

N92000000038

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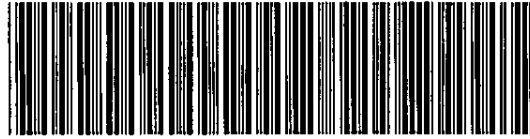
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COVER LETTER

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TALLAHASSEE, FLORIDA

To: Amendment Section
Division of Corporations

Name of Corporation: Morton Plant Mease Primary Care, Inc.

Document Number: N92000000038

The enclosed Amended and Restated Articles of Incorporation and \$35.00 filing fee are submitted for filing.

We are resubmitting these Amended and Restated Articles of Incorporation after correcting certain elements of our initial filing, which was received by the Division of Corporations on January 29, 2015. Since this is a resubmission, would you please make the effective date of this filing February 2, 2015, as allowed under Section 617.0123(3), Florida Statutes? We very much appreciate your assistance in this matter.

Please return all correspondence to the following:

Address: Legal Services Department
BayCare Health System, Inc.
2985 Drew Street
Clearwater, Florida 33759

E-Mail Address: legal.services@baycare.org

For further information concerning this matter, please call Jennifer Touse at (727) 519-1881.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
BAYCARE MEDICAL GROUP, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be BayCare Medical Group, Inc. ("**Corporation**").

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 300 South Park Place Boulevard, Suite 180, Clearwater, Florida 33759.

ARTICLE III

PURPOSES

Section 3.1 **Purposes**. The Corporation shall be organized as a not for profit corporation under the Florida Not For Profit Corporation Act ("**Act**"). The purposes for which the Corporation is formed are exclusively for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future U.S. Internal Revenue law ("**Code**"). In furtherance of these purposes, the Corporation may provide, establish, develop, sponsor, promote, and/or conduct health care related and other charitable activities as determined in the discretion of the Corporation's Member (as hereinafter defined).

Section 3.2 **Powers**. The Corporation shall have all of the corporate powers set forth in the Act; provided, however, that none of the powers granted to the Corporation shall be used in any manner whatsoever in contravention of the purposes for which the Corporation has been formed, as set forth in Section 3.1 (Purposes).

Section 3.3 **Prohibited Acts**. The Corporation shall operate exclusively for scientific, charitable, or educational purposes within the meaning of Section 501(c)(3) of the Code. In the course of the Corporation's operation:

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its individual members, directors, officers, or other 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 set forth herein.

B. 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 any candidate for public office except as authorized under the Code.

C. Notwithstanding any other provision in these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV

TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual.

ARTICLE V

MANNER OF ELECTION

Individuals shall be elected to the Corporation's Board of Directors ("**Board**") in the manner set forth in the Corporation's bylaws ("**Bylaws**").

ARTICLE VI

REGISTERED AGENT

The name of the registered agent of the Corporation is Scott A. Kizer, and the address of the registered agent of the Corporation is: BayCare Health System, Inc., Attention: Legal Services Department, 2985 Drew Street, Clearwater, Florida 33759.

ARTICLE VII

INCORPORATOR

The original incorporator of the Corporation was Patricia Perzel, and the address of the original incorporator of the Corporation was: Patricia Perzel, 2240 Belleair Road, Suite 215, Clearwater, Florida 34624.

ARTICLE VIII

MEMBER

BayCare Health System, Inc. shall be the sole member of the Corporation ("**Member**"). The rights of the Member shall be set forth in the Bylaws.

ARTICLE IX

DISSOLUTION

In the event of dissolution of the Corporation, then the Board, after paying or making provisions for the payment of all liabilities of the Corporation, shall distribute all of the assets of the Corporation to the Member or its successor, if and only if the Member or its successor shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. If Member or its successor is not in existence or does not qualify under this Article, then the Corporation shall distribute its assets to an organization that is organized and operated exclusively for charitable, educational, or scientific purposes and that at the time qualifies as an exempt organization under Section 501(c)(3) of the Code and Section 170(c)(2) of the Code, as determined by the Board. 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.

ARTICLE X

AMENDMENTS

These Amended and Restated Articles of Incorporation and the Bylaws may be amended, rescinded, or added to solely upon the approval of Member.

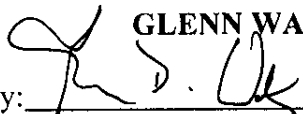
ARTICLE XI

EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall be effective as of February 2, 2015.

CERTIFICATE

These Amended and Restated Articles of Incorporation were duly adopted by the Member on November 25, 2014, and the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

By:  _____
GLENN WATERS