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(Requestor's Name)

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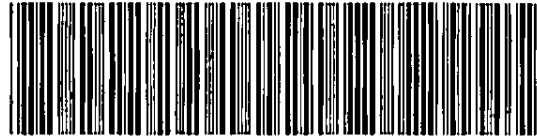
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2019 SEP -3 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP 13 2019

Paumpley

IN THE CIRCUIT COURT OF THE  
FOURTH JUDICIAL CIRCUIT IN AND  
FOR DUVAL COUNTY, FLORIDA

Case No: 2018-CA-0073  
Division: CV-C

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2019 SEP -3 PM 2:59

FILED

IN RE: BAPTIST SPECIALTY  
PHYSICIANS, INC.

JUDGMENT

Petitioner, Baptist Specialty Physicians, Inc., a Florida for profit corporation, filed its petition to convert the nature of Baptist Specialty Physicians, Inc. from a corporation for profit to a corporation not for profit on October 25, 2018 with proposed articles of incorporation attached.

This court finds that the petition and articles are in proper form.

IT IS THEREFORE ADJUDGED AND ORDERED that petitioner Baptist Specialty Physicians, Inc. be converted in form from a corporation for profit to a corporation not for profit under the laws of this state.

IT IS FURTHER ADJUDGED AND ORDERED that all of the property of Baptist Specialty Physicians, Inc. become the property of the successor not for profit corporation, subject to all indebtedness and liabilities of the petitioning corporation.

ORDERED IN Jacksonville, Duval County, Florida, on \_\_\_\_\_, 2019.

ORDER ENTERED

\_\_\_\_\_  
Circuit Judge

MAY-06-2019

/s/ Robert M. Dees

Copies to:  
Thomas R. Heekin, Esq. (theekin@smithhulsey.com)  
Smith Hulsey & Busey, PO Box 53315, Jacksonville, FL 32201

## COVER LETTER

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** Baptist Specialty Physicians, Inc.  
Name of Resulting Florida Not for Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Not for Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Thomas R. Heekin

Contact Person

Smith Hulsey & Busey, Professional Association

Firm/Company

1 Independent Drive, Suite 3300

Address

Jacksonville, Florida 32202

City, State and Zip Code

Missy.Poston@bmcjax.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas R. Heekin

Name of Contact Person

at ( 904 ) 359-7741

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$105.00 Filing Fees ☐ \$113.75 Filing Fees ☐ \$113.75 Filing Fees ☐ \$122.50 Filing Fees,  
and Certificate of Status and Certified Copy Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

New Filings Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filings Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Not for Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Not for Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion

Baptist Specialty Physicians, Inc.

is: .

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Profit Corporation  
(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on January 18, 2005  
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Not for Profit Corporation as set forth in the **attached Articles of Incorporation:** .

Baptist Specialty Physicians, Inc.

Enter Name of Florida Not for Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**FILED**  
2019 SEP -3 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 23rd day of August, 2019

**Required Signature for Florida Not for Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an

Incorporator: G. Scott Baily  
Printed Name: G. Scott Baily, JD, BCS Title: Secretary/Treasurer

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: G. Scott Baily

Printed Name: G. Scott Baily, JD, BCS Title: Secretary/Treasurer

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

**ARTICLES OF INCORPORATION**  
**OF**  
**BAPTIST SPECIALTY PHYSICIANS, INC.**

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

**ARTICLE I**  
**NAME**

The name of the Corporation is Baptist Specialty Physicians, Inc.

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS**

The street address of the Corporation's principal office is 3563 Philips Highway Building A, Suite 101, Jacksonville, Florida 32207, and the mailing address of the Corporation is 841 Prudential Drive, Suite 1802, Jacksonville, Florida 32207.

**ARTICLE III**  
**PURPOSES**

The Corporation is organized, and at all times thereafter is operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Southern Baptist Hospital of Florida, Inc., a Florida not for profit corporation, which is a tax exempt organization recognized as a public charity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is not a private foundation under Section 509(a)(1) of the Code.

**ARTICLE IV**  
**MEMBER**

The Corporation's Member shall be Southern Baptist Hospital of Florida, Inc., a Florida not for profit corporation.

**ARTICLE V**  
**REGISTERED AGENT AND OFFICE**

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

**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.

#### **ARTICLE VII** **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 purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or any corresponding provision of any subsequent federal tax law. 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 VIII** **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 IX** **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.

#### **ARTICLE X** **INCORPORATOR**

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

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 23rd day of August, 2019.



\_\_\_\_\_  
G. Scott Baity  
Incorporator

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

Pursuant to the provisions of Section 617.0501, Florida Statutes, Baptist Specialty Physicians, 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 Baptist Specialty Physicians, Inc.
2. The name and address of the registered agent and office are G. Scott Baity and 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, G. Scott Baity hereby accepts the appointment as registered agent and agrees to act in this capacity. G. Scott Baity 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.

  
\_\_\_\_\_  
G. Scott Baity

Date: August 23, 2019