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BOCACARE, INC.

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EXECUTION COPY

Amended and Restated
Articles of Incorporation
Of

BOCACARE, INC.

(A Florida Not-For-Profit Corporation)
(Document Number N09000000803)

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is BocaCare, Inc. The principal street address of the Corporation is 800 Meadows Road, Boca Raton, Florida 33486.

ARTICLE II - PURPOSE

The purpose for which this Corporation is organized is to operate for charitable and educational purposes or any other lawful purposes permitted under the Florida Not For Profit Corporations Act.

ARTICLE III - MEMBER

The sole member of the Corporation (the "Member") is BRRH Corporation, a Florida not-for-profit corporation. The Member shall have those reserved rights and powers over the operation of the Corporation as are provided in these Articles of Incorporation and in the Bylaws of the Corporation.

ARTICLE IV - MANAGEMENT BY BOARD OF DIRECTORS

All corporate power which is not reserved to the shareholders by law or otherwise, shall be exercised exclusively by or under the authority of the Board of Directors and the business and affairs of this corporation shall be managed under the direction of the Board of Directors (hereafter the "Board"). The Board of Directors shall consist of not less than three (3) members. A quorum for the holding of a meeting of the Board and for the transaction of any business which may be properly done by the Board of Directors on behalf of the Corporation shall consist of a majority of the members thereof. The Board of Directors shall elect the following officers: A Chairperson, a Vice Chairperson and a Secretary. The annual meeting of the Corporation shall be held on such date as is provided in the Bylaws of the Corporation, which said Bylaws may be amended at any time in accordance with their provisions.

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ARTICLE V - RESTRICTIONS ON AUTHORITY OF BOARD OF DIRECTORS

The Board may not, without the prior approval of the Board of Trustees of Baptist Health South Florida, Inc:

- (a) Adopt a plan of dissolution of the Corporation;
- (b) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (c) Adopt a plan of merger or consolidation of the Corporation with another corporation;
- (d) Appoint or remove the independent auditors of the Corporation;
- (e) Sell or mortgage any real property owned by the Corporation or acquire any real property on behalf of the Corporation; or
- (f) Adopt any annual operating or capital budget of the Corporation, or approve any changes thereto.

ARTICLE VI DELEGATION OF BORROWING AUTHORITY

The right of the Corporation to borrow or incur indebtedness for any single loan or incurrence of indebtedness, and the right to pledge assets of the Corporation to secure such indebtedness, is expressly delegated and reserved to Baptist Health South Florida, Inc. Baptist Health South Florida, Inc. is irrevocably appointed as the agent of the Corporation for the purposes of borrowing on behalf of the Corporation, for the purposes of authorizing and issuing indebtedness on behalf of or in the name of the Corporation, and for the purpose of pledging assets of the Corporation to secure such indebtedness. Baptist Health South Florida, Inc. is expressly authorized to obligate the Corporation on such borrowings and indebtedness, to pledge assets of the Corporation to secure such indebtedness, and to execute and deliver on behalf of the Corporation all documents evidencing such borrowings and indebtedness, and such security instruments. No further authorization, confirmation, resolution or action of any type is required by the Board with respect to such borrowings or indebtedness, or such pledge of assets. All persons dealing with Baptist Health South Florida, Inc. in connection with any borrowings or indebtedness incurred by or on behalf of the Corporation through the actions of Baptist Health South Florida, Inc., or the pledge of assets of the Corporation by Baptist Health South Florida, Inc., shall be entitled to rely upon the authorization and delegation of rights conferred hereby, and shall not be required to make any inquiry upon the Corporation regarding the authority of Baptist

Health South Florida, Inc. to borrow or incur indebtedness on behalf of or in the name of the Corporation, or to pledge assets of the Corporation.

ARTICLE VII AUTHORITY OF BAPTIST HEALTH SOUTH FLORIDA, INC.

Pursuant to the provisions of Section 617.0202(2)(i), Florida Statutes, the Corporation is subordinate to and subject to the authority of Baptist Health South Florida, Inc., a Florida not-for-profit corporation, to the extent provided in these Articles of Incorporation and in the Bylaws of the Corporation.

ARTICLE VIII – TERM OF EXISTENCE

The existence of this Corporation shall be perpetual.

ARTICLE IX PROPERTY, FUNDS AND INCOME

No part of the property, funds or income of the Corporation shall be distributed to nor shall any part of the net income, if any, of the Corporation inure to the benefit of its Directors, Board Officers or any other private person.

ARTICLE X LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the Corporation, its property and funds, after payment or provision for payment of its creditors, shall be distributed for approved charitable, scientific and educational purposes most closely approximating those set forth in Article II of these Articles of Incorporation as directed by the Board of Trustees of Baptist Health South Florida, Inc.

ARTICLE XI POLITICAL ACTIVITY

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 or in opposition to any candidate for public office.

ARTICLE XII BYLAWS

The Bylaws of the Corporation may be made, amended or rescinded in any manner permitted by the Bylaws.

ARTICLE XIII – AMENDMENTS

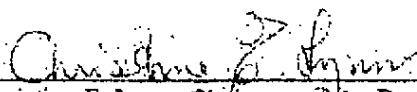
These Articles of Incorporation may be amended, rescinded or added to (i) by majority vote of the entire Board of Trustees of Baptist Health South Florida, Inc. at any regular or special meeting, or (ii) subject to ratification by the Board of Trustees of Baptist Health South Florida, Inc., by majority vote of the entire Board at any regular or special meeting; provided, that written notice of the proposed amendment or addition shall have been given to every member of the Board and to every member of the Board of Trustees of Baptist Health South Florida, Inc. at least fifteen (15) days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter.

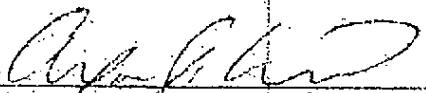
The effective date of these Amended and Restated Articles of Incorporation shall be July 1, 2019.

CERTIFICATE

These Amended and Restated Articles were duly adopted by the Board of Trustees of BRRH Corporation, the sole member of the Corporation, on May 23, 2019, and the number of votes cast approving these Amended and Restated Articles of Incorporation was sufficient for approval. The undersigned Chairman and Secretary of the Board of Trustees of BRRH Corporation as the sole member of the Corporation have executed the Amended and Restated Articles of Incorporation as of the 23rd day of May, 2019, for the purpose of Amending and Restating the Articles of Incorporation of the Corporation.

(CORPORATE SEAL)


Christine E. Lynn, Chairperson of the Board
of Trustees of the Member

Attest: 
Alexander D. Eremia, Secretary of the
Board of Trustees of the Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before this 23 day of May, 2019, by Christine E. Lynn and Alexander D. Eremia, the Chairperson and Secretary, respectively, of the Board of Trustees of BRRH Corporation.


Notary Public, State of Florida

