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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRD  
10/24/12

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Metroplex Hospital, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** T. L. Trimble  
Name (Printed or typed)

900 Hope Way

Address

Altamonte Springs, FL 32714

City, State & Zip

407-357-2304

Daytime Telephone number

sarah.sneath@ahss.org

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
of  
METROPLEX HOSPITAL, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I  
Corporate Name**

The name of this corporation is **METROPLEX HOSPITAL, INC.**  
("Corporation").

**ARTICLE II  
Corporate Nature**

The entity formed by these Articles of Incorporation is a nonprofit corporation organized solely for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and in accordance with the provisions of the Florida Not-for-Profit Corporation Act (the "Act").

**ARTICLE III  
Duration**

The term of existence of the Corporation shall commence on the filing of these Articles of Incorporation and shall continue thereafter in perpetuity.

**ARTICLE IV  
Purposes; Corporate Powers**

The primary purpose for which this corporation is formed is to support the charitable activities of Adventist Health System Sunbelt Healthcare Corporation, a Florida not-for-profit corporation recognized by the Internal Revenue Service as a 501(c)(3) organization, by assuming the ownership and operation of Metroplex Hospital, a licensed hospital offering general and specialized health care services, including a staffed and equipped emergency room (the "Hospital"), located within the community of Killeen, Texas, and Rollins Brook Community Hospital, a licensed critical access hospital, located within the community of Lampass, Texas. The Corporation will operate these hospital facilities as an integral part of the system of medical and educational organizations offered throughout the world by the Seventh-Day Adventist Church.

To facilitate the implementation and maintenance of its primary purpose, the Corporation shall have in addition to

those corporate powers identified in *Florida Statutes* Section 617.0302, the power to:

- a. Accept, hold, administer, invest and disburse for scientific, educational and charitable purposes such funds or property as may from time to time be given to it, or earned by it in its activities;
- b. Own, manage, operate, lease or take any action in connection with the land, property, plant and equipment comprising the facilities, and to acquire (through purchase, joint venture, equity ownership, lease or otherwise) and develop property, both real and personal, in connection with providing health care related services, including without limitation ambulatory surgery centers, home health care agencies, behavioral health facilities, physician clinics, rural health clinics, community health centers, medical office buildings, outpatient clinics and other health care facilities and services;
- c. Carry on educational activities related to the rendering of care to the sick and/or the promotion of health;
- d. Promote and carry on scientific research related to the prevention, diagnosis and/or treatment of disease or injury;
- e. Participate in any activity designed to promote the general health of the communities served by the Corporation; and
- f. Carry on such other activities as are in furtherance and supportive of the foregoing that are lawful and proper for corporations formed under the Act and recognized as charitable under Section 501(c)(3) of the Code.

Notwithstanding any of the above statements, this Corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Article IV.

#### **ARTICLE V**

##### **Board of Directors; Officers**

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors may be established in the Bylaws and may be increased or decreased from time to

time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of electing and removal of directors shall be as set forth in the Bylaws. The initial directors shall be:

Richard K. Reiner  
900 Hope Way  
Altamonte Springs, FL 32714

Paul C. Rathbun  
900 Hope Way  
Altamonte Springs, FL 32714

T.L. Trimble, Esq.  
900 Hope Way  
Altamonte Springs, FL 32714

The manner of electing and removal of officers shall be as set forth in the Bylaws. The initial officers shall be:

Richard K. Reiner, Chair and President  
Paul C. Rathbun, Vice President  
T.L. Trimble, Esq., Secretary-Treasurer

## **ARTICLE VI**

### **Membership**

This Corporation may have one or more corporate members, each of which must be in possession of and thereafter maintain recognition by the Internal Revenue Service as a 501(c)(3) organization ("Eligibility Requirements"). The initial corporate member of the Corporation shall be Adventist Health System Sunbelt Healthcare Corporation ("AHS"), a Florida not for profit corporation recognized by the Internal Revenue Service as a 501(c)(3) organization. As of the incorporation date, the Corporation shall issue a Certificate of Membership to AHS, which Certificate shall evidence that the membership interests of the Corporation are vested in AHS and such other provisions as are consistent with these Articles of Incorporation, the Corporation's Bylaws and the provisions of the Act.

The Corporation may admit one or more additional corporate members that meet the Eligibility Requirements and such other criteria not inconsistent therewith as may be established by the Board of Directors from time to time. Admitting additional corporate members shall have as a result the dilution of the membership interests then held by the then current corporate members of the Corporation.

The manner in which a corporate member may be removed as a member shall be as set forth in the Bylaws.

#### **ARTICLE VII**

##### **Earnings and Activities of Corporation**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any 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 the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE VIII**

##### **Distribution of Assets**

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to private individuals or entities (other than a member that is recognized as a 501(c)(3) organization, subject to any limitations imposed by the Act or the Code). At all times this Corporation shall be organized and operated solely for nonprofit purposes. The property, assets, profits, and net income of this Corporation are irrevocably dedicated to charitable purposes, and no part of the profits and net income of this Corporation shall ever inure to the benefit of any director, officer, or member (other than a member that is recognized as a 501(c)(3) organization, subject to any limitations imposed by the Act or the Code) or to the benefit of any private individual. On the dissolution or winding up of this Corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of the Corporation shall be distributed to the members in

accordance with the provisions of the Bylaws of the Corporation, provided each member entitled to a distribution is an organization that has established and thereafter maintained (as of the date of dissolution of the Corporation) its tax exempt status under Section 501(c) (3) of the Code or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE IX Subscribers**

The name and residence address of the subscriber of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Tamara L. Trimble	1634 Cherry Lake Way Lake Mary, FL 32746

#### **ARTICLE X Amendment of Bylaws**

The membership of the Corporation shall approve all amendments to the Bylaws.

#### **ARTICLE XI Dedication of Assets**

The property of this Corporation is irrevocably dedicated to scientific, educational and charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member (other than a member that is recognized as a 501(c)(3) organization, subject to any limitations imposed by the Act or the Code) thereof, or to the benefit of any private individual.

#### **ARTICLE XII Registered Agent and Office**

The address of the Corporation's registered office shall be 900 Hope Way, Altamonte Springs, Florida 32714, and the name of its registered agent at said address shall be Tamara L. Trimble.

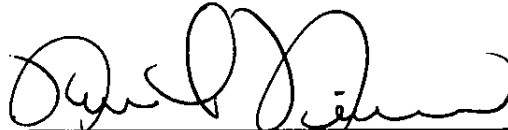
**ARTICLE XIII**  
**Corporation's Principal Office**

The location of the Corporation's principal office is 900 Hope Way, Altamonte Springs, Seminole County, Florida 32714. The mailing address of the Corporation is 900 Hope Way, Altamonte Springs, Seminole County, Florida 32714.

**ARTICLE XIV**  
**Amendment of Articles of Incorporation**

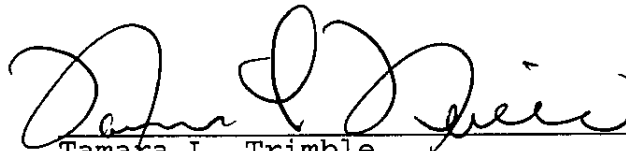
Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors; however, only amendments approved by the membership shall be effective.

I, the undersigned, being the subscriber and incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the state of Florida, have executed the Articles of Incorporation this 22nd day of October, 2012.



Tamara L. Trimble, Subscriber

Having been named as Registered Agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0501, Florida Statutes.



Tamara L. Trimble  
Registered Agent

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SECRETARY OF STATE  
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