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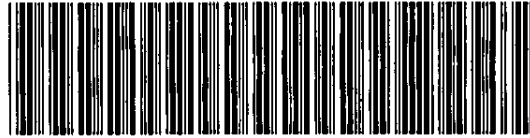
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C. CARROTHERS

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

**ARTICLE I  
Name**

The name of the corporation is Bartow Regional Medical Center, Inc. ("**Corporation**")

**ARTICLE II  
Initial Principal Office**

The initial principal office of the Corporation shall be located at 2200 Osprey Boulevard, Bartow, Florida 33830. The mailing address shall be 2985 Drew Street, Clearwater, Florida 33759.

**ARTICLE III  
Purposes**

This Corporation is organized as a not-for-profit corporation within the meaning of Chapter 617, Florida Statutes, exclusively for religious, charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code ("**Code**"). Its activities shall be conducted for such tax exempt purposes to further the good and general welfare of the people of the community and to further the religious, charitable, scientific, or educational purposes of the Corporation's member, BayCare Health System, Inc., a Florida not-for-profit corporation that is exempt from Federal income tax under Section 501(c)(3) of the Code. In furtherance of the foregoing, the primary purposes of the Corporation are:

- (a) To provide medical, surgical, nursing, and hospital services to the community;
- (b) To establish, operate, and/or coordinate clinics, medical and surgical centers, hospitals, and similar facilities;
- (c) To improve health and expand access to health care within the populations served by BayCare Health System, Inc. and its affiliated health care organizations;
- (d) To promote efficiencies and reduce costs of delivering health care services while enhancing the general quality of and access to health care furnished;
- (e) To provide broad access to quality health care at the least possible cost;
- (f) To participate as part of the system of not-for-profit health care provider and supporting organizations affiliated with BayCare Health System, Inc. and operated to further its health care and charitable purposes, and to make contributions and expenditures in furtherance thereof; and

(g) To operate 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 operations:

(1) No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions to its Member and otherwise in furtherance of the purposes set forth in Article III of these Amended and Restated Articles of Incorporation;

(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 in violation of any provisions applicable to corporations exempt from taxation under Section 501(a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended; and

(3) Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3), or (ii) any corporation described in Section 501(a) of the Code.

#### **ARTICLE IV**

##### **Powers**

In furtherance of the purposes set forth in Article III of the Amended and Restated Articles of Incorporation, the Corporation is authorized to exercise all the powers enumerated in Section 617.0302, 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 purposes herein above enumerated which are not in derogation of the laws of the State of Florida.

#### **ARTICLE V**

##### **Term**

The term of the Corporation shall be perpetual.

**ARTICLE VI**  
**Member**

The sole 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 Amended and Restated Articles of Incorporation and the Bylaws.

**ARTICLE VII**  
**Directors**

Directors shall be elected or appointed in accordance with the procedures set forth in the Corporation's Bylaws.

**ARTICLE VIII**  
**Officers**

The names and addresses of the initial officers of the Corporation are as follows:

<b>Name</b>	<b>Office</b>	<b>Address</b>
Stephen Mason	Chief Executive Officer	2985 Drew Street, Clearwater, Florida 33759
Tommy Inzina	President	2985 Drew Street, Clearwater, Florida 33759
John Gantner	Chief Financial Officer	2985 Drew Street, Clearwater, Florida 33759
Glenn Waters	Executive Vice President	2985 Drew Street, Clearwater, Florida 33759

Officers of the Corporation shall be appointed in accordance with the procedures set forth in the Corporation's Bylaws, and their terms of office shall be as set forth in the Corporation's Bylaws.

**ARTICLE IX**  
**Registered Agent**

The registered agent of the Corporation shall be BayCare Health System, Inc., and the address of the registered agent shall be: BayCare Health System, Inc., Attention: Legal Services Department, 2985 Drew Street, Clearwater, Florida 33759.


**ARTICLE X**  
**Dissolution**

Upon dissolution of the Corporation, all of its assets remaining after the payment of all obligations and the costs and expenses of such dissolution shall be distributed to BayCare Health System, Inc. or such affiliate of BayCare Health System, Inc. which may be designated by the Board of Trustees of BayCare Health System, Inc.; provided that at the time of such distribution, BayCare Health System, Inc. is an organization described in Section 501(c)(3) of the Code. In the event that BayCare Health System, Inc. is not an organization described in Section 501(c)(3) of the Code, such remaining assets shall be distributed to one or more organizations as described in Section 501(c)(3) of the Code for the same or similar purposes as those of the Corporation, or to such political subdivision of the State of Florida for a public purpose, as the Board of Directors shall determine.

**ARTICLE XI**  
**Amendments and Restatements**

The power to make, alter, amend, restate, repeal, and/or adopt the Corporation's Articles of Incorporation shall vest solely in the sole Member of the Corporation.

**IN WITNESS WHEREOF**, these Amended and Restated Articles of Incorporation were duly adopted by the Member on sixth day of November, 2015, and the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

By:   
\_\_\_\_\_  
John Gantner  
Chief Financial Officer

**COVER LETTER**

**To: Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301**

**Name of Corporation:** Bartow Regional Medical Center, Inc.

**Document Number:** N15000010167

The Amended and Restated Articles of Incorporation for Bartow Regional Medical Center, Inc. and the filing fee for such Amended and Restated Articles of Incorporation are enclosed.

Please return all correspondence to the following:

**Address:** BayCare Health System, Inc.  
Attention: Legal Services Department  
2985 Drew Street  
Clearwater, Florida 33759

**E-Mail Address:** [legal.services@baycare.org](mailto:legal.services@baycare.org)

For further information concerning this matter, please call Jennifer Touse at (727) 519-1881.