, Incorporator



ACCEPTANCE AS REGISTERED AGENT: Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Laurie S. Teppert  
Laurie S. Teppert  
Registered Agent and Incorporator

Date: June 22, 2007

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2007 JUN 26 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

St. Luke's-St. Vincent's HealthCare, Inc.

Board of Directors

Address for the list below: 1801 Barrs Street, Jacksonville, FL 32204

Samuel P. Braud-Chairman

James Patrick Thorton-Vice Chairman

C. Daniel Rice-Secretary/Treasurer

John Maher-President

Scot Ackerman, M.D.-Director

Sister Mary Bader-Director

J. Shepard Bryan-Director

A. Leland Burpee, Jr.-Director

Fred D. Franklin, Jr.-Director

Sister Mary Frances Hildenberger-Director

Richard Mullaney-Director

Sister Nancy Murphy-Director

Robert T. Shircliff-Director

Donna Sinclair-Assistant Secretary