

# N20088

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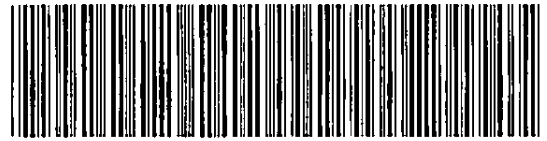
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Amended &  
Restated  
Articles

05/28/24 --01002 --011 --\*210.00

effective date 6-30-24

A. RAMSEY

JUL 11, 2024

2024 JUN 28 AM 10:00  
CLERK OF COURT  
JULY 11, 2024

FILED

2024 JUN 28 AM 8:08  
TALLAHASSEE, FLORIDA

10

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 1, 2024

LEGAL SERVICES DEPARTMENT  
BAYCARE HEALTH SYSTEM, INC.  
2985 DREW ST  
CLEARWATER, FL 33759

SUBJECT: BAYCARE HEALTH SYSTEM, INC.  
Ref. Number: N20088

We have received your document for BAYCARE HEALTH SYSTEM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment OR Amended and Restated Articles pursuant to the applicable Florida Statutes.

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.

Annette Ramsey  
OPS

Letter Number: 224A00014339

RECEIVED  
2024 JUL 10 PM 3:11  
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TALLAHASSEE, FLORIDA

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**BAYCARE HEALTH SYSTEM, INC.**

FILED  
2024 JUN 28 AM 10:00  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

1. These Third Amended and Restated Articles of Incorporation are executed pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, as amended.

2. These Third Amended and Restated Articles of Incorporation supersede previous Articles of Incorporation, as amended and restated, in their entirety and shall be the Articles of Incorporation of the Corporation.

**ARTICLE I**

**NAME**

The name of the Corporation is: BayCare Health System, Inc.

**ARTICLE II**

**DEFINITIONS**

For the purposes of these Third Amended and Restated Articles of Incorporation, the terms herein referred to shall have the following meanings:

1. The term "Act" means the Florida Not For Profit Corporation Act, or any successor law, as the same may be amended from time to time.

2. The term "Articles" means these Third Amended and Restated Articles of the Corporation, as the same may be amended or revised from time to time.

3. The term "Board" or "Board of Trustees" means the board of trustees of the Corporation and the term "Trustee" means an individual member of the Board.

4. The term "Bylaws" means the bylaws of the Corporation, as the same may be amended or revised from time to time.

5. The term "Code" means the Internal Revenue Code of 1986, as it may be amended from time to time, or comparable provisions of subsequent legislation.

6. The term "Corporation" means BayCare Health System, Inc., a Florida not for profit corporation, unless, from its context or use, it clearly has a different meaning.

7. The term "Participants" means the Corporation's subsidiaries and affiliates.

### **ARTICLE III**

#### **PRINCIPAL OFFICE**

The address of the Corporation's principal place of business and the mailing address of the Corporation are: 2985 Drew Street, Clearwater, Florida 33759.

### **ARTICLE IV**

#### **PERIOD OF DURATION**

The period of duration of the Corporation shall be perpetual.

### **ARTICLE V**

#### **PURPOSES**

The Corporation is organized exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code. In furtherance of the foregoing, the purposes for which the Corporation is organized are:

- A. To reduce unnecessary duplication of services, technology, facilities and other capital expenditures by coordinating the delivery of health care services on a cost- effective basis, and increase access to capital resources;
- B. To establish a community-focused comprehensive delivery system to respond to the changing health care environment and to meet future health care needs of the population served;
- C. To expand access to health care to those individuals in underserved areas or who are otherwise unable to obtain adequate health care due to an inability to pay and

to participate in activities designed to promote the health of such individuals;

- D. To reduce the cost of delivering health care services while enhancing the general quality of and access to health care furnished;
- E. To provide broad access to quality health care at the least possible cost;
- F. To construct, own, acquire, lease, manage, operate, provide and maintain hospitals, other health care facilities, nursing homes, congregate living facilities, clinics, infirmaries and other establishments and programs providing health care, surgery, treatment and services to all areas of the community, the sick, the aged, the disabled and infirm;
- G. To provide counseling, patient education, self care and home health care services for the sick, aged, disabled and infirm;
- H. To carry on any educational activities related to rendering care to the sick, injured and aged, or to the promotion of health, that in the opinion of the Board of Trustees may be justified by the facilities, personnel, funds and other requirements that are, or can be, made available;
- I. To promote and carry on scientific research related to the care of the sick and injured;
- J. To participate in joint or coordinated planning, service, development, and management operations and endeavors, experimental or otherwise, with other health care providers in order to lower costs and increase quality and accessibility of necessary health care services, and to engage in other operations, services or functions in health care and health care planning;
- K. To enter into arrangements with managed care organizations and other third party payors on behalf of Participants to ensure the provision of high quality, cost-effective health care services to patients;
- L. To enable the Participants to compete more effectively;

- M. To provide a means by which physicians may participate together with the Participants in a lawful integrated delivery network providing broad geographic coverage of physicians, hospitals and other health care services that benefit the community as well as third-party payors;
- N. To maintain local involvement by the Participants, including local representation in corporate membership and governance;
- O. To construct, own, acquire, lease, manage, operate, provide and maintain any facilities, programs, goods and services (management or otherwise), and related activities, in furtherance of health care or health education, either directly or indirectly;
- P. To solicit, receive and manage state, federal, local and private grants, gifts, donations, devises and bequests, and to provide grants, loans, scholarships and donations, in furtherance of the aforementioned charitable projects and purposes, and to advance the quality and availability of health care services;
- Q. To organize, as an incorporator, or to cause to be organized under the laws of the State of Florida or of any other state of the United States of America, or of the District of Columbia, or of any commonwealth, territory, agency, or instrumentality of the United States of America, or of any foreign country, a corporation or corporations for the purpose of conducting or promoting any business or purpose for which corporations may be organized, whether for pecuniary profit or otherwise, and to dissolve, windup, liquidate, merge or consolidate any such corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated;
- R. To acquire and hold any interest in, and to act as a voting member, sharcholder, partner, trustee or joint venturer of any corporation, partnership, trust, joint venture or other entity now existing or hereafter organized;
- S. To promote, support and enhance the mission, identity and purposes of each Participant while accomplishing the foregoing purposes;

- T. To operate for the benefit of, to perform the functions of, and to carry out the purposes of organizations described in Section 509(a)(1) or (2) of the Code, as may be specified from time to time; and
- U. To operate exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation.

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 individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and otherwise in furtherance of the purposes set forth in Article V of these Articles;

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 in violation of any provisions applicable to corporations exempt from taxation under Section 501(a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended; and

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or (iii) any corporation described in Section 509(a) of the Code.

## **ARTICLE VI**

### **BOARD OF TRUSTEES**

Except as specifically set forth in these Articles and in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the Act, these Articles, or the Bylaws directed or required to be exercised or done by others. Trustees shall be elected as provided in the Bylaws of the Corporation. Provisions

for membership, qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the Board of Trustees shall be governed by the Bylaws of the Corporation.

**ARTICLE VII**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's registered office is 2985 Drew Street, Clearwater, Florida 33759. The name of the registered agent at such registered office is Jennifer Touse.

**ARTICLE VIII**  
**DISSOLUTION**

The Corporation may be dissolved in accordance with the Act. In the event of the dissolution of the Corporation, the assets of the Corporation remaining after the payment of all debts, claims and obligations of the Corporation shall be distributed to existing and qualified charitable, scientific, religious or educational organizations under the provisions of Section 501(c)(3) of the Code.

**ARTICLE IX**  
**AMENDMENTS**

The Articles and the Bylaws may be amended or repealed, or new Articles of Incorporation or Bylaws adopted, only upon the approval of the Board of Trustees of the Corporation, except as otherwise specifically set forth in the Bylaws of the Corporation.

These Articles have been duly adopted effective as of June 30, 2024.

A handwritten signature in black ink, appearing to read 'James Cantonis', is written over a horizontal line.

James Cantonis

Chair, BayCare Health System, Inc.



Lined area for text entry.

The date of each amendment(s) adoption: June 20, 2024 if other than the date this document was signed.

Effective date if applicable: June 30, 2024  
(no more than 90 days after amendment file date)

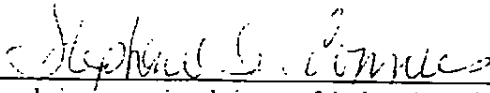
**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated June 28, 2024

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Stephanie Conners

(Typed or printed name of person signing)

President / CEO

(Title of person signing)