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C. GOLDEN
JAN 30 2017



5151 N. Ninth Avenue • P.O. Box 2700
Pensacola, Florida 32513-2700
850-416-7000
www.sacred-heart.org

January 30, 2017

Department of State
Division of Corporations
P. O. Box 6237
Tallahassee, FL 32314

Re: Gulf Coast Ascension Medical Group, Inc.
Tracking #W17000007013

Dear Sirs/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation which have been corrected pursuant to instructions from your Clerks. Apparently there were deficiencies and there is a letter indicating those deficiencies but due to time constraints, we cannot wait to receive that hard copy letter to send back with these Articles. I was instructed to correct two things:

- 1) To make sure the entity name is exactly the same throughout the document. On the signature page there was one instance where the name was missing the word Ascension – (the “IN WITNESS WHEREOF” paragraph).
- 2) Secondly, to make sure the signing authority was the same person as the Incorporator listed in the Articles.

Both deficiencies have been corrected and the Articles have been reexecuted. According to your Clerk, we are not required to submit any additional filing fee at this time.

I would like to take this opportunity to commend the two Clerks I spoke with today. Both were professional and extremely helpful in this situation.

Your prompt attention is greatly appreciated.

Very truly yours,

Karen O. Emmanuel
General Counsel

KOE:aya
Enclosure



Affiliated with:
University of Florida College of Medicine
MD Anderson Cancer Network
Nemours Children's Specialty Care
Methodist Homes for the Aging



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 25, 2017

SACRED HEART HEALTH SYSTEM

SUBJECT: GULF COAST ASCENSION MEDICAL GROUP, INC.
Ref. Number: W17000007013

We have received your document for GULF COAST ASCENSION MEDICAL GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 317A00001573

FILED
2017 JAN 30 PM 1:45
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
GULF COAST ASCENSION MEDICAL GROUP, INC.

2017 JAN 30 PM 1:45

STATE OF FLORIDA
TALLAHASSEE

ARTICLE I

GENERAL

- 1.1 **Name.** The name of the corporation is GULF COAST ASCENSION MEDICAL GROUP, INC. ("Corporation").
- 1.2 **Classification.** Corporation is a public benefit corporation.
- 1.3 **Definitions.** Capitalized words and phrases not otherwise defined herein shall have the meanings ascribed thereto in the Bylaws of the Corporation.

ARTICLE II

PURPOSES

- 2.1 **Purposes.** The Corporation is organized and at all times shall be operated 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 Medical Group, LLC, 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, trustees, 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.

ARTICLE III

DURATION

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

ARTICLE IV

REGISTERED AGENT AND REGISTERED OFFICE

- 4.1 **Registered Agent.** The name and address of the Corporation's registered agent for Service of process is

Karen O. Emmanuel, General Counsel
Sacred Heart Health System, Inc.
5151 North Ninth Avenue
Pensacola, Florida 32504.

- 4.2 **Principal Office.** The address of the principal office of the Corporation is:

c/o Sacred Heart Health System, Inc.
5151 North Ninth Avenue
Pensacola, Florida 32504.

ARTICLE V

MEMBERSHIP

- 5.1 **Members.** The Corporation shall have a sole member, Ascension Medical Group, LLC.

ARTICLE VI

INCORPORATOR

- 6.1 **Incorporators.** The name and address of the Incorporator of the Corporation is:

Robert T. Murphy, President & Incorporator
Gulf Coast Ascension Medical Group, Inc.
5151 North Ninth Avenue
Pensacola, Florida 32504.

ARTICLE VII
BOARD OF DIRECTORS

- 7.1 **Number and Qualifications.** The powers of Corporation, subject to those powers reserved to the Member, Ascension Medical Group, LLC, as set forth in the Bylaws of this Corporation, shall be vested in the Directors. The number of Directors may be increased or decreased pursuant to the Bylaws of the Corporation. Directors of the Corporation shall be appointed as set forth in the Bylaws of the Corporation.

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

- 8.1 **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.
- 8.2 **Disposition of Assets Upon Dissolution.** 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 Medical Group, LLC) and in accordance with the following:
- 8.2.1 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.
- 8.2.2 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.
- 8.2.3 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.

ARTICLE IX
AMENDMENTS

9.1 **Amendments.** Amendments to these Articles of incorporation may be initiated at any meeting of the Board of Directors of the Corporation, and enacted as set forth in the Bylaws of the Corporation.

ARTICLE X
EFFECTIVE DATE

10.1 **Effective Date.** The Articles of Incorporation shall become effective on the date they are filed with the Florida Department of State, Division of Corporations.

Corporation, through an affirmative vote of its Board of Directors, does hereby adopt these Articles of Incorporation of Gulf Coast Ascension Medical Group, Inc.

IN WITNESS WHEREOF, Gulf Coast Ascension Medical Group, Inc., has caused these Articles of Incorporation to be signed in its name and on its behalf by its Incorporator and President, and its corporate seal to be hereunto affixed and attested by its Secretary, this 27th day of January, 2017.

GULF COAST ASCENSION MEDICAL GROUP, INC.

By: [Signature]
Its: Incorporator/President

Attest:
By: [Signature]
Its: Secretary

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by Robert T. Murphy, as Incorporator and President of Gulf Coast Ascension Medical Group, Inc., a Florida not for profit corporation, on behalf of the corporation. He personally appeared before me and is personally known to me, or has produced Self, as identification and who did not take an oath this the 27 day of January, 2017.

[Signature]
Notary Public

Notary Public, State and County Aforesaid

Commission No.: _____

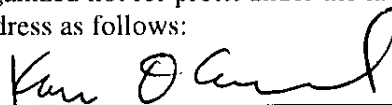
My Commission Expires: 6/19/2019



BELINDA JAN FOLEY
NOTARY PUBLIC
STATE OF FLORIDA
Comm# FF209961
Expires 6/19/2019

ACCEPTANCE OF REGISTERED AGENT

I, Karen O. Emmanuel, do hereby accept appointment as Registered Agent of Gulf Coast Ascension Medical Group, Inc., a corporation organized not for profit under the laws of the State of Florida, and set of record my residence and address as follows:



Karen O. Emmanuel
General Counsel
Sacred Heart Health System, Inc.
5151 North Ninth Avenue
Pensacola, Florida 32504

EXECUTED this 27th day of January, 2017.

2017 JAN 30 PM 1:45
TALLAHASSEE
SECRETARY