

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ST. VINCENT'S MEDICAL CENTER-CLAY COUNTY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to Section 617.1007 of the Florida Statutes, the Articles of Incorporation of St. Vincent's Medical Center-Clay County, Inc., and all amendments thereto, are hereby amended and restated by striking them in their entirety and by substituting in their place the following:

**ARTICLE I
GENERAL**

Section 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").

Section 1.2 Definitions. Capitalized words and phrases not otherwise defined herein shall have the meanings ascribed thereto in the Bylaws of the Corporation.

**ARTICLE II
PURPOSES**

Section 2.1 Purposes. 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 Ascension.

2.1.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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.

2.1.2 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.

2.1.3 Notwithstanding any other provisions of the Corporation's Articles of Incorporation or Bylaws, the Corporation shall only operate for charitable purposes, and 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.

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ARTICLE III
DURATION

Section 3.1 **Period of Existence.** The period during which the Corporation shall continue is perpetual.

ARTICLE IV
REGISTERED AGENT AND OFFICE
AND PRINCIPAL OFFICE

Section 4.1 **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 this document, are:

J. Hugh Middlebrooks
1 Shircliff Way, Suite 1114
Jacksonville, Florida 32204

Section 4.2 **Principal Office and Mailing Address.** The principal office of the Corporation and mailing address of the Corporation, at the time of execution of this document, are:

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

Mailing Address:
St. Vincent's Medical Center-Clay County, Inc.
1 Shircliff Way
Jacksonville, Florida 32204

ARTICLE V
MEMBERSHIP

Section 5.1 **Members.** The Corporation shall have a sole member, St. Vincent's Health System, Inc.

ARTICLE VI
BOARD OF DIRECTORS

Section 6.1 **Directors.** The method of election of Directors is stated in the Bylaws of the Corporation.

ARTICLE VII
PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF CORPORATION

Section 7.1 **Bylaws.** The Bylaws of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with applicable law of the State of Florida.

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Section 7.2 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 (subject to the prior approval of Ascension Health) and in accordance with the following:

- 7.1.1 The paying, or the making of provision, of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.
- 7.1.2 Subject to compliance with the dissolution principles of Ascension Health, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to Ascension Health or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by Ascension.
- 7.1.3 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.

The Board of Directors of the Corporation voted on September 17, 2015 to amend and restate the Articles of Incorporation as set forth herein. The Member of the Corporation was entitled to vote on the amendments, and the number of votes cast on September 17, 2015 for the amendments was sufficient for approval by the Member. The Amended and Restated Articles of Incorporation, as set forth herein, supersede the original Articles of Incorporation and all amendments thereto effective as of January 1, 2016.

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

By: Sidney S. Simmons

Printed: Sidney S. Simmons, II

Title: Chair

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: [Signature]
J. Hugh Middlebrooks, Registered Agent

Date 10/2/15