

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
NORTHSIDE HOSPITAL MEDICAL STAFF FUND INC**

Certificate of Status	0
Certified Copy	1
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

2020 SEP -2 PM 3:40

NORTHSIDE HOSPITAL MEDICAL STAFF FUND INC

NORTHSIDE HOSPITAL MEDICAL STAFF FUND INC, a not-for-profit corporation (the "Corporation"), organized and existing under Chapter 617 of the Florida Statutes ("F.S."), does hereby certify:

A. The Corporation, pursuant to the provisions of Section 617.1007 F.S., hereby adopts these Amended and Restated Articles of Incorporation (the "Restated Articles"), which accurately restate, integrate and supersede the original Articles of Incorporation of the Corporation effective as of March 8, 2019.

B. The Restated Articles do not contain amendments requiring member approval. The Restated Articles, and all amendments contained herein, were duly approved and adopted, as of August 27, 2020, pursuant to the provisions of Sections 617.1007 F.S., by the unanimous written consent of the Board of Directors of the Corporation.

C. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows:

**ARTICLE I.
NAME**

The name of the Corporation shall be: NORTHSIDE HOSPITAL MEDICAL STAFF FUND INC

**ARTICLE II.
ADDRESS**

The street address of the Corporation is 6000 49th Street North, St. Petersburg, Florida 33709. The mailing address of the Corporation is 5880 49th Street North, Suite 202, St. Petersburg, Florida 33709.

**ARTICLE III.
DURATION; EFFECTIVE DATE**

The Corporation shall have perpetual existence.

**ARTICLE IV.
PURPOSES**

The Corporation is organized exclusively for the following purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"). The principal

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purpose of the Corporation shall be to support and promote the common economic interests of the physicians and health care providers with respect to the practice of medicine and other healthcare-related fields at Northside Hospital located in St. Petersburg, Florida (the "Hospital"), including (without limitation) improving the business work environment and conditions of such physicians and health care providers at the Hospital, making educational resources available to such physicians and health care providers, and fostering the growth and economic interests of the physicians and health care providers at the Hospital. Appropriate means to accomplish these purposes shall be determined by the Board of Directors. In no event will the Corporation engage in a regular business of a kind ordinarily carried on for profit.

ARTICLE V. POWERS

This Corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code) and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code or the corresponding provisions of any future federal tax laws.

ARTICLE VI. DISSOLUTION

Upon termination, dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed exclusively to an organization which is exempt from federal income tax under Section 501(c)(6) of the Code and which has purposes similar to those of the Corporation, and if there is no such organization, then to any other organization which is exempt from federal income tax under Section 501(c)(7) or Section 501(c)(3) of the Code.

ARTICLE VII. NO STOCK; NON-VOTING MEMBERS

This Corporation shall be organized on a nonstock basis and shall not issue shares of stock. This Corporation shall have non-voting members only, who shall pay dues and hold only those rights as set forth in the bylaws of this Corporation (the "Bylaws"). This Corporation shall not issue member certificates.

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ARTICLE VIII.
BOARD OF DIRECTORS

Control of the affairs of the Corporation shall initially be vested in the Board of Directors consisting of three (3) directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of directors may be, as provided in the Bylaws, increased or decreased, but shall never be less than three (3) directors. New directors shall be elected to the Board of Directors, and vacancies on the Board of Directors shall be filled, as provided in the Bylaws. The Board of Directors may be organized into one (1) or more separate categories of directors as provided in the Bylaws. The current names and addresses of the members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

Miguel Fana, M.D.	5798 38 th Avenue North St. Petersburg, Florida 33710
Rakesh Mittal, M.D.	5880 49 th Street North, Suite 202 St. Petersburg, Florida 33709
Jeffrey R. Levenson, M.D.	1700 66 th Street North, Suite 510 St. Petersburg, Florida 33710

ARTICLE IX.
BYLAWS

The Board of Directors shall make, and shall have the power to amend or repeal, the Bylaws of the Corporation.

ARTICLE X.
REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be 490 1st Avenue South, Suite 700, St. Petersburg, Florida 33701. The registered agent shall be Chestnut Business Services, LLC. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XI.
INDEMNIFICATION

Each director and each officer or former director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding

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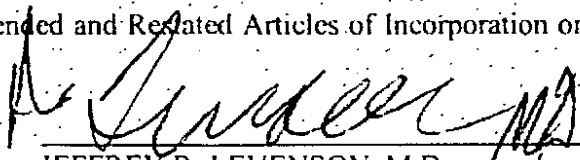
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expenses of litigation; provided, however, that no director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE XII.
AMENDMENT OF ARTICLES

These Amended and Restated Articles of Incorporation may be amended by the Board of Directors and such amendments may be proposed and adopted in the manner provided in the Bylaws.

The undersigned has executed these Amended and Restated Articles of Incorporation on this 31 day of August, 2020.


JEFFREY R. LEVENSON, M.D.,
Authorized Representative

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