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FLORIDA PROFIT/NON PROFIT CORPORATION
ST. VINCENT'S MEDICAL CENTER-CLAY COUNTY, INC.

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**ARTICLES OF INCORPORATION
OF
ST. VINCENT'S MEDICAL CENTER-CLAY COUNTY, INC.**

**ARTICLE I
CORPORATION**

1.1 Name. The name of the corporation is ST. VINCENT'S MEDICAL CENTER-CLAY COUNTY, INC., a Florida not for profit corporation (the "Corporation").

1.2 Definitions. The words and phrases not otherwise defined in these Articles of Incorporation shall have the meanings set forth in the Bylaws of the Corporation.

1.3 Period of Existence. The period during which the Corporation shall continue is perpetual.

**ARTICLE II
STATEMENT OF PHILOSOPHY AND PURPOSES**

2.1 Philosophy. The philosophy of the Corporation is that of the Sponsors as articulated and promoted through statements of mission, vision and values of the Corporation in accordance with the official teachings of the Roman Catholic Church and the *Ethical and Religious Directives for Catholic Health Care Services* as approved, from time to time, by the United States Conference of Catholic Bishops and as implemented by the local ordinary.

2.2 Statement of Role and Purposes. The Corporation will have a role statement that specifies the purposes it will serve and the manner in which the philosophy, mission and core values of Ascension Health and the Corporate Member will be carried out in the community served by the Corporation. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health and the Corporation's purposes shall include the following:

2.2-a Serve as an integral part of the Roman Catholic Church and carry out its mission in support of or in furtherance of the charitable purposes of the organizations described in this Article.

2.2-b Further the philosophy and mission of Ascension Health of healing and service to the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries that are now, or may hereafter be, established by Ascension Health, or sponsored by the Sponsors, which are in furtherance of or in support of the charitable purposes of the organizations described in this Article.

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- 2.2-c** Raise funds for any or all of the organizations described in this Article from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in furtherance of the charitable purposes of such organizations.
- 2.2-d** Acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of the organizations described in this Article.
- 2.2-e** Contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Article.
- 2.2-f** Engage in any lawful activities within the purposes for which a corporation may be organized under the Florida Not For Profit Corporation Act (the "Act") as it may be amended from time to time, which are in furtherance of or in support of the charitable purposes of the organizations described in this Article.
- 2.2-g** Serve as the controlling entity of its Subsidiary Organizations that conduct health related and other activities, and limit the powers, duties and responsibilities of the governing bodies of such Subsidiary Organizations, all in accordance with requirements as established by the Corporate Member.
- 2.2-h** Support institutions sponsored by the Sponsors, both within and without the State of Florida, and cooperate with other Ascension Health institutions.
- 2.2-i** Promote cooperation and exchange of knowledge and experience among the various apostolates of the Sponsors within the health care mission.
- 2.2-j** Provide health care to the community it serves, with a special concern for the sick and poor and, to the extent that financial resources permit, provide charity care to persons in need.
- 2.2-k** Promote a healthy and just society through community-based networks and collaboration with those who share the values of the Corporate Member and Ascension Health.
- 2.2-l** Participate in education and research relating to the prevention of disease, the rendering of quality health care and the promotion of health.
- 2.2-m** Establish, maintain, operate and manage a general hospital and medical center for the reception and surgical and medical treatment of the injured and sick.
- 2.2-n** Operate a hospital whose mission is to achieve a level of measurable quality and productivity in the delivery of health services that are responsive to the needs of the Corporation's community, patients, employees and physicians.
- 2.2-o** Support and foster the corporate purposes of, and confer benefits upon, Ascension Health and the Corporate Member.

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2.2-p Otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:

- (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons unless allowed by Section 501(c)(3) of the Code and the Act, 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 the purposes set forth herein;
- (ii) 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; and
- (iii) Notwithstanding any other provisions of the Corporation's Governing Documents, the Corporation shall not carry on any other 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

REGISTERED AGENT AND OFFICE AND PRINCIPAL OFFICE

3.1 Registered Agent and Registered Office. The name and address of the Corporation's registered agent and office for service of process, at the time of execution of these Articles of Incorporation, are:

J. Hugh Middlebrooks
2 Shircliff Way, Suite 600
Jacksonville, Florida 32204

3.2 Principal Office and Mailing Address. At the time of execution of these Articles of Incorporation, the principal office of the Corporation and mailing address of the Corporation, are:

Principal Office:
St. Vincent's Medical Center, Inc.
1 Shircliff Way
Jacksonville, Florida 32204

Mailing Address:
J. Hugh Middlebrooks
2 Shircliff Way, Suite 600
Jacksonville, Florida 32204

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ARTICLE IV**CORPORATE MEMBER**

4.1 Number and Eligibility. There shall be one (1) member of the Corporation, which shall be known as the "Corporate Member," and such Corporate Member shall be St. Vincent's Health System, Inc., a Florida not for profit corporation.

4.2 Corporate Member Meetings. Meetings of the Corporate Member shall be held at such time, date and place, both within or without the State, as shall be specified by the Corporate Member and shall be conducted in a manner as provided in the Governing Documents of the Corporate Member.

ARTICLE V**BOARD OF DIRECTORS**

5.1 Powers and Responsibilities. The business, property, affairs and funds of the Corporation shall be managed, supervised and controlled by its Board of Directors who shall exercise all of the powers of the Corporation not otherwise reserved to the Corporate Member, Ascension Health or the Sponsors, but subject to the limitations contained in the Corporation's Governing Documents and applicable law.

5.3 Appointment. Individual members of the Board of Directors of the Corporation shall be appointed in the manner set forth in the Bylaws of the Corporation.

5.4 Number. The Board of Directors shall consist of such members not fewer than five (5) nor more than fifteen (15) in number, as shall from time to time be fixed by resolution of the Corporate Member.

ARTICLE VI**PROVISIONS FOR REGULATION AND CONDUCT
OF THE AFFAIRS OF CORPORATION**

6.1 Amendments. The power to approve changes to the Governing Documents of the Corporation that are consistent with the System Requirements for Governing Documents shall be vested in the Board of Directors of the Corporation, subject to approval by the Corporate Member's Board. The power to approve changes to the Governing Documents of the Corporation that are inconsistent with the System Requirements for Governing Documents shall be subject to the approval of Ascension Health's Board. The Governing Documents of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the other Governing Documents of the Corporation and applicable law of the State.

6.5 Disposition of Assets. Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors (subject to the prior approval of the Corporate Member) and in accordance with the following:

6.5-a The paying of or the making of provision for the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all

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outstanding loan agreements, credit agreements, master indentures, and other similar documents.

- 6.5-b Subject to compliance with the dissolution principles of the Corporate Member, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to the Corporate Member or such other exempt organization(s) under Section 501(c)(3) of the Code that is a Subsidiary Organization of the Corporate Member or to such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by the Members of Ascension Health.
- 6.5-c Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a 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 of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

INCORPORATOR

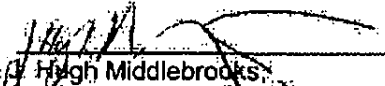
Incorporator. The name and address of the Incorporator to these Articles of Incorporation is J. Hugh Middlebrooks, 2 Shircliff Way, Suite 600, Jacksonville, Florida 32204.

IN WITNESS WHEREOF, I, the undersigned officer, do hereby execute these Articles of Incorporation in duplicate and verify and affirm under the penalties of perjury that the facts stated herein are true to the best of my knowledge and belief.

**ST. VINCENT'S MEDICAL CENTER-CLAY
COUNTY, INC.**

By: 
Moody Chisholm, President and CEO

ACCEPTANCE AS REGISTERED AGENT: Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, 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 obligation of my position as registered agent.

By: 
J. Hugh Middlebrooks
As Incorporator and Registered Agent

Date: 12/4/12

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