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Restated Art/MC

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RESTATED ARTICLES OF INCORPORATION
OF MORTON PLANT NURSERY, INC.

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned corporation adopts the following Restated Articles of Incorporation.

ARTICLE I
DEFINITIONS

For the purposes of these Articles of Incorporation, the terms herein referred to shall have the following meanings:

1. The term "Act" means the Florida Not For Profit Corporation Act, as the same may be amended from time to time.
2. The term "Board" or "Board of Directors" means the board of directors of the Corporation and the term "Director" means an individual member of the Board, unless, from their context or use, such terms clearly have different meanings.
3. The term "Bylaws" means the Bylaws of the Corporation, as the same may be amended and restated from time to time.
4. The term "Corporation" means BayCare Emergency Assistance Program, Inc., a Florida not for profit corporation.
5. The term "Member" means BayCare Health System, Inc. in its capacity as corporate member of the Corporation.
6. The term "Class I Member Reserved Rights" refers to the authorities that will be exercised by BayCare Health System, Inc.
7. The term "Class II Member Reserved Rights" refers to authorities that will be exercised by the Member of this corporation.

ARTICLE II
NAME

The name of the corporation not-for-profit shall be: BayCare Emergency Assistance Program, Inc.

ARTICLE III
TERM

The term for which this corporation shall exist shall be perpetual.

Erin C. Marquardt, Jr., Esq.
Florida Bar No. 92339
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ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is located at 16255 Bay Vista Drive, Clearwater, FL 33760.

ARTICLE V
PURPOSES

The purposes for which the corporation is organized are exclusively charitable, scientific or educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code")), and, in furtherance of these purposes, the corporation may:

(a) To provide financial assistance to individuals faced with an unexpected or emergency situation that results in a financial hardship. The funds are unique mechanisms by which team members of BayCare Health System, Inc. and others can demonstrate their concern and commitment in times of disaster, or unforeseen circumstances.

(b) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

(c) Contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.

(d) Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Non-Profit Corporation Act.

(e) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, in the course of which operation:

(i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its individual members, directors, officers, or other 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 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

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(iii) Notwithstanding any other provisions of these Articles, 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 §501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

ARTICLE VI **POWERS**

This corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Section 617.021 of the 1975 Florida Statutes provided, however, that none of the powers granted to this corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the corporation has been formed as set forth in Article V.

ARTICLE VII **CORPORATION DISSOLUTION**

In the event of the dissolution of the corporation which can only occur after the approval of BayCare Health System, Inc., the board of directors, after paying or making provisions for the payment of all of the liabilities of the corporation, shall distribute, in any proportions considered prudent, all of the assets of the corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. 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 which shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Law), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII **MEMBER**

The Member of the Corporation shall be BayCare Health System, Inc. The Member shall have such rights and powers as are specified in these Restated Articles of Incorporation, in the Bylaws of the corporation, and in the Act, as the same may be amended from time to time. In furtherance of the foregoing, the Member reserves to itself in its capacity as the corporate member of the corporation the following two categories of actions: Class I Member reserved rights and Class II Member reserved rights.

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A. Class I member Reserved Rights.

1. Addition, deletion or reconfiguration of services of the Corporation.
2. Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.
3. Exclusive authority to enter into managed care contracts on behalf of the Corporation.
4. Approval of contracts on behalf of the Corporation (but the Member may establish policies from time to time providing that only specific types of contracts or contracts involving obligations in excess of specified levels need to be approved by the Member).
5. Authority to establish fees and charges on behalf of the Corporation.
6. Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.
7. Establishment of employment and other policies applicable to all personnel employed by the Corporation.
8. Approval of the philosophy, mission statement and purposes of the Corporation.
9. Approval of changes in these Restated Articles of Incorporation or in the Bylaws of the Corporation.
10. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.
11. Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Member.
12. Approval of the establishment of additional affiliates or subsidiaries of the Corporation.
13. Adoption of strategic plans or major changes in programs or services of the Corporation.

14. Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Member.

B. Class II Member Reserved Rights.

1. Approval of the philosophy, mission statement and purposes of the Corporation.

2. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form causing a fundamental reorganization of the Corporation.

3. With regard to any assets of the Corporation no longer required in the operations of the Corporation, approval of any sale or other disposition of any assets not in the ordinary course which have a value in excess of \$3 million, and with regard to all other assets of the Corporation used in the operations of the Corporation, approval of any sale or other disposition of such assets not in the ordinary course (but the foregoing is not intended to limit any transfer of the location of the assets from the Corporation to another entity in connection with a duly authorized reconfiguration of services).

ARTICLE IX
BOARD OF DIRECTORS

Subject to the rights reserved to the Member above, the business and affairs of the Corporation will be managed by or under the direction of the Corporation's Board of Directors. Except as otherwise provided in these Restated Articles of Incorporation, provisions for membership, qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the Board of Directors shall be governed by the Bylaws of the Corporation.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

These Restated Articles of Incorporation and the Bylaws of the Corporation may be amended as provided by the Bylaws of the Corporation.

ARTICLE XI
REGISTERED AGENT

The name of the initial registered agent of this corporation is Emil C. Marquardt, Jr., Macfarlane Ferguson & McMullen, 625 Court Street, Suite 200, Clearwater, FL 33756.

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CERTIFICATE

Morton Plant Mease Health Care, Inc. as the Member of the Corporation has approved these Restated Articles of Incorporation on the 28th day of May, 2008.

IN WITNESS WHEREOF, the undersigned Secretary has executed these Restated Articles of Incorporation this 10th day of June, 2008.

In the Presence of:

Dorothy K. Reeder

Lana K. Bilchak
Lana K. Bilchak, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, appeared LANA K. BILCHAK, to me known by me to be the person who executed the foregoing instrument, and she acknowledged that she executed the same as her free act and deed for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said county and state, this 10 day of June, 2008.

Dorothy K. Reeder
Notary Public

My Commission Expires: 8-21-2009

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