

N 21 000004496

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(City/State/Zip/Phone #)

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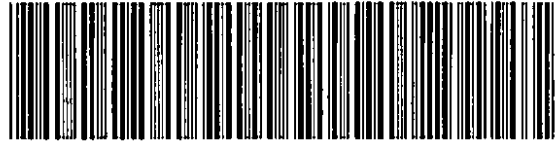
(Business Entity Name)

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JUL 24 2021

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BayCare Manatee, Inc.

DOCUMENT NUMBER: N21000004496

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

Please return all correspondence concerning this matter to the following:

Legal Services Department

(Name of Contact Person)

BayCare Health System, Inc.

(Firm/ Company)

2985 Drew Street

(Address)

Clearwater, Florida 33759

(City/ State and Zip Code)

legal.services@baycare.org

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

For further information concerning this matter, please call:

Legal Services Department

727

519-1200

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

Articles of Amendment
to
Articles of Incorporation
of

BayCare Manatee, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N21000004496

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ The new
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

21 JUN 23 AM 8:05

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

We will be deleting Article III (Purpose) in its entirety and replacing it with a new Article III (Purpose), which is attached.

We will also be adding a new Article VIII (Dissolution), which is attached.

☒ 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 6-11-21

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)

Glenn D. Waters
(Typed or printed name of person signing)

EVP/COO
(Title of person signing)

ARTICLE III PURPOSE

This Corporation is organized as a not-for-profit corporation within the meaning of Chapter 617, Florida Statutes, exclusively for religious, charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code ("Code"). Its activities shall be conducted for such tax exempt purposes to further the good and general welfare of the people of the community and to further the religious, charitable, scientific, or educational purposes of the Corporation's member, BayCare Health System, Inc., a Florida not-for-profit corporation that is exempt from Federal income tax under Section 501(c)(3) of the Code. In furtherance of the foregoing, the primary purposes of the Corporation are:

- (a) To provide medical, surgical, nursing, and hospital services to the community;
- (b) To establish, operate, and/or coordinate clinics, medical and surgical centers, hospitals, and similar facilities;
- (c) To improve health and expand access to health care within the populations served by BayCare Health System, Inc. and its affiliated health care organizations;
- (d) To promote efficiencies and reduce costs 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 participate as part of the system of not-for-profit health care provider and supporting organizations affiliated with BayCare Health System, Inc. and operated to further its health care and charitable purposes, and to make contributions and expenditures in furtherance thereof; and
- (g) 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 operations:
 - (1) No part of the 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 to make payments and distributions to its Member and otherwise in furtherance of the purposes set forth in this Section;
 - (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 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

(3) Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, 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), or (ii) any corporation described in Section 501(a) of the Code.

ARTICLE VIII DISSOLUTION

Upon the dissolution of the Corporation, all of its assets remaining after the payment of all obligations and the costs and expenses of such dissolution shall be distributed to BayCare Health System, Inc. which may be designated by the Board of Trustees of BayCare Health System, Inc.; provided that at the time of such distribution, BayCare Health System, Inc. is an organization described in Section 501(c)(3) of the Code. In the event that BayCare Health System, Inc. is not an organization described in Section 501(c)(3) of the Code, such remaining assets shall be distributed to one or more organizations as described in Section 501(c)(3) of the Code for the same or similar purposes as those for the Corporation, or to such political subdivision of the State of Florida for a public purpose, as the Board of Directors shall determine.