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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Wolfson Children's Hospital of Jacksonville, Inc.

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**ARTICLES OF INCORPORATION
OF
WOLFSON CHILDREN'S HOSPITAL OF JACKSONVILLE, INC.**

The undersigned, acting as incorporator of a not for profit corporation pursuant Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is Wolfson Children's Hospital of Jacksonville, Inc.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The street address and the mailing address of the Corporation's principal office are 841 Prudential Drive, Suite 1802, Jacksonville, Florida 32207.

**ARTICLE III
PURPOSES**

The purposes for which the Corporation is organized are:

(a) To exist and operate solely for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provision of any subsequent federal tax laws, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors or officers or to other private 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 above.

(b) To provide and to establish, support, manage and furnish, directly or indirectly, facilities to provide diagnosis, medical, surgical and hospital care, extended care, outpatient care, home care and other hospital, health care, and medically related services to sick, injured or disabled persons.

(c) To own, lease, operate, or manage any asset or facility and to participate in any activity designed or carried on to promote the general health of persons.

(d) To operate without regard to race, creed, age, sex, religion or national origin.

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(e) To own stock in, be a member of, or otherwise control companies engaged in health-related activities.

(f) To coordinate the activities of all entities owned or controlled by it, including engaging in organization, planning and budget review, and overseeing operations.

(g) To make grants to other charitable organizations.

(h) To carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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.

(i) To have and exercise all powers of any corporation not for profit under the laws of the State of Florida, as in effect from time to time. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its Members, directors, officers, employees or any private individual, except to the extent permitted under Chapter 617, Florida Statutes, or any successor thereto.

(j) To conduct any lawful business or activity that is not specifically prohibited by these Articles of Incorporation, except that the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (iii) by a not for profit corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes or any successor thereto.

(k) To support and/or perform the functions of or to carry out the purposes of any health care facility or entity that is controlled by it or is affiliated with it.

ARTICLE IV **MEMBER**

The Corporation's Member shall be Baptist Health System, Inc.

ARTICLE V **REGISTERED AGENT AND OFFICE**

The name of the Corporation's initial registered agent in Florida is Harvey Granger. The street address of the Corporation's initial registered office in Florida and the address of the initial registered agent are 841 Prudential Drive, Suite 1802, Jacksonville, Florida 32207.

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ARTICLE VI
INITIAL DIRECTORS AND MANNER OF ELECTION OF DIRECTORS

The Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least three members of the Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of directors shall be as stated in the Bylaws of the Corporation. The names and addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
A. Hugh Greene	841 Prudential Drive, Suite 1601 Jacksonville, FL 32207
Michael Aubin	820 Prudential Drive Howard Building, 1st Floor Jacksonville, FL 32207
John F. Wilbanks	841 Prudential Drive, Suite 1601 Jacksonville, FL 32207

ARTICLE VII
OFFICERS

The initial officers of the Corporation are:

A. Hugh Greene	President
John F. Wilbanks	Executive Vice President
Michael Aubin	Senior Vice President
Scott M. Wooten	Senior Vice President and Treasurer
Harvey Granger	Secretary

ARTICLE VIII
DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to one or more organizations selected by the Board of Directors organized and operated exclusively for charitable, educational or scientific

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purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Florida exclusively for such purposes or to such organization or organizations as the court shall determine.

**ARTICLE IX
AMENDMENTS**

The Board of Directors may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

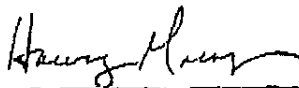
**ARTICLE X
INCORPORATOR**

The name and street address of the incorporator for these Articles of Incorporation are Harvey Granger and 841 Prudential Drive, Suite 1802, Jacksonville, Florida 32207.

**ARTICLE XI
INDEMNIFICATION**

Directors and officers of the Corporation shall be, and other employees, agents, attorneys and representatives of the Corporation may be, indemnified to the full extent permitted by Florida law, as more fully provided in the Corporation's Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of January, 2016.



Harvey Granger
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, Wolfson Children's Hospital of Jacksonville, Inc., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is Wolfson Children's Hospital of Jacksonville, Inc.
2. The name and address of the registered agent and office are Harvey Granger, 841 Prudential Drive, Suite 1802, Jacksonville, Florida 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, HARVEY GRANGER HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. HARVEY GRANGER FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT.



Harvey Granger

Date: January 26, 2016

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