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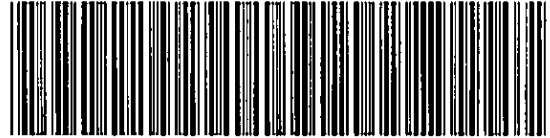
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S. YOUNG

WEST POLK COUNTY
225 East Lemon Street • Suite 300
Lakeland, Florida 33809
(863) 683-6511 or (863) 676-6934
Fax (863) 682-8031
P.O. Box 24628
Lakeland, FL 33802-4628



PETERSON & MYERS, P.A.
ATTORNEYS AT LAW • SINCE 1948

EAST POLK COUNTY
242 West Central Avenue
Winter Haven, Florida 33880
(863) 299-3360
Fax (863) 299-5498
P.O. Drawer 7608
Winter Haven, FL 33883-7608

September 20, 2018

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

Re: Lakeland Regional Medical Center, Inc.

Enclosed for filing are Eleventh Amended Articles of Incorporation of Lakeland Regional Medical Center, Inc.

Please return a certified copy of Articles (copy enclosed) to the above Lakeland address. Also enclosed is our check in the amount of \$43.75 for the filing fee and fee for a certified copy.

Thank you for your assistance and if you have any questions, please contact me at 863-683-6511.

Sincerely,


Jan Crosetti
Legal Assistant

**ELEVENTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAKELAND REGIONAL MEDICAL CENTER, INC.**

The undersigned Chair of the Board of Directors of Lakeland Regional Medical Center, Inc., hereby executes this Eleventh Amended and Restated Articles of Incorporation of Lakeland Regional Medical Center, Inc., which was adopted by the unanimous vote of the Board of Directors of Lakeland Regional Medical Center, Inc. (the "Corporation"), and by the affirmative vote of the sole member, Lakeland Regional Health Systems, Inc., on September 18, 2018 to become effective on October 1, 2018.

ARTICLE I

NAME

The name of the Corporation is Lakeland Regional Medical Center, Inc.

ARTICLE II

PURPOSES

The Corporation is organized as a not for profit corporation under chapter 617, Florida Statutes, on a non-stock basis, for the following charitable, educational and scientific purposes:

(a) To own, manage, control, operate, govern, joint venture, or lease hospitals, health care centers, medical practices, clinics, medical and health care facilities of any nature, and related support facilities;

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(b) To establish, operate, and/or joint venture hospitals, extended care facilities, ambulatory surgery facilities, clinics, medical practices, teaching units, or other medical or health care facilities of any nature, and provide all manner of health care services for the purpose of furnishing medical, surgical, psychiatric, nursing, and all other manner of health care, for those suffering from illness, disease, injuries or disabilities and to operate an emergency room or rooms, extended or long term care facilities, ambulatory surgery facilities, rehabilitative facilities, health care clinics and all other manner of health care facilities; and to lend or advance money to or otherwise invest in hospitals, hospital systems, extended or long term care facilities, clinics, teaching units, medical facilities and health care services;

(c) To own, establish, or participate in provider networks, integrated health care systems, or similar affiliations, for the delivery of health care and associated activities;

(d) To carry on any education, Graduate Medical Education ("GME"), research, medical trials, or other activities relating to the rendering of care to the sick and injured or to the promotion of the general health and welfare;

(e) To participate in any activity designed and carried on to promote the general health and welfare;

(f) To promote and carry on scientific research and educational activities related to the care of the sick and injured;

(g) To solicit and receive funds, gifts, endowments, donations, devises and bequests;

(h) To lease or purchase land or lands, building or buildings, and purchase and construct buildings for purposes in connection with the activities of the Corporation, including, but not limited to, hospitals, physician offices, clinics, ambulatory surgical facilities, laboratories or related to any medical or health care activity;

(i) To exercise, without limitation, all the powers enumerated and permitted under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein enumerated which are not in derogation of the laws of the State of Florida.

(j) To exercise any of the powers enumerated herein or in the Florida Not For Profit Act, Chapter 617, Florida Statutes, by the Corporation singly or by joint venture or partnership with any person or entity, whether or not said entity is for profit or not for profit, so long as the Corporation's participation in the joint venture or partnership is primarily in furtherance of the charitable, educational and scientific purposes for which the Corporation is organized.

(k) To form and own shares in affiliated or related corporations, whether said corporations are for profit or not for profit, so long as said formation and ownership is

primarily in furtherance of the charitable, educational and scientific purposes for which the Corporation is organized;

(l) To own and operate, directly or indirectly, health maintenance organizations and prepaid health plans for the promotion of the general health and welfare of the citizens of the State of Florida and surrounding areas; and

(m) To conduct and provide such other programs, activities and services as are necessary, incident or pertaining to the foregoing purposes of the Corporation.

The Corporation is organized exclusively for charitable, educational and scientific purposes, as a not for profit corporation, within the meaning of Section 501(c)(3) of the Internal Revenue Code, and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual. In addition, the Corporation shall be authorized to exercise the powers permitted not for profit corporations under chapter 617, Florida Statutes, provided, however, that the Corporation while exercising any one or more powers shall do so in furtherance of the charitable, educational and scientific purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent United States internal revenue law). All of the assets and earnings of the Corporation shall be used exclusively for the charitable, educational and scientific purposes set forth herein, including the payment of expenses incidental thereto and all of the powers of the Corporation shall be exercised exclusively for

such purposes. No part of its activities shall inure to the benefit of any individual and no substantial part of its activities shall be for the carrying on of a program of propaganda or for influencing legislation nor shall it participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent United States internal revenue law), or any organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent United States internal revenue law).

ARTICLE III

MEMBERSHIP

3.1 Sole Member. The Sole Member of the Corporation shall be Lakeland Regional Health Systems, Inc., a corporation not for profit under chapter 617 of the laws of the State of Florida ("LRHS"), whose principal offices are located at 1324 Lakeland Hills Boulevard, Post Office Box 95448, Lakeland, Florida 33804.

3.2 Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE IV

TERM

The term of this Corporation shall be perpetual, except as provided in Article XII hereof.

ARTICLE V

PERSON EXECUTING ARTICLES

The name and address of the person executing these Eleventh Amended Articles of Incorporation is:

Laura Hawley
Chair
Board of Directors
Lakeland Regional Medical Center, Inc.
Lakeland Hills Boulevard
Post Office Box 95448
Lakeland, Florida 33804

ARTICLE VI

REGISTERED OFFICE AND AGENT

The registered office and street address of the Corporation is 1324 Lakeland Hills Boulevard, Lakeland, Florida 33804, and the registered agent at said address is Evan C. Jones.

ARTICLE VII

BOARD OF DIRECTORS

7.1 Establishment of Board. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Bylaws of the Corporation. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than eleven (11) nor more than thirteen (13).

7.2 Term. Directors shall serve for staggered terms as set forth in the Bylaws. Upon the expiration of the term of each member of the Board of Directors, LRHS shall select and appoint a successor Director. Each successor Director and all subsequent Directors shall serve for a term of three (3) years and until their respective successors are elected and qualified. Directors may serve for successive terms; provided however, that after the effective date of these Eleventh Amended and Restated Articles of Incorporation, no person shall serve or have served for any consecutive period of more than a total of nine (9) years. However, notwithstanding any other provisions contained herein, the term of a member who is serving as Chair, or has served as Chair, may be extended to allow him or her to serve or complete their term of office as Chair or to serve or complete a term of office as Past Chair. During any period of time when a Chair or Past Chair is serving an extended term pursuant to this section, the number of Directors may exceed the thirteen (13) member

limit but in no event shall the number exceed fifteen (15). Additionally and notwithstanding any other provision contained herein, those Directors who were serving on the Board of Directors of Orlando Health, Inc., prior to the execution of these Eleventh Amended and Restated Articles of Incorporation, may continue to serve on the Board of Directors of the Corporation until September 30, 2023 even if said Director's term of office as a Director of the Corporation exceeds nine (9) years and during such period of service shall not be counted as a Director for purposes of Article 7.1 hereof.

7.3 Criteria for Directors. The Board of Directors shall at all times be comprised of members who are reflective of the cultural diversity of the Lakeland community as a whole and shall meet the following eligibility criteria:

- (a) All Board members shall be electors of Polk County, Florida;
- (b) All Board members shall reside within the City of Lakeland electric utility service area;
- (c) A majority of the Board members shall reside within the City Limits of the City of Lakeland.
- (d) No person who has been convicted of a felony or any crime involving moral turpitude shall be eligible to serve as a Director;
- (e) At least two (2) and no more than three (3) Directors shall be physicians on the medical staff of Lakeland Regional Medical Center;
- (f) Any other eligibility criteria as set forth in the Bylaws of the Corporation.

7.4 Vacancies. All vacancies (whether due to the expiration of the term of a Director, death, resignation, removal or otherwise) on the Board of Directors shall be filled by LRHS.

7.5 Ex Officio Members. The Bylaws of the Corporation may provide for the appointment of ex-officio members of the Board of Directors. Ex-officio members of the Board shall be honorary, non-voting members and shall not be counted as Directors for purposes of Article 7.1 hereof.

7.6 Compensation. Directors shall not be compensated for the performance of their duties as Directors, but shall be reimbursed for their expenses incurred in the performance of their duties as Directors in accordance with the Bylaws of the Corporation.

7.7 Removal Rights. LRHS shall have the right to remove, with or without cause, any Director and to replace any Director so removed.

7.8 Restrictions on Authority of the Board. The Board of Directors of the Corporation may not, without the prior approval of LRHS as the Sole Member of the Corporation:

- (a) Adopt a plan of dissolution of the Corporation;
- (b) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;

(c) Adopt a plan of merger or consolidation of the Corporation with another corporation;

(d) Appoint or remove the independent auditors of the Corporation;

(e) Adopt any annual or long-term capital and operational budgets of the Corporation or approve any changes therein exceeding ten percent (10%) of any budgeted item; or

(f) Adopt, or permit any changes to, any long-term or master institutional plans of the Corporation.

ARTICLE VIII

OFFICERS

8.1 Officers of the Board. The Officers of the Board of Directors shall consist of a Chair and a Vice Chair. The Officers of the Board of Directors shall serve a one-year term of office and shall be elected at an annual meeting of the Board of Directors. The Board may re-elect the Chair or Vice Chair for one (1) additional term but in no event shall the Chair or Vice Chair serve longer than two (2) years in each respective office. The Chair shall preside at all meetings of the Board of Directors. The Vice Chair shall preside in the absence of the Chair.

8.2 Officers of the Corporation. The Board of Directors may elect and appoint such officers and agents as the affairs of the Corporation shall require and said officers and agents shall have duties as are set forth in the Bylaws of the Corporation.

ARTICLE IX

ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors shall, subject to ratification by LRHS, adopt Bylaws for this Corporation and may, subject to ratification by LRHS, from time to time modify, alter, amend or rescind the same by an affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors present at any regular or special meeting, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director at least seven (7) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Bylaws be adopted, then, subject to ratification by LRHS, the amendment shall thereby be adopted without the necessity of the seven (7) day notice.

ARTICLE X

AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors may amend, alter or repeal any provision of these Articles of Incorporation, subject to ratification by LRHS. Such amendment may be proposed by any voting Director of the Board of Directors and, subject to ratification by LRHS, such proposal shall be adopted by affirmative vote of two-thirds (2/3) of the total voting members of the Board at a meeting upon which such amendment is to be considered, a majority of voting Directors being present, provided a copy of the proposed amendment

shall have been submitted in writing to each Director at least seven (7) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then, subject to ratification by LRHS, the amendment shall thereby be adopted without the necessity of the seven (7) day notice. The City of Lakeland, Florida, a municipal corporation (the "City") shall have the right to approve any amendments to these Articles of Incorporation, which approval shall not be unreasonably withheld or delayed, and the City shall have the authority to compel the Corporation's compliance with this provision of this Article X.

ARTICLE XI

ANNUAL MEETING

There shall be an annual meeting of the Board of Directors for the purpose of election of Officers of the Board and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meetings as provided in the Bylaws.

ARTICLE XII

DISSOLUTION

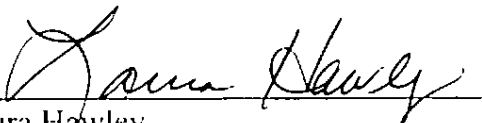
Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to the City to be

used exclusively for a public purpose, and none of the assets will be distributed upon such dissolution to any Member, Officer or Director of this Corporation. Upon the termination of the Lease and Transfer Agreement between the City and LRMC, or termination of any renewal or extension of said Lease and Transfer Agreement, all of the assets of this Corporation shall be distributed to the City to be used exclusively for a public purpose and this Corporation shall be dissolved, and none of the assets will be distributed upon such termination to any Member, Officer or Director of this Corporation. The City shall have the authority to compel the Corporation's compliance with this Article XII.

ARTICLE XIII

CERTIFICATION

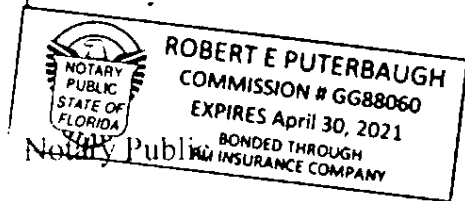
I, the undersigned Chair of the Board of Directors of Lakeland Regional Medical Center, Inc., do execute these Eleventh Amended and Restated Articles of Incorporation pursuant to the provisions of the Florida Not For Profit Act. I, the undersigned, do further make and file this certificate hereby declaring and certifying that the facts set forth herein are true and have accordingly signed these Eleventh Amended and Restated Articles of Incorporation at Lakeland, Florida, this 18th day of September, 2018.



Laura Hawley
Chair
Board of Directors
Lakeland Regional Medical Center, Inc.

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Eleventh Amended and Restated Articles of Incorporation was acknowledged before me this 18th day of September, 2018, by Laura Hawley, who is personally known to me and who did take an oath.



A large, stylized handwritten signature in black ink, likely belonging to the notary, Robert E. Puterbaugh.

Having been named as Registered Agent to accept service of process for Lakeland Regional Medical Center, Inc., at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Evan C. Jones

Date: September 18, 2018