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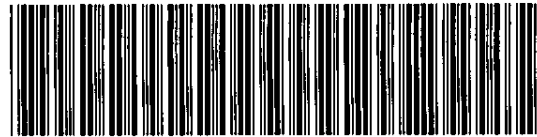
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ATTORNEYS AT LAW

October 24, 2012

VIA HAND DELIVERY

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Memorial Health Network Corp.
Document No. N12000004203

To Whom It May Concern:

Enclosed are an original and one (1) copy of the Amended and Restated Articles of Incorporation for Memorial Health Network Corp.

Also enclosed is a check in the amount of \$52.50 for the filing fee, certified copy and certificate of status.

Please let me know as soon as the documents are available and I will send a runner to pick up the originals.

Sincerely,



F. Philip Blank

Enclosures

FPB:ko

*Please
call when
Ready*

** 850-681-6710*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEMORIAL HEALTH NETWORK CORP.
A Florida Not-For-Profit Corporation
DOCUMENT NUMBER: N12000004203**

FILED
12 OCT 24 PM 3:17
STATE
FALLS CHURCH, VA 22034

These Amended and Restated Articles of Incorporation of Memorial Health Network Corp., a Florida not-for-profit corporation (the "**Corporation**"), amend and restate the Corporation's original articles of incorporation and all prior amendments and restatements to the articles of incorporation. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

**ARTICLE I
NAME**

The name of the Corporation is amended to be Memorial Health Network, Inc. The Corporation is a Florida not-for-profit corporation organized and operated in compliance with the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and the mailing address of the Corporation is 3501 Johnson Street, Hollywood, Florida 33021-5421.

**ARTICLE III
PURPOSES AND POWERS**

The Corporation shall have all powers to engage in any lawful act or activity not for pecuniary profit for which a not-for-profit corporation may be organized, so far as may now or hereafter be permitted by the laws of the United States, the State of Florida or any other state, country, territory or nation, and in particular, without limitation, the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617. In addition thereto, the Corporation shall have all powers lawfully necessary or required to carry out its purposes. In furtherance of these purposes and powers, the Corporation is organized and shall be operated for the support and benefit of the Member (as defined in Article IV below) and to carry out the charitable purposes of the Member. The Corporation may promote, establish, conduct and maintain all activities incidental to these purposes and powers, including, without limitation, establishing, managing, and operating a clinically integrated provider network and related health care enterprises for the promotion of evidence-based medicine to achieve quality and efficiencies in the provision of medical and other health care services.

ARTICLE IV
MEMBERSHIP

The sole member of the Corporation is South Broward Hospital District d/b/a Memorial Healthcare System (hereinafter the "**Member**"). The Corporation shall have no other members. As the sole member of the Corporation, the Member shall be entitled to all rights and powers of a member under the laws of the State of Florida, these Articles of Incorporation and the Corporation's Bylaws. Notwithstanding the foregoing, the Member shall retain the reserved powers set forth in the Bylaws of the Corporation.

ARTICLE V
DIRECTORS

Except as otherwise provided in these Articles of Incorporation or the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by a Board of Directors consisting of 18 individuals. The Directors of the Corporation shall be appointed and elected as provided in the Bylaws of the Corporation.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The name and Florida street address of the Corporation's registered agent is Kimarie Stratos at 3329 Johnson Street, Hollywood, Florida 33021.

ARTICLE VII
AMENDMENT

The Corporation's Board of Directors shall recommend any amendments to or repeal of any provisions of these Articles of Incorporation or the Bylaws); provided that, no amendment to these Articles of Incorporation or the Corporation's Bylaws shall be final unless the same are approved by the Member.

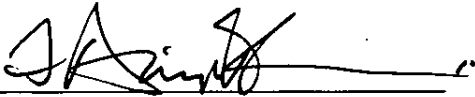
ARTICLE VIII
DISSOLUTION

Subject to any approvals described in the Articles of Incorporation or Bylaws of the Corporation, upon the dissolution, liquidation, and winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation to the Member, which is a governmental agency and a Section 501(c)(3) not-for-profit entity, or if any of the foregoing organizations is no longer in existence or is not willing or eligible to receive such assets on a tax-exempt basis, a governmental agency or not for profit corporation, or shall be distributed to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Broward County, Florida, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Memorial Health Network Corp. were approved by the sole incorporator on the 24th day of October, 2012.

Dated this 24th day of October, 2012.

A handwritten signature in black ink, appearing to read "F. Philip Blank", written over a horizontal line.

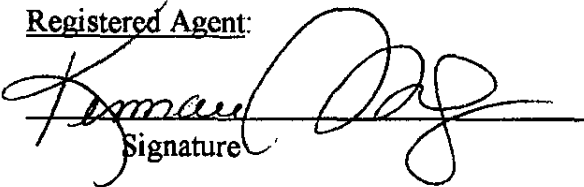
Name: F. Philip Blank

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation 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 I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 617, Florida Statutes.

Effective as of the 12th day of October, 2012.

Registered Agent:


Signature

Name: Kimarie Stratos

Date: October 14, 2012