

N19432

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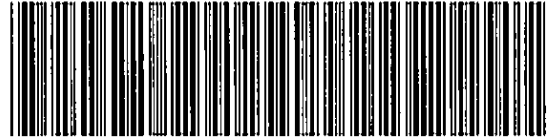
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2021 SEP 16 PM 12:03
SECRETARY OF STATE
TALLAHASSEE FL

Amended & Restated

SEP 21 2021

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BETHESDA HEALTH COMPREHENSIVE IMAGING SERVICES, INC.

DOCUMENT NUMBER: N19432

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kyle R. Saxon, Esq.

(Name of Contact Person)

Saxon & Fink, LLP

(Firm/ Company)

9065 SW 87 Avenue, Suite 112

(Address)

Miami, Florida 33176

(City/ State and Zip Code)

kylesaxon@saxonfink.com

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

For further information concerning this matter, please call:

Kyle R. Saxon

305

371-9575

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certificate of Status
(Additional Copy is
Enclosed) |
|--|--|---|---|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

SAXON & FINK, LLP

2121 PONCE DE LEON BLVD.
SUITE 740
CORAL GABLES, FLORIDA 33134

(305) 371-9575

FAX (305) 371-8011

September 15, 2021

Diane Cushing
Senior Section Administrator
Division of Corporations
The Center of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Via Federal Express

Re: Articles of Merger and Amended and Restated Articles of Incorporation.

Dear Ms. Cushing:

If you recall, a while ago you were so kind as to intercept my Fed Ex envelope containing the enclosed Articles of Merger and Amended and Restated Articles of Incorporation and return them to me. They are now ready for filing.

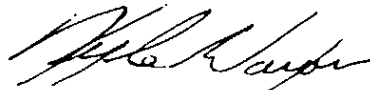
As you can see, the checks for the filing fees have already been processed.

Please return the certified copies to the undersigned.

Please contact me if you have any questions regarding this filing. My email address is kylesaxon@saxonfink.com.

Thank you for your help with this.

Sincerely,



KYLE R. SAXON

9/16



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 25, 2021

KYLE R. SAXON, ESQ.
SAXON & FINK LLP
9065 SW 87 AVENUE, SUITE 112
MIAMI, FL 33176

SUBJECT: BETHESDA HEALTH COMPREHENSIVE IMAGING SERVICES,
INC.
Ref. Number: N19432

We have received your document for BETHESDA HEALTH COMPREHENSIVE IMAGING SERVICES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

I am returning the attached document as requested on 08/24/2021. I'm sorry I could not stop the check from being processd so when you decide to go ahead with the filing return it to my attention.

Please return 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) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 221A00020433

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

BETHESDA HEALTH COMPREHENSIVE IMAGING SERVICES, INC.
(A Not-For-Profit Corporation)
(Document No. N19432)

FILED
2021 SEP 16 PM 12:03
SECRETARY OF STATE

ARTICLE I. NAME

The name of this Corporation is Bethesda Health Comprehensive Imaging Services, Inc., and it is located at 10301 Hagen Ranch Road, Suite 100, Boynton Beach, Florida 33435.

ARTICLE II. PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of the United States (the "Code"). To carry out its purposes the Corporation shall provide and promote health care services, including the operation of women's diagnostic services, including mammography, and osteoporosis screenings and the provision of ancillary and other support services relating thereto.

Notwithstanding any other provisions of these Articles of Incorporation, 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)(3) of the Code or the corresponding provisions of any subsequently enacted provisions of the Code.

ARTICLE III. TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual unless and until the Corporation shall be dissolved in accordance with law.

ARTICLE IV. MEMBER

The sole member of the Corporation (the "Member") shall be Bethesda Hospital, Inc., a Florida not-for-profit corporation. The Member shall have those reserved rights and powers over the operation of the Corporation as are provided in these Articles of Incorporation and in the Bylaws of the Corporation.

ARTICLE V. BOARD OF DIRECTORS

The Corporation shall have not less than three (3) nor more than twelve (12) Directors, who shall be its Board of Directors (hereafter the "Board"). The qualifications, terms of office, and the manner in which a Director shall become a Director or be elected and continue in office shall be as follows:

(a) Directors. The members of the Board of Directors of the Corporation shall consist of individuals elected by the Board of Directors of the Corporation who are nominated by the Board of Directors of the Member and approved by the Board of Trustees of Baptist Health South Florida, Inc.

(b) Quorum. A quorum to conduct a meeting of the Board and for the transaction of any business shall consist of a majority of the Directors. The powers of the Directors, terms of office and manner of selection shall be delineated in the Bylaws of the Corporation.

(c) Removal. A Director may be removed from office, with or without cause, by majority vote of the Board of Directors of the Member, or by majority vote of the Board of Trustees of Baptist Health South Florida, Inc.

(d) No Remuneration. No Director shall receive or be entitled to receive from the Corporation any salary or remuneration of any kind, nature or character whatsoever for serving as a Director or for personal services in connection with the acquisition of property or material or equipment, or constructing, building or equipping any health facility or property related thereto, or any other facility or property constructed, otherwise acquired, or owned or operated by the Corporation, but may be reimbursed by the Corporation for actual expenses incurred and authorized by the Board of Directors.

(e) Minutes. Minutes of the meetings of the Board and the committees of the Board of Directors shall be kept. The minutes of the meetings of the Board and the committees of the Board shall be provided to each Director prior to the next regularly scheduled meeting of the Board. The minutes of the meetings of the Board and such other minutes, reports, records and information of the Corporation as may be requested shall be routinely furnished to the Board of Trustees of Baptist Health South Florida, Inc.

(f) Restrictions on Authority of the Board. The Board may not, without the prior approval of the Board of Trustees of Baptist Health South Florida, Inc.:

- (i) Adopt a plan of dissolution of the Corporation;
- (ii) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (iii) Adopt a plan of merger or consolidation of the Corporation with another corporation;
- (iv) Appoint or remove the independent auditors of the Corporation;
- (v) Sell or mortgage any real property owned by the Corporation or acquire any real property on behalf of the Corporation; or

(vi) Adopt any annual operating or capital budget of the Corporation or approve any changes thereto.

(g) Borrowing Authority. The right of the Corporation to borrow or incur indebtedness for any single loan or incurrence of indebtedness, and the right to pledge assets of the Corporation to secure such indebtedness, is expressly delegated and reserved to Baptist Health South Florida, Inc. Baptist Health South Florida, Inc. is irrevocably appointed as the agent of the Corporation for the purposes of borrowing on behalf of the Corporation, for the purposes of authorizing and issuing indebtedness on behalf of or in the name of the Corporation, and for the purpose of pledging assets of the Corporation to secure such indebtedness. Baptist Health South Florida, Inc. is expressly authorized to obligate the Corporation on such borrowings and indebtedness, to pledge assets of the Corporation to secure such indebtedness, and to execute and deliver on behalf of the Corporation all documents evidencing such borrowings and indebtedness, and such security instruments. No further authorization, confirmation, resolution or action of any type is required by the Board of Directors with respect to such borrowings or indebtedness, or such pledge of assets. All persons dealing with Baptist Health South Florida, Inc. in connection with any borrowings or indebtedness incurred by or on behalf of the Corporation through the actions of Baptist Health South Florida, Inc., or the pledge of assets of the Corporation by Baptist Health South Florida, Inc., shall be entitled to rely upon the authorization and delegation of rights conferred hereby, and shall not be required to make any inquiry upon the Corporation regarding the authority of Baptist Health South Florida, Inc. to borrow or incur indebtedness on behalf of or in the name of the Corporation, or to pledge assets of the Corporation.

(h) Management Agreement. The Corporation shall enter into a management agreement with Baptist Health South Florida, Inc. (hereafter the "Management Agreement") which (i) grants to Baptist Health South Florida, Inc. the right to employ and appoint the Chief Executive Officer; (ii) provides that the Chief Executive Officer shall have all powers usual and customary for such officer including, but not limited to, the right to appoint officers, the right to hire employees, the right to determine compensation and benefit levels for officers and employees, the right to designate job tasks and responsibilities, and the right to terminate employment; and (iii) provides for reimbursement of costs and expenses incurred by Baptist Health South Florida, Inc. or its affiliates in performing the management and operational functions as provided in these Articles of Incorporation, in the Bylaws of the Corporation, in the Management Agreement, and pursuant to policies adopted by the Board of Trustees of Baptist Health South Florida, Inc. The Management Agreement shall not be terminable by the Corporation without the written consent of Baptist Health South Florida, Inc.

(i) Liability. No Director shall be held personally liable or responsible for any action taken or not taken by the Board acting under the provisions of or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for any action taken or not taken by the Board or by any Director in the reasonable belief that the action taken or the failure to act is taken under the provisions of or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation. The defense of any legal, equitable or other action, suit or proceeding

brought against a Director, either individually or as Director, because or as a result of any action taken or not taken by the Board or by any individual Director, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation.

(j) Indemnity. To the fullest extent permitted by law, the right of a Director to be indemnified as provided in these Articles of Incorporation shall include the right to be advanced amounts by the Corporation for the reasonable costs and expenses necessary for the Director to defend against an action, suit or proceeding. The Corporation shall have the right to seek repayment of such costs and expenses if the Director is adjudged to have been guilty of gross negligence or willful misconduct in the performance of the Director's duty to the Corporation, or if repayment is otherwise required by law. The Corporation shall, to the fullest extent permitted by law, indemnify any Director made a party to any action, suit or proceeding whether civil or criminal, against all reasonable costs and expenses (including, but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings), judgments, settlements, fines or penalties arising out of a Director's or the Board's act or failure to act, provided such act or failure to act is taken under the provisions of or in a manner authorized by these Articles of Incorporation or the Bylaws, or is taken by the Board or a Director in the reasonable belief that the action or the failure to act is taken under the provisions of or in the manner authorized by these Articles of Incorporation or the Bylaws. This right to indemnification shall continue as to a Director who ceases to be a Director and shall inure to the benefit of the Director's personal representative and heirs, and shall apply to any action, suit or proceeding against a Director by reason of the Director being or having been a Director or an officer of the Corporation, or a director, or trustee or officer of any other corporation which the Director served as such at the request of the Corporation. The right to indemnification as provided in these Articles of Incorporation shall not apply to matters as to which a Director is adjudged to have been guilty of gross negligence or willful misconduct in the performance of the Director's duty to the Corporation, or where such indemnification is prohibited by law. The Corporation shall, to the extent permitted by law, indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in the capacity of Director or as an officer of the Corporation, or in the capacity of a director, trustee or officer of any other corporation which such Director served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that such Director had reasonable ground for belief that such action was unlawful.

ARTICLE V. OFFICERS

(a) The Officers of the Board shall be a Chairperson, a Secretary and a Treasurer, as determined by the Board of Directors, each of whom shall be a Director.

(b) The Officers of the Board shall be elected at the annual meeting each year by the Directors in office at the time of the election and shall take office immediately upon being elected.

(c) All such Officers of the Board shall hold office until the annual meeting of the Corporation, and until reelected or successor Officers are elected.

(d) The Chief Executive Officer of the Corporation shall be appointed by Baptist Health South Florida, Inc., in accordance with the Management Agreement. All other officers of the Corporation will be appointed pursuant to the Management Agreement. The recommendations of the Board will be considered in connection with the appointment of such other officers.

(e) Any Officer of the Board may be removed from office by majority vote of the Board of Trustees of Baptist Health South Florida, Inc. at any regular or special meeting or, subject to ratification by the Board of Trustees of Baptist Health South Florida, Inc., by majority vote of the entire Board at any regular or special meeting. Any other officer of the Corporation may be removed from office by the Chief Executive Officer pursuant to the Management Agreement or by majority vote of the Board of Trustees of Baptist Health South Florida, Inc. The recommendations of the Board will be considered in connection with the removal of an officer from office.

ARTICLE VI. PROPERTY, FUNDS AND INCOME

No part of the revenues or assets of the Corporation shall inure to the benefit or be distributed 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 the purposes herein set forth.

ARTICLE VII. POLITICAL ACTIVITY

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.

ARTICLE VIII. BYLAWS

The Bylaws of the Corporation may be made, amended or rescinded in any manner permitted by the Bylaws.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to (i) by majority vote of the entire Board of Trustees of Baptist Health South Florida, Inc. at any regular or special meeting, or (ii) subject to ratification by the Board of Trustees of Baptist Health South Florida, Inc., by majority vote of the entire Board at any regular or special meeting; provided, that written notice of the proposed amendment or addition shall have been given to every member of the Board and to every member of the Board of Trustees of Baptist Health South Florida, Inc. at least fifteen (15) days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter.

ARTICLE X. DISSOLUTION

The Board of the Corporation, by majority vote of all of the Directors and upon written approval of the Board of Trustees of Baptist Health South Florida, Inc., may dissolve the Corporation.

ARTICLE XI. DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, all of its assets and properties then on hand, if any, shall be distributed to Baptist Health South Florida, Inc., provided, however, that should Baptist Health South Florida, Inc. be not then in existence, or in the event it does not then qualify as an exempt organization under Section 501(c)(3) of the Code, as the same may be amended, the said assets and properties of the Corporation shall be distributed to a not-for-profit corporation that qualifies as an exempt organization under Section 501(c)(3) of the Code, as directed by the Board of Trustees of Baptist Health South Florida, Inc.

ARTICLE XII. AUTHORITY OF BAPTIST HEALTH SOUTH FLORIDA, INC.

Pursuant to the provisions of Section 617.0202(2)(i), Florida Statutes, the Corporation is subordinate to and subject to the authority of Baptist Health South Florida, Inc., a Florida not-for-profit corporation, to the extent provided in these Articles of Incorporation and in the Bylaws of the Corporation.

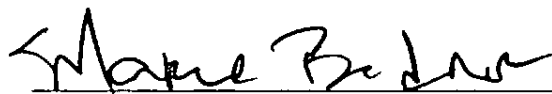
The effective date of these Amended and Restated Articles of Incorporation shall be the date they are filed with the Florida Department of State, Division of Corporations.

CERTIFICATE

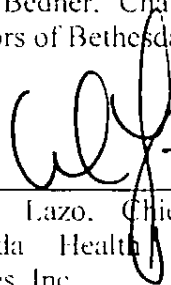
These Amended and Restated Articles were duly adopted by the Board of Directors of Bethesda Health, Inc., the sole Member of the Corporation on April 29, 2021, by the Board of Directors of the Corporation on April 29, 2021, and by the Board of Trustees of Baptist Health South Florida, Inc., on July 27, 2021, and the number of votes cast for the Amended and Restated Articles of Incorporation by the Member of the Corporation, the Board of Directors of the Corporation and the Board of Trustees of Baptist Health South Florida, Inc., was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Chairperson of the Board of Directors Bethesda Health, Inc., the Chairperson of the Board of Directors of the Corporation and the Chairperson of the Board of Trustees of Baptist Health South Florida, Inc., have executed these Amended and Restated Articles of Incorporation, for the purpose of amending and restating the Articles of Incorporation of the Corporation.


The undersigned submit these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. We are aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.



Marie Bedner, Chairperson of the Board of Directors of Bethesda Health, Inc.



Nelson Lazo, Chief Executive Officer of Bethesda Health Comprehensive Imaging Services, Inc.



James Carr, Chairperson of the Board of Trustees of Baptist Health South Florida, Inc.