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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ESCAMBIA COMMUNITY HOLDINGS, INC.**

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Restated

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2016 MAR 14 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ESCAMBIA COMMUNITY HOLDINGS, INC.

- A. The name of this corporation is ESCAMBIA COMMUNITY HOLDINGS, INC.
- B. The Members of this Corporation have adopted the following amendment and restatement to the Articles of Incorporation of this Corporation in accordance with Section 7.1 of the existing Articles of Incorporation. As amended and restated, the Articles of Incorporation shall read as follows:

ARTICLE I-NAME

The name of this Corporation is ESCAMBIA COMMUNITY HOLDINGS, INC.

ARTICLE II-PRINCIPAL OFFICE

The street and mailing address of the initial principal place of business of this Corporation shall be 14 W. Jordan Street, Pensacola, Florida 32501.

ARTICLE III-PURPOSES

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 Internal Revenue Code of 1986, as amended (the "Code"), or in accordance with any corresponding provision of any future United States Internal Revenue Law and the regulations thereunder. These purposes include:

- (a) 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;
- (b) To further the complementary missions of the Member 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 Member;
- (c) 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;

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(d) 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;

(e) 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;

(f) 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 Member;

(g) To contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes;

(h) 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;

(i) To operate exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code 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 Code; and

(j) Notwithstanding any other provisions of these Articles, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(k) To operate without regard to race, age, sex, religion or national origin;

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(l) To make distributions to organizations described in Code Sections 170(c), 2055(a) and 2522(a), as amended;

(m) Notwithstanding any other provision of the Articles to the contrary, the Corporation is incorporated for the specific charitable purpose of serving as a "support organization" (as such term is defined in Section 509(a)(3) of the Code) and is organized, and at all times hereafter operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of ESCAMBIA COMMUNITY CLINICS, INC. a Florida not for profit corporation exempt from tax under Section 501(c)(3) of the Code (herein referred to as "ECC") so long as ECC is exempt from federal income tax under Section 501(a) of the Code, which support shall further include, but not be limited to:

- (i) Holding title to and manage real and personal property of the Corporation for the benefit of ECC; and
- (ii) Providing a building or buildings and facilities for the exempt purposes of ECC, including without limitation the operation of community clinics and related exempt activities;

(n) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

ARTICLE IV – POWERS

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of such Code.

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ARTICLE V - DISSOLUTION OR LIQUIDATION

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to ECC, if then in existence and exempt from federal income tax under Section 501(c)(3) of the Code, or if ECC is not then in existence and exempt from federal income tax under Section 501(c)(3), to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE VI-REGISTERED AGENT AND ADDRESS

The name of the registered agent of the corporation is Chandra Smiley. The address of this registered agent is 14 W. Jordan Street, Pensacola, Florida 32501. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE VII-INDEMNIFICATION

Members, directors, and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VIII-MEMBERS and DIRECTORS

8.1 Member. This Corporation's sole member shall be ECC (herein referred to as the "Member").

8.2 Directors. The business and affairs of this Corporation shall be managed and conducted by its Board of Directors. The provision for the election of the directors and officers shall be set forth in the Bylaws. As further provided in the Bylaws, this Corporation must at all times possess two or more Directors who are not: (i) affiliated with the present management or administration of either the Corporation, ECC, or COMMUNITY CLINIC SERVICES, INC. a Florida not for profit corporation exempt from tax under Section 501(c)(3) of the Code (herein referred to as "CCS"); (ii) subject to any present employment or contractual compensation agreement with the Corporation, ECC, or CCS, except in respect to any compensation the Director may be paid in connection with his or her role as a Director of the Corporation; or (iii) a present member of the Board of Directors of ECC or CCS.

ARTICLE IX-PROPERTY HELD FOR CHARITABLE PURPOSES

The property of the Corporation is irrevocably dedicated for charitable purposes and no part of the net income or assets of the Corporation will ever inure to the benefit of any Director, officer or member of the Corporation, or to the benefit of any private individual.

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ARTICLE X-BYLAWS

The directors of the Corporation shall adopt Bylaws for this Corporation and the Board of Directors from time to time may modify, alter, amend or rescind the same by unanimous vote of the members of the Board of Directors present at any regular or special meeting or by unanimous written consent of all of the members of the Board of Directors.

ARTICLE XI-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

The Member of this Corporation are entitled to vote on the adoption of this Amendment and Restatement of the Articles of Incorporation. The date of the adoption of the Amendment and Restatement of the Articles of Incorporation by the Member is March 14, 2016.

IN WITNESS WHEREOF, ESCAMBIA COMMUNITY HOLDINGS, INC. has caused these Amended and Restated Articles of Incorporation to be signed in its name by its President this 14th day of March, 2016.

ESCAMBIA COMMUNITY HOLDINGS,
INC., a Florida not-for-profit corporation

By: 

John Porter, President

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ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT OF
ESCAMBIA COMMUNITY HOLDINGS, INC.

Having been named as registered agent and to accept service of process for the ESCAMBIA COMMUNITY HOLDINGS, INC., at the place designated in the Articles of Incorporation, 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 am familiar with and accept the obligations of my position as registered agent.


CHANDRA SMILEY, Executive Director

Date: March 14, 2016

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