

N42700

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

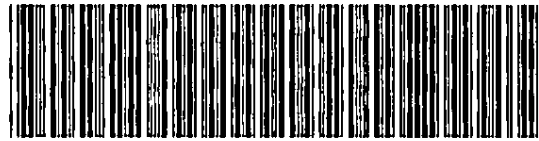
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400391986154

08/08/22--01037--019 **43.75

2022 AUG -8 AM 9:58

FILED

SAXON & FINK, LLP

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

(305) 371-9575

FAX (305) 371-8011

August 5, 2022

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32302

Via Federal Express

Re: Amended and Restated Articles of Incorporation for Baptist Health South
Florida, Inc. Document No. N42700.

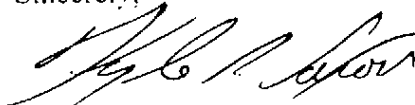
Ladies and Gentlemen:

The enclosed Amended and Restated Articles of Incorporation for Baptist Health South
Florida, Inc. are submitted for filing. Also enclosed is our check for \$43.75 to cover the
filing fee and the fee for a certified copy, together with an additional copy.

Please return the certified copy to the undersigned.

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

Sincerely,



KYLE R. SAXON

2022 AUG - 8 AM 9

FILED

Amended and Restated
Articles of Incorporation
of
BAPTIST HEALTH SOUTH FLORIDA, INC.
(A Not-For-Profit Corporation)
(Document No. N42700)

2022 AUG -8 AM 9:58

FILED

ARTICLE I - NAME

The name of the Corporation shall be BAPTIST HEALTH SOUTH FLORIDA, INC., and it shall be located at 6855 Red Road, Coral Gables, Florida 33143.

ARTICLE II - PURPOSES & ACTIVITIES

(a) EXEMPT PURPOSES

This Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, on a nonstock basis exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code"), or corresponding section of any future United States internal revenue law.

(b) CLASSIFICATION

To satisfy the requirements of Section 509(a)(3) of the Internal Revenue Code of 1986 and the equivalent section of any future United States internal revenue law this Corporation:

- (1) is organized and at all times hereafter shall be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Baptist Hospital of Miami, Inc.; South Miami Hospital, Inc.; Homestead Hospital, Inc.; Mariners Hospital, Inc.; Doctors Hospital, Inc.; Baptist Outpatient Services, Inc.; West Kendall Baptist Hospital, Inc.; Baptist Health Medical Group, Inc.; Miami Cancer Institute At Baptist Health, Inc.; Fishermen's Health, Inc.; Bethesda Hospital, Inc.; Boca Raton Regional Hospital, Inc.; and Baptist Health South Florida Foundation, Inc., so long as they are described in Section 509(a)(1) or 509(a)(2) of the Code,
- (2) shall be operated in connection with the organizations described in (b)(1) above, and
- (3) shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code) other than foundation managers and other than one or more organizations described in (b)(1) above.

(c) ACTIVITIES

(2) Maintain a system-wide Baptist chaplaincy program among the Corporation and its affiliates, in order to provide a visible Christian witness to patients and employees. The senior chaplain of such program shall at all times be an ordained Baptist chaplain who is a graduate of a Southern Baptist seminary, with a minimum of one year of clinical pastoral educational training and shall be a member in good standing of a Baptist church cooperating with the Miami Baptist Association. The senior chaplain shall be responsible for establishing and maintaining an adequate and viable chaplaincy program at each hospital affiliated with the Corporation. All staff chaplains will be theologically, clinically and professionally trained to meet the spiritual needs of the system patients and employees.

(4) Participate in, form, own and operate joint ventures, partnerships, corporations or other entities, whether or not any such entity is for profit or not for profit, so long as this Corporation's participation therein is primarily in furtherance of the charitable, religious, educational and scientific purposes for which the Corporation is organized, including, but not limited to, operating, acquiring or building, equipping, maintaining, owning, leasing, managing and providing for the operation of, or operating, a hospital or hospitals and a school or schools of nursing in connection therewith, to care for and treat the sick and injured, and to educate and train persons in the care and treatment of the sick and injured.

2027 AUG -8 AM 9

ARTICLE III - RIGHTS

The provisions of paragraph (b) of Article II above shall not be construed to limit, restrict, or modify any of the rights given to the Miami Baptist Association in Article XIII of these Articles.

ARTICLE IV - MEMBERSHIP

The Corporation shall have not less than seventeen (17) nor more than forty-five (45) Trustees, who shall be the members of the Corporation and shall be its Board of Trustees; and may have one or more Trustee Emeritus and one or more Chairperson Emeritus who shall not be eligible to vote or serve as officers of the Corporation. The qualifications, terms of office, and the manner in which a Trustee shall become a Trustee or be elected and continue in office, and the qualifications and terms of Trustee Emeritus and Chairperson Emeritus shall be as follows:

(a) Miami Baptist Association Trustees. The Miami Baptist Association shall have the right to appoint seven (7) of its Ministers to the Board of Trustees. Trustees appointed by the Miami Baptist Association shall, as determined by the Board of Trustees, be appointed to a term to expire on October 31 of the year in which they are appointed or of either of the next two succeeding years. A Trustee appointed by the Miami Baptist Association may be removed as a Trustee by the Miami Baptist Association. In the event a Trustee appointed by the Miami Baptist Association is removed or resigns as a Trustee, the Miami Baptist Association shall have the right to appoint a successor Trustee.

(b) Affiliate Trustees. The following individuals from the affiliates of the Corporation shall be members of the Board of Trustees:

(i) The Chairperson of the Board of Directors of each of the following corporations, or his or her designee from the Board of Directors of such corporation, shall be a Trustee during such time as he or she is serving as Chairperson or until such time as an appointed designee ceases to be a member of the respective Board of Directors or ceases to be the appointed designee: each of the Miami-Dade County hospitals affiliated with the Corporation, Baptist Outpatient Services, Inc., Baptist Health Enterprises, Inc., Baptist Health Medical Group, Inc., Miami Cancer Institute At Baptist Health, Inc., Baptist Health South Florida Foundation, Inc., Bethesda Hospital, Inc. and Boca Raton Regional Hospital, Inc., and

(ii) One voting member from the Board of Directors of the Monroe County hospitals affiliated with the Corporation, with such individual to be nominated by the Nominating Committee of the Board of Trustees and elected by vote of the Board of Trustees and with such individual to serve until removed or until his or her successor is elected.

(c) Physician Trustee. One Trustee shall be a physician elected by the Board of Trustees.

(d) Elected Trustees. The remaining Trustees shall be the Elected Trustees, who shall be elected by the Board of Trustees.

(c) Affirmation. Every Trustee shall, as a requirement for serving as a Trustee, affirm annually that they will abide by and support the Corporation's stated Mission, Guiding Principle and Vision, and sign a written statement confirming such affirmation.

(f) Term of Office. For the purpose of having the Elected Trustees divided into three classes as nearly equal in number as may be, whose terms of office, respectively, shall expire in different years, each Elected Trustee may be elected for a term to expire on October 31 of the year in which the Elected Trustee is elected, or of either of the next two succeeding years, and shall hold office for the term for which the Elected Trustee is elected and until the Elected Trustee is re-elected or a successor is elected and takes office. The Physician Trustee shall be elected to a term to expire on October 31 of the second year following the Physician Trustee's election. No Elected Trustee who is elected after May 1, 2019 shall be eligible to serve more than nine (9) consecutive years. An Elected Trustee who is no longer eligible to serve on the Board of Trustees may be re-elected to the Board of Trustees after the expiration of one (1) year following the end of his or her previous term.

(g) Elected Trustee Vacancies. If the Physician Trustee or an Elected Trustee shall not accept the office or under any circumstances shall cease to be a Trustee, the vacancy thus created may be filled by the Board of Trustees at any time.

(h) Absences From Meetings. If any Trustee, whether now in office or hereafter elected, shall be absent from three successive meetings of the Board of Trustees or shall be absent from a total of four or more meetings during any calendar year (unless such absences are excused by the Board upon the written request of the absent Trustee), the Trustee shall be deemed to have resigned as a Trustee.

(i) Removal. An Affiliate Chairperson Trustee, the Physician Trustee and any Elected Trustee, whether now in office or hereafter elected, may be removed from office, with or without cause, by majority vote of the entire Board of Trustees at any regular or special meeting of the Board of Trustees.

(j) Trustee Emeritus. Any Trustee who has served as a Trustee of the Corporation for a total of 10 or more years may be elected by majority vote of the Trustees of the Corporation as Trustee Emeritus. A Trustee Emeritus may, but shall not be required to, attend meetings of the Board of Trustees.

(k) Chairperson Emeritus. Any Trustee who has served as a Trustee of the Corporation for a total of 10 or more years and who has served as Chairperson of the Board of Trustees may be elected by majority vote of the Trustees of the Corporation as Chairperson Emeritus. A Chairperson Emeritus may, but shall not be required to, attend meetings of the Board of Trustees.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

2022 AUG -8 AM 9:58

FILED

ARTICLE VI - BOARD OF TRUSTEES

Section 1. Governing Body. The Board of Trustees shall be the governing body of the Corporation and shall manage its affairs and exercise its corporate powers.

Section 2. Quorum. The presence of a majority of the Trustees shall be necessary at any meeting of the Board of Trustees to constitute a quorum to transact business, except that the presence of a majority of the entire Board of Trustees shall be necessary to constitute as quorum at any meeting of the Board of Trustees at which (a) an Affiliate Trustee, the Physician Trustee, any Elected Trustee, or any officer of the Corporation is removed from office as a Trustee or an officer, or (b) there is a vote to amend these Articles of Incorporation.

Section 3. No Remuneration. No Trustee shall receive or be entitled to receive from the Corporation any salary or remuneration of any kind, nature or character whatsoever, but may be reimbursed by the Corporation for actual expenses incurred and authorized by the Board of Trustees.

Section 4. Reports. The Trustees, when so requested, shall make reports of the receipts, disbursements, balances and affairs of the Corporation to the annual sessions of the Miami Baptist Association and, when so requested, also shall make such reports to the monthly meetings of the Executive Board of that Association.

Section 5. Trustees' Liability. No Trustee shall be held personally liable or responsible for any action taken or not taken by the Board of Trustees 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 of Trustees or by any Trustee 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. The defense of any legal, equitable or other action, suit or proceeding brought against a Trustee, either individually or as Trustee, because or as a result of any action taken or not taken by the Board of Trustees or by any individual Trustee, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation.

Section 6. Reimbursement of Trustees. To the fullest extent permitted by law, the right of a Trustee 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 Trustee to defend against an action, suit or proceeding. The Corporation shall have the right to seek repayment of such costs and expenses if the Trustee is adjudged to have been guilty of gross negligence or willful misconduct in the performance of the Trustee's duty to the Corporation, or if repayment is otherwise required by law.

Section 7. Indemnification of Trustees. The Corporation shall, to the fullest extent permitted by law, indemnify any Trustee 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 Trustee'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 of Trustees or a Trustee 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 Trustee who ceases to be a Trustee and shall inure to the benefit of the Trustee's personal representative and heirs, and shall apply to any action, suit or proceeding against a Trustee by reason of the Trustee being or having been an officer of the Corporation, or a trustee or director or officer of any other corporation which the Trustee 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 Trustee is adjudged to have been guilty of gross negligence or willful misconduct in the performance of the Trustee's duty to the Corporation, or where such indemnification is prohibited by law.

Section 8. Additional Indemnification. The Corporation shall, to the extent permitted by law, indemnify any Trustee 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 Trustee for an act alleged to have been committed by such Trustee in the Trustee's capacity as Trustee or as an officer of the Corporation, or in the capacity of a trustee, director or officer of any other corporation which such Trustee 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 Trustee 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 grounds 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 Trustee did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that the Trustee had reasonable ground for belief that such action was unlawful.

ARTICLE VII - OFFICERS

Section 1. Board Officers. The Board Officers of the Corporation shall be a Chairperson and a Vice Chairperson of the Board of Trustees, a Secretary and one or more Assistant Secretaries, and a Treasurer and one or more assistant Treasurers, as determined by the Board of Trustees, each of whom shall be a Trustee.

Section 2. Election. Such officers shall be elected at the annual meeting in October of each year by the Trustees in office at the time of the election, and shall take office immediately upon being elected.

Section 3. Term of Office. All such officers shall hold office for a term of one year and until their successors are elected and take office.

Section 4. Other Officers. Other officers may be elected or appointed by the Board of Trustees at any time to hold office for such terms of office as the Board of Trustees may fix or to hold office at the will of the Board of Trustees. It shall not be necessary for any such other officer to be a Trustee.

Section 5. Removal. Any officer, whether now in office or hereafter elected or appointed, may be removed from office, with or without cause, by majority vote of the entire Board of Trustees at any regular or special meeting of the Board of Trustees.

ARTICLE VIII - PROPERTY, FUNDS AND INCOME

No part of the property, funds or income of the Corporation shall be distributed to nor shall any part of the net income, if any, of the Corporation inure to the benefit of its members, Trustees, officers or any other private individual.

ARTICLE IX - AFFILIATES

Section 1. Restrictions. The governing boards of affiliates and subsidiaries of the Corporation may not, without the prior approval of the Board of Trustees:

- (a) Adopt a plan of dissolution;
- (b) Engage in or enter into any transaction providing for the sale or other disposition of all or substantially all of the entity's assets;
- (c) Adopt a plan of merger or consolidation with another corporation;
- (d) Appoint or remove the independent auditors;
- (e) Sell or mortgage any real property or acquire any real property;
- (f) Adopt any annual operating or capital budget, or approve any changes thereto; or
- (g) Approve or enter into contracts for any construction project in excess of \$50,000.

Section 2. Reserved Powers. The Corporation shall have the right to perform the following corporate functions on behalf of affiliates and subsidiaries of the Corporation:

- (a) Approval of purchase, sale, transfer, mortgage or encumbrance of real property.
- (b) Zoning and master facility planning and implementation of such plans.
- (c) Providing human resource functions including, without limitation, development and implementation of personnel policies, employee benefit plans (including, but not limited to, pension plans and retirement matters), executive compensation, and health insurance plans.
- (d) Purchasing insurance and managing insurance matters.
- (e) Providing risk management functions.

2022 AUG -8 AM 9:58

7.1.5D

- (f) Providing audit functions (including selection of accountants and auditors), review of audited financial statements and audit plans, and direct supervision of internal audit functions.
- (g) Developing and establishing budgets.
- (h) Managing and overseeing financial operations and policies, including, but not limited to, investment policies, indebtedness, financial controls, and long range financial planning.
- (i) Developing and implementing all strategic and long range plans.
- (j) Providing information systems and managing information and data processing functions.
- (k) Public relations and marketing.
- (l) Charity care and community service programs.
- (m) Developing and implementing management policies and other policies.
- (n) Providing and contracting for legal services.
- (o) Borrowing or incurring indebtedness.
- (p) Contracting with third party payors.
- (q) Implementing and operating the Corporate Compliance Program.

ARTICLE X - LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the Corporation, its property and funds, after payment or provision for payment of its creditors, shall be distributed for approved charitable, scientific and educational purposes most closely approximating those set out in Article II of these Articles of Incorporation, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, as amended, as now in effect or hereafter amended or supplemented by Acts of Congress and of such pertinent regulations thereunder as heretofore have been or hereafter may be promulgated.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for Internal Revenue Code Section 501(c)(3) purposes.

ARTICLE XI - 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 XII - BYLAWS

The Board of Trustees of the Corporation shall adopt Bylaws for this Corporation and may amend or rescind such Bylaws by majority vote of the entire Board of Trustees at any regular or special meeting of the Board of Trustees, provided a copy of the proposed amendment or action to rescind is submitted in writing to each Trustee at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken.

ARTICLE XIII - AMENDMENTS

These Articles of Incorporation may be amended or added to by majority vote of the entire Board of Trustees at any regular or special meeting of the Board of Trustees; provided, that written notice of the proposed amendment or addition shall have been given to every Trustee at least 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. Notwithstanding the foregoing provisions of this Article XIII any such amendment of or addition to either of Articles I, II, or III, or the initial paragraph or any of paragraphs (a) (b) (c) (d) (e) or (f) of Article IV, or Article V, or either of Sections 3 or 4 of Article VI, or any of Articles VIII, XI or XIII, of these Articles of Incorporation, shall be submitted by the Board of Trustees to the Executive Board of the Miami Baptist Association before becoming effective and shall not become effective if disapproved by either that Executive Board or that Association within 30 days after such submission.

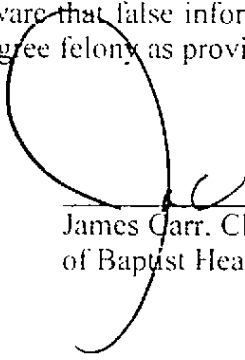
2022 AUG - 8 AM 9:58

CERTIFICATE

These Amended and Restated Articles were duly adopted by the Board of Trustees of Baptist Health South Florida, Inc. on July 26, 2022. The members of the Board of Trustees of Baptist Health South Florida, Inc. are the Members of Baptist Health South Florida, Inc. and the number of votes cast by the Members and the Trustees for the Amendments was sufficient for approval. The Amendments included in the Amended and Restated Articles of Incorporation have been adopted pursuant to Chapter 617, Florida Statutes and there is no discrepancy between the Articles of Incorporation as previously filed and amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the Amendments adopted pursuant to Chapter 617, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Chairperson of the Board of Trustees of Baptist Health South Florida, Inc. has executed the Amended and Restated Articles of Incorporation as of July 26, 2022, for the purpose of amending and restating the Articles of Incorporation of the Corporation. The undersigned certifies that no actions have been taken since the vote to modify or rescind the adoption of the Amended and Restated Articles as provided herein and that said adoption remains in full force and effect.

The undersigned submits these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. I am 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.



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

2022 AUG -8 AM 9:58

FILED