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**RESTATED
ARTICLES OF INCORPORATION
OF
HOSPICE OF THE COMFORTER FOUNDATION, INC.
(A Corporation Not For Profit)**

Part I

Pursuant to Florida Statutes 617.1007, these Restated Articles of Incorporation restate and amend provisions of the Articles of Incorporation of Hospice of the Comforter Foundation, Inc. (the "Corporation") originally filed on February 1, 2010. The Corporation is a membership not for profit corporation formed pursuant to the Florida Not For Profit Corporation Act (the "Act").

ARTICLE I

Name

The name of this corporation shall be AdventHealth Family Medicine Rural Health Clinics, Inc.

ARTICLE II

Address of Principal Office and Mailing Address of Corporation

The post office address and principal office of this Corporation in the state of Florida is 900 Hope Way, Altamonte Springs, Seminole County, Florida 32714

ARTICLE III

Purposes and Powers of the Corporation

The sole purpose for which this Corporation is formed is to own and operate within the State of Texas one or more rural health clinics, each of which shall continuously operate consistent with the provisions of 42 CFR Section 491.8, et seq. of the

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Rural Health Services Clinic Act (the "Rural Health Clinics"), and in a manner that will permit the Corporation to continue to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code ("Code"), or any corresponding section of any future federal tax code. The Rural Health Clinics shall also operate in a manner so as to further the health ministry of the Seventh-day Adventist Church.

ARTICLE IV

Sole Member and Membership Meetings

- SECTION 1 Members. Commencing as of the filing date of these Restated Articles of Incorporation, the sole corporate member of the Corporation shall be Metroplex Adventist Hospital, Inc. (the "Member"), a Texas nonprofit membership corporation recognized by the Internal Revenue Service as an exempt organization under Section 501(c)(3) of the Code.
- SECTION 2 Membership Meetings. Regular meetings of the Member of the Corporation shall be held in accordance with the provisions of the Bylaws.
- SECTION 3 Voting. The Member may act through a corporate officer designated by the Member or through the Board of Directors of the Member when actions of the Corporation require the vote of the Member.

ARTICLE V

Board of Directors

- SECTION 1. Governance. The business affairs and the funds of this Corporation shall be under the control and management of a Board of Directors. The number of directors of this corporation shall not exceed twelve (12), and shall never be less than three (3) persons. The number of directors may be increased or decreased from time to time, either by amendment of these Restated Articles of Incorporation or by amendment of the Bylaws.

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SECTION 2. Election of Board Members. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

ARTICLE VI

Registered Office and Registered Agent

The name and address of the Registered Agent and Registered Office of this Corporation is Tamara L. Trimble, 900 Hope Way, Altamonte Springs, Seminole County, Florida 32714.

ARTICLE VII

Corporate Officers

SECTION 1. Categories of Officers. The Corporation shall have three (3) categories of officers: (a) board officers, (b) corporate officers, and (c) administrative officers.

- (a) Board Officers. Board Officers may include a Chairman of the Board of Directors, a Vice Chair and a Secretary.
- (b) Corporate Officers. Corporate Officers may include a President, one (1) or more Vice Presidents, a Secretary, a Treasurer and one (1) or more Assistant Secretaries.
- (c) Administrative Officers. Administrative officers of this corporation may include a Chief Executive Officer and other managers as appointed by the President.

SECTION 2. Election of Corporate Officers. Corporate officers shall be elected as provided in the Bylaws.

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ARTICLE VIII

Bylaws

The Bylaws of the Corporation are to be made, altered or rescinded by the Member at any regular meeting or special meeting called for that purpose or by a mail ballot to the then Member.

ARTICLE IX

Term of Existence

The term for which this Corporation is to exist shall be perpetual.

ARTICLE X

Dissolution

This Corporation is not organized, nor shall it be operated, for the pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to its Member except as permitted under Florida Statutes 617.01401(7). The property, assets, profits and net income of this Corporation are irrevocably dedicated to religious and charitable purposes and no part of the profits or net income of this Corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private individual. On the dissolution or winding up of this Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed to Metroplex Adventist Hospital, Inc. which is organized and operated exclusively for religious and charitable purposes and has established its tax-exempt status under Section 501(c)(3) of the Code in accordance with a plan of distribution adopted by the Board of Directors at a meeting duly called and convened, at which a quorum is present and not less than two-thirds (2/3) of the directors present cast an affirmative vote for the plan of distribution, such plan of distribution to be consistent with the provision of this Article X.

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**ARTICLE XI
Amendments**

These Restated Articles of Incorporation may be amended either at a regular or special meeting of the Member called for that purpose, or by mail ballot.

PART II

1. The Restated Articles of Incorporation restate the provisions of the Articles of Incorporation filed on February 1, 2010, and further amend the Articles of Incorporation as specified below:

- a. Part I, Article I ("Name of Corporation") has been revised to identify the new name of the Corporation as AdventHealth Family Medicine Rural Health Clinics, Inc.
- b. Part I, Article II ("Address of Principal Office and Mailing Address of Corporation") has been updated to reflect the new location of the principal office.
- c. Part I, Article III ("Purposes and Powers of Corporation") has been revised to limit the purpose for which the Corporation is formed to that of owning and operating rural health clinics, which clinics are to be operated consistent with Section 501(c)(3) of the Code and in furtherance of the health ministry of the Seventh-day Adventist Church.
- d. Part I, Article IV ("Sole Member") has been revised by changing the heading of Article IV to read "Sole Member and Membership Meetings", and to reflect that the sole member is Metroplex Adventist Hospital, Inc.
- e. Part I, Article V ("Board of Directors") has been revised to provide minor edits to the wording including removal of the names of the original members of the Board of Directors.
- f. Part I, Article VI ("Initial Registered Office and Registered Agent") has been revised by changing the heading of Article VI to read "Registered Office and Registered Agent" and to identify the person and address serving in such capacity.

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g. Part I, Article VII ("Incorporator") has been deleted and in lieu thereof a new Article VII entitled ("Corporate Officers") has been inserted. Article VII now identifies the corporate officer positions that may be elected.

h. Part I, Article VIII ("Indemnification") has been deleted and in lieu thereof a new Article VIII entitled Bylaws has been inserted.

i. Part I, Article IX ("Term of Existence") has been revised to provide minor edits to the language employed.

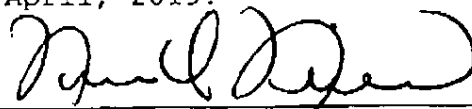
j. Part I, Article X ("Dissolution of Corporation") has been revised by deleting the current language and inserting in lieu thereof language indicating that upon dissolution the assets, after paying the Corporation's liabilities, will be disbursed to the Member.

k. Part I, Article XI ("Amendments") has been added which sets forth the process by which amendments to the Restated Articles of Incorporation may be adopted.

2. The foregoing amendments and the Restated Articles of Incorporation of the corporation were unanimously adopted by the sole member of the Corporation on April 15, 2015, at a duly called and convened meeting and at which a quorum was present. Only the membership has the right to approve amendments to the governing documents (i.e., Articles of Incorporation and Bylaws) of the Corporation.

3. There is no discrepancy between the Articles of Incorporation filed on February 1, 2010, as amended by these Restated Articles of Incorporation, other than the inclusion of the amendments as set forth in Part II

IN WITNESS WHEREOF, the undersigned Tamara L. Trimble, Secretary of the Corporation has executed these Restated Articles of Incorporation this 15th day of April, 2019.



Tamara L. Trimble, Secretary

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