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To:
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*Attn: Darlene Currell
Please refer to our letter
dated 9/30/99*

From:
Account Name : SMITH HULSEY & BUSEY
Account Number : 075030000653
Phone : (904) 359-7600 7736
Fax Number : (904) 359-7712

BASIC AMENDMENT

METHODIST HEALTH CARE SYSTEM, INC.

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Amended & Restated

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TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
METHODIST HEALTH CARE SYSTEM, INC.**

A. The name of the Corporation is Methodist Health Care System, Inc.

B. Amendments to the Articles of Incorporation were adopted on August 30, 1999, by the Board of Directors of the Corporation to amend the Articles of Incorporation in their entirety to delete historical references, to amend the purposes of the Corporation, to change the registered agent and office of the Corporation, and to change the number and manner of election of the Members and the Board of Directors of the Corporation, so that after amendment, the Articles of Incorporation shall read as follows:

**Article I
Name**

The name of the Corporation is Methodist Health Care System, Inc.

**Article II
Principal Office**

The address of the Corporation's principal office is 580 West 8th Street, Jacksonville, Florida 32209.

**Article III
Registered Agent**

The street address of the registered office of the Corporation is 225 Water Street, Suite 1800, Jacksonville, Florida 32202, and the name of its registered agent at such address is Smith Hulsey & Busey.

**Article IV
Purposes**

The Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, for the following purposes:

(a) To engage in activities in support of scientific, educational, literary, or charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("IRC" or the "Code"), as amended from time to time, to make distributions to other organizations for use, by the distributees, in support of such charitable purposes as

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described and limited in paragraph (b) following, and to support the teaching and research missions of the University of Florida Health Science Center;

(b) To engage in such programs and activities in carrying out the purposes stated above to support or benefit said organizations, including, but not necessarily limited to, the supervision, oversight and operation of medical, ancillary and diversified support facilities and services, shared services arrangements, health service delivery programs, affiliation with health care institutions through lease, management contract or purchase, and fund raising activities;

(c) To solicit and receive funds, gifts, endowments, donations, devises, bequests, including grants, contracts and awards from federal, state or local agencies or other foundations;

(d) To exercise all of the powers enumerated in Chapter 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida;

(e) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Code, and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual;

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

(g) To carry out its functions such that no substantial part of the Corporation's activities 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; and

(h) To operate, participate in 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.

(i) In carrying out the purposes stated above, the Corporation shall operate exclusively for the support and benefit of, to be responsive to the needs of, to perform one or more of the functions of, and to assist in carrying out the purposes of the health care ministry of (i) Methodist Medical Center, Inc., an IRC 501(c)(3) and IRC 509(a)(1) Florida not for profit corporation; (ii) Methodist Regional Hospital System, Inc., an IRC 501(c)(3) and IRC 509(a)(1) Florida not for profit corporation; (iii) ABC Home Health Services, Inc., an IRC 501(c)(3) and IRC 509(a)(2) Florida not for profit corporation; (iv) Gateway Community Services, Inc., an IRC 501(c)(3) and IRC 509(a)(1) Florida not for profit corporation; (v) Methodist Health System, Inc., an IRC 501(c)(3) and IRC 509(a)(2)

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Florida not for profit corporation; (vi) Methodist Hospital Foundation, Inc., an IRC 501(c)(3) and IRC 509(a)(2) Florida not for profit corporation; (vii) University Medical Center, Inc., an IRC 501(c)(3) and IRC 509(a)(1) Florida not for profit corporation; (viii) Jacksonville Health Group, Inc., an IRC 501(c)(3) and IRC 509(a)(1) Florida not for profit corporation; and (ix) other hospitals and health care delivery organizations that are closely related to the above in purpose or function, either through common control, ownership, lease or management, each of which shall be a publicly supported organization as described in Sections 509(a)(1) and (2) of the Code (the publicly supported organizations described in the above clauses (i) through (ix) being referred to hereinafter as the "Supported Organizations");

Article V Powers

The Corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter 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 from federal income taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of the Code.

Article VI Member

Section 6.1 Member. Shands Jacksonville HealthCare, Inc. shall be the sole Member of the Corporation.

Section 6.2 Reserved Powers. Notwithstanding any other provision of these Articles of Incorporation, there is reserved to the Member (a) all matters required to be reserved to the Member under the Florida Not For Profit Corporation Act and (b) the power to amend these Articles of Incorporation and the Corporation's Bylaws.

Article VII Directors and the Manner of Election of Directors

The Corporation shall be managed by or under the direction of the Board of Directors, which shall consist of at least three (3) members, who shall be elected by the sole Member of the Corporation as provided in the Bylaws of the Corporation. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws.

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**Article VIII
Dissolution**

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 the supported organizations described in Article IV hereof, or in the event such supported organizations have ceased to exist, to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

**Article IX
Amendment**

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

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The Directors of the Corporation were entitled to vote on the amendments, and the number of votes cast for the amendments was sufficient for approval by the Directors entitled to vote. The Members of the Corporation were not entitled to vote on the amendments.

IN WITNESS WHEREOF, Methodist Health Care System, Inc. has caused these Articles of Amendment to be signed in its name by its Treasurer and Assistant Secretary this 13th day of September, 1999.

**METHODIST HEALTH CARE
SYSTEM, INC.**

By: 

Marcus E. Drewa
Treasurer and Assistant Secretary

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, Methodist Health Care System, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Methodist Health Care System, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: Harry M. Wilson, III
Harry M. Wilson, III
Vice-President

Date: September 6, 1999

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