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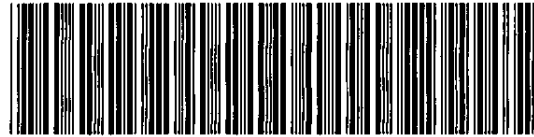
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CAPITAL CONNECTION, INC.

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Escambia Community Holdings, Inc.

- ☒ Art of Inc. File_____
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- ☐ Fictitious Name File_____
- ☐ Trade/Service Mark_____
- ☐ Merger File_____
- ☐ Art. of Amend. File_____
- ☐ RA Resignation_____
- ☐ Dissolution / Withdrawal_____
- ☐ Annual Report / Reinstatement_____
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Christina

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ARTICLES OF INCORPORATION
OF
ESCAMBIA COMMUNITY HOLDINGS, INC.

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The undersigned Incorporator, pursuant to the provisions of Chapter 617, Florida Statutes (the "Act"), executes the following Articles of Incorporation:

ARTICLE I
CORPORATION

- 1.1 **Name.** The name of the corporation shall be ESCAMBIA COMMUNITY HOLDINGS, INC., a Florida not-for-profit corporation (the "Corporation").
- 1.2 **Definitions.** The words and phrases not otherwise defined in these Articles of Incorporation shall have the meanings set forth in the Bylaws of the Corporation.
- 1.3 **Non-Stock Status.** The Corporation shall be without capital stock and will not operate for profit.
- 1.4 **Term.** The term for which this Corporation shall exist is perpetual.

ARTICLE II
REGISTERED AGENT, PRINCIPAL OFFICE AND INCORPORATOR

- 2.1 **Registered Office and Agent.** The name and address of the Corporation's initial registered agent for service of process, at the time of execution of these Articles of Incorporation, are:

Karen O. Emmanuel
Sacred Heart Health System, Inc.
5151 North Ninth Avenue
Pensacola, FL 32504

- 2.2 **Principal Office and Mailing Address.** At the time of execution of these Articles of Incorporation, the mailing and street address for the principal office of the Corporation is 2200 North Palafox Street, Pensacola, Florida 32501.

2.3 Incorporator. The name and address of the Corporation's Incorporators are:

Buddy Elmore
5151 North Ninth Avenue
Pensacola, FL 32504

ARTICLE III

PURPOSES

3.1 Statement of Purposes. The Corporation is organized and shall be operated on a not-for-profit basis and exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the IRC, as amended, or the in accordance with any corresponding provision of any future United States Internal Revenue Law and the regulations thereunder. These purposes include:

- 3.1.1 To support the establishment and continuation of health care facilities located in rural or urban areas designated as a shortage area or that have a medically underserved population;
- 3.1.2 To further the complementary missions of the Members and to promote, support and engage in any or all of the charitable, educational and scientific efforts which are now or may hereafter be established by the Members;
- 3.1.3 To attract support for and to receive grants, contributions, donations and gifts to be used to further these corporate purposes and the purposes of any not-for-profit and federally tax-exempt organization which is affiliated with the Corporation;
- 3.1.4 To promote, by distribution, donation, or loan, the interests of any not-for-profit and federally tax-exempt organization which is affiliated with the Corporation and which furthers the purposes of the Corporation, the purposes of which are not inconsistent with those of the Corporation;
- 3.1.5 To promote and support the operation of public not-for-profit clinics, hospitals, nursing homes, homes for the aged, diagnostic and treatment facilities, medical research and educational centers, and such other buildings facilities and centers as may be deemed appropriate and in support of, either directly or indirectly, medical diagnosis, treatment and research and to serving the sick or injured, the disabled, the aged or the afflicted;
- 3.1.6 To buy, own, sell, exchange, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the not-for-profit mission of the Corporation or of the Corporation's Members;
- 3.1.7 To contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes;

- 3.1.8 To participate as far as circumstances may permit, in the opinion of the Corporation, in any activities designed and carried on to promote the general health, rehabilitation, and social needs of the community served by the Corporation;
- 3.1.9 To operate exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the IRC in the course of which operation:
- a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its managers, officers, or other 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 the purposes of the Corporation;
 - b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the IRC; and
- 3.1.10 Notwithstanding any other provisions of these Bylaws, the Corporation 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 IRC, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

ARTICLE IV

CORPORATE MEMBERS

- 4.1 **Number and Eligibility.** There shall be two members of the Corporation, which shall be known as the "Members," and such Members shall be Sacred Heart Health System, Inc., a Florida not-for-profit corporation and Baptist Hospital, Inc., a Florida not-for-profit corporation.

ARTICLE V

BOARD OF DIRECTORS

- 5.1 **Powers and Responsibilities.** The Board of Directors shall exercise general management and control of the business affairs of the Corporation and shall have and exercise all of the powers which may be exercised or performed by the Corporation under the laws of the State of Florida and the Corporation's Bylaws, with due regard for the powers reserved to the Members of the Corporation as provided for in those Bylaws.

5.2 Reserved Powers. All actions of the Corporation shall be by its Board of Directors, although the Members reserve the following powers:

- 5.2.1 To each appoint one half of the Directors of the Corporation;
- 5.2.2 To have the independent authority to remove a Director of the Corporation appointed by that Member only, with or without cause, whenever such action would be in the best interests of the Corporation;
- 5.2.3 To approve all amendments to the Articles of Incorporation and Bylaws of the Corporation;
- 5.2.4 To approve the appointment by the Board of Directors of the Officers of the Corporation;
- 5.2.5 To approve the establishment and dissolution of any subsidiary entities;
- 5.2.6 To approve any and all loans contracted on behalf of the Corporation or evidences of indebtedness to be issued in Corporation's name, unless authorized by a resolution of the board; provided, however, than any loans in excess of One Million Dollars (\$1,000,000) shall be approved by the Members of the Corporation before such loans are contracted on behalf of the Corporation and before evidences of indebtedness for such loans are issued in the Corporation's name;
- 5.2.7 To approve any transfer of the Corporation's assets exceeding one hundred thousand dollars (\$100,000) in value; and
- 5.2.8 To direct the preparation of and give approval to any plan of dissolution or merger.

5.3 Number and Appointment. The Board of Directors of the Corporation shall at all times have an even number of persons and shall initially consist of four persons and may be increased or decreased at any time, but shall at no time be fewer than four or more than ten persons. Individual members of the Board of Directors of the Corporation shall be appointed in the manner set forth in the Bylaws of the Corporation.

ARTICLE VI

DISSOLUTION

6.1 Disposition of Assets. In the event of dissolution of the Corporation and after paying or making provision for the payment of all legal liabilities of the Corporation, all assets of the Corporation shall be distributed, in any manner considered prudent by the Board of Directors and approved by the Members, to Baptist Hospital, Inc. and to Sacred Heart Health System, Inc., if then in existence and exempt from taxation under Section

501(c)(3) of the IRC, in equal shares or entirely to the remaining qualified Member. Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the IRC to benefit the inhabitants of the general area of Pensacola, Florida. 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 Corporation 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.

ARTICLE VII

AMENDMENTS

- 7.1 **Amendments.** Amendments to these Articles of Incorporation may be recommended by a simple majority vote of the Board of Directors then serving at any regular or special meeting of the Board, provided that a description of the proposed amendment(s) is published in or with the notice of the meeting and provided further that the Members of the Corporation approve such amendment before the same becomes effective. These Articles of Incorporation may also be amended at any time, with or without the recommendation of the Board of Directors, upon mutual agreement of the Members.

IN WITNESS WHEREOF, We, the undersigned Incorporators, do 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.

**ESCAMBIA COMMUNITY
HOLDINGS, INC.**

By: Buddy Elmore
Buddy Elmore
Incorporator

ACCEPTANCE AS REGISTERED AGENT: Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: Karen O. Emmanuel
Name: Karen O. Emmanuel
Title: Registered Agent

Date: 8/27/2008

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