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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA HOSPITAL MEDICAL GROUP, INC.
(a Corporation Not For Profit)**

In accordance with Section 617.1007 of the *Florida Statutes*, Florida Hospital Medical Group, Inc., a Florida not for profit corporation, restates and amends its Articles of Incorporation filed on December 22, 1993, effective as of January 1, 1994, as amended by the Articles of Amendment filed August 15, 1994 and the Articles of Amendment filed on August 16, 2011 (collectively "Articles of Incorporation") and amends its Articles of Incorporation and certifies as follows:

1. Name. The name of the corporation restating its Articles of Incorporation is Florida Hospital Medical Group, Inc. ("Corporation").
2. Text of Restated Articles of Incorporation. The text of the Restated Articles of Incorporation is attached as Exhibit 1.
3. Certification. The Restated Articles of Incorporation contain amendments to the Articles of Incorporation requiring only the approval of the Membership of the Corporation as the Board of Directors of the Corporation is not entitled to vote on either a restatement of the Articles of Incorporation or amendments to the Articles of Incorporation.

The text of the amendments is as follows:

FIRST, the current provisions of Article II ("Duration") are deleted in their entirety and the following is inserted in their stead:

The Corporation commenced on January 1, 1994 and will exist perpetually.

SECOND, the current provisions of Article III ("Purposes") are deleted in their entirety and the following is inserted in their stead:

The Corporation shall be operated for such purposes as may be permitted for not for profit corporations that are organized under the Florida Not For Profit Corporation Act (the "Act"), including to support and continuously improve the delivery of efficient, high-quality and cost-effective health care services within the communities served by parts of the Central Florida Division, an administrative division of Adventist Health System Sunbelt Healthcare Corporation ("AHSSHC"); to provide practice management,

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electronic medical record systems, and billing and claims administration services for physician office practices and related medical clinics owned by the Corporation or an affiliate subsidiary organization of AHSSHC; to promote and enhance the mix and type of physicians and other health care professionals serving parts of the Central Florida Division of AHSSHC; to own, operate, recruit or establish physician practices, clinics, and other health care facilities; and to employ physicians and other health care professionals for the public's health and welfare. The Corporation may engage in any and all lawful activities incidental to the foregoing purposes. The Corporation shall also have all of the powers conferred upon not for profit corporations under the Act.

The Corporation is organized and operated as a not for profit public benefit corporation under the provisions of Sections 501(c)(3) and 509(a) of the Internal Revenue Code of 1986, as amended (the "Code"). The purposes for which this Corporation is formed are exclusively charitable, religious, educational and scientific within the meaning of Section 501(c)(3) of the Code or corresponding section of any future federal tax code. In furtherance of its charitable purposes, the Corporation shall operate to further the health ministry of the Seventh-day Adventist Church (the "Church").

THIRD, the current provisions of Article IV ("Member") are deleted in their entirety and the following is inserted in their stead:

The Corporation shall have one member. The sole member of the Corporation shall be Adventist Health System/Sunbelt, Inc., a Florida not for profit corporation, or its successor ("Member"). The qualifications and voting rights of the Member shall be as set forth in the Bylaws of the Corporation.

This Corporation shall be a subordinate organization of Adventist Health System/Sunbelt, Inc., which is a subordinate organization of AHSSHC, both of which are recognized as exempt organizations pursuant to Section 509(a) of the Code.

FOURTH, the current provisions of Article V ("Board of Directors") are deleted in their entirety and the following is inserted in their stead:

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall serve by appointment of the Member who shall have the right to elect, appoint or remove any member of the Board as more particularly described in the Bylaws of the Corporation.

The Member shall appoint a minimum of three (3) Directors, which appointees may include individuals holding the following positions:

- (a) Florida Hospital Central Region Chief Executive Officer or any successor position with similar duties;
- (b) Florida Hospital Central Region Chief Financial Officer or any successor position with similar duties; and

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(c) the Corporation's Chief Executive Officer or any successor position with similar duties.

Notwithstanding the above, in no event shall less than fifty-one percent (51%) of the Board be members of the Church.

FIFTH, the current provisions of Article VI ("Principal Office and Mailing Address") are deleted in their entirety and the following is inserted in their stead:

The street address and mailing address of the principal Office of the Corporation is 2600 Westhall Lane, Maitland, Orange County, Florida 32751.

SIXTH, the current provisions of Article VII ("Registered Office and Registered Agent") are revised in order to mirror information currently on file with the Division of Corporations-Florida Department of State:

The registered agent of the Corporation is Jeff Bromme. The street address of the registered office of the Corporation in the State of Florida is 900 Hope Way, Altamonte Springs, Florida 32714.

SEVENTH, the current provisions of Article VIII ("Earnings and Activities of the Corporation") are deleted in their entirety and the following is inserted in their stead:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, 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 set forth in Article III hereof.

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.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended (or the corresponding provision of any future federal tax code); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax code).

Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

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EIGHTH, the current provisions of Article IX ("Distribution of Assets") are deleted in their entirety and the following is inserted in their stead:

This Corporation is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to private individuals, and it is organized solely for nonprofit purposes. The property, assets, profits and net income of this Corporation are irrevocably dedicated to religious and charitable purposes, and no part of the profits and net income of this Corporation shall ever inure to the benefit of any director or officer or to the benefit of any private shareholder or individual. On the dissolution or winding up of this Corporation, its assets remaining after payment of, or provisions for payment of all debts and liabilities of this Corporation shall be distributed to the Member, provided that the Member remains a corporation organized and operated exclusively for religious and charitable purposes and is exempt from federal income taxes pursuant to Section 501(c)(3) of the Code, or in the event the Member shall no longer be in existence or shall not meet the foregoing conditions, such assets shall be distributed to AHSSHC which is organized and operated exclusively for religious and charitable purposes and has established its tax-exempt status under Section 501(c)(3) of the Code. In the event AHSSHC is not in existence or does not qualify for exemption under Section 501(c)(3) of the Code at the time of distribution of the assets of the Corporation, the assets of the Corporation will be turned over to one or more organizations which are exempt under Section 501(c)(3) of the Code or corresponding sections of any future federal tax code.

The foregoing amendments and the Restated Articles of Incorporation of the Corporation were duly adopted by the Membership at a meeting duly called and convened on February 23, 2017, at which a quorum was present, and at which not less than the required number of votes cast in favor were obtained. Only the Members have the authority to approve amendments to the Articles of Incorporation of the Corporation. The Board of Directors is not entitled to vote on either a restatement of the Articles of Incorporation or amendments to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Assistant Secretary of the Corporation has executed these Restated Articles of Incorporation this 14th day of September, 2017.

FLORIDA HOSPITAL MEDICAL
GROUP, INC.

By: 
Name: Lynn C. Addiscott
Title: Assistant Secretary

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EXHIBIT 1

ARTICLE I. NAME

The name of the corporation is Florida Hospital Medical Group, Inc. (the "Corporation").

ARTICLE II. DURATION

The Corporation commenced on January 1, 1994 and will exist perpetually.

ARTICLE III. PURPOSES

The Corporation shall be operated for such purposes as may be permitted for not for profit corporations that are organized under the Florida Not For Profit Corporation Act (the "Act"), including to support and continuously improve the delivery of efficient, high-quality and cost-effective health care services within the communities served by parts of the Central Florida Division, an administrative division of Adventist Health System Sunbelt Healthcare Corporation ("AHSSHC"); to provide practice management, electronic medical record systems, and billing and claims administration services for physician office practices and related medical clinics owned by the Corporation or an affiliate subsidiary organization of AHSSHC; to promote and enhance the mix and type of physicians and other health care professionals serving parts of the Central Florida Division of AHSSHC; to own, operate, recruit or establish physician practices, clinics, and other health care facilities; and to employ physicians and other health care professionals for the public's health and welfare. The Corporation may engage in any and all lawful activities incidental to the foregoing purposes. The Corporation shall also have all of the powers conferred upon not for profit corporations under the Act.

The Corporation is organized and operated as a not for profit public benefit corporation under the provisions of Sections 501(c)(3) and 509(a) of the Internal Revenue Code of 1986, as amended (the "Code"). The purposes for which this Corporation is formed are exclusively charitable, religious, educational and scientific within the meaning of Section 501(c)(3) of the Code or corresponding section of any future federal tax code. In furtherance of its charitable purposes, the Corporation shall operate to further the health ministry of the Seventh-day Adventist Church (the "Church").

ARTICLE IV. MEMBER

The Corporation shall have one member. The sole member of the Corporation shall be Adventist Health System/Sunbelt, Inc., a Florida not for profit corporation, or its successor ("Member"). The qualifications and voting rights of the Member shall be as set forth in the Bylaws of the Corporation.

This Corporation shall be a subordinate organization of Adventist Health System/Sunbelt, Inc., which is a subordinate organization of AHSSHC, both of which are recognized as exempt organizations pursuant to Section 509(a) of the Code.

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ARTICLE V. BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall serve by appointment of the Member who shall have the right to elect, appoint or remove any member of the Board as more particularly described in the Bylaws of the Corporation.

The Member shall appoint a minimum of three (3) Directors, which appointees may include individuals holding the following positions:

- (d) Florida Hospital Central Region Chief Executive Officer or any successor position with similar duties;
- (e) Florida Hospital Central Region Chief Financial Officer or any successor position with similar duties; and
- (f) the Corporation's Chief Executive Officer or any successor position with similar duties.

Notwithstanding the above, in no event shall less than fifty-one percent (51%) of the Board be members of the Church.

ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the principal Office of the Corporation is 2600 Westhall Lane, Maitland, Orange County, Florida 32751.

ARTICLE VII. REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of the Corporation is Jeff Bromme. The street address of the registered office of the Corporation in the State of Florida is 900 Hope Way, Altamonte Springs, Florida 32714.

ARTICLE VIII. EARNINGS AND ACTIVITIES OF THE CORPORATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, 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 set forth in Article III hereof.

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.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended (or the corresponding provision of any

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future federal tax code); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax code).

Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IX. DISTRIBUTION OF ASSETS

This Corporation is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to private individuals, and it is organized solely for nonprofit purposes. The property, assets, profits and net income of this Corporation are irrevocably dedicated to religious and charitable purposes, and no part of the profits and net income of this Corporation shall ever inure to the benefit of any director or officer or to the benefit of any private shareholder or individual. On the dissolution or winding up of this Corporation, its assets remaining after payment of, or provisions for payment of all debts and liabilities of this Corporation shall be distributed to the Member, provided that the Member remains a corporation organized and operated exclusively for religious and charitable purposes and is exempt from federal income taxes pursuant to Section 501(c)(3) of the Code, or in the event the Member shall no longer be in existence or shall not meet the foregoing conditions, such assets shall be distributed to AHSSHC which is organized and operated exclusively for religious and charitable purposes and has established its tax-exempt status under Section 501(c)(3) of the Code. In the event AHSSHC is not in existence or does not qualify for exemption under Section 501(c)(3) of the Code at the time of distribution of the assets of the Corporation, the assets of the Corporation will be turned over to one or more organizations which are exempt under Section 501(c)(3) of the Code or corresponding sections of any future federal tax code.

ARTICLE X. AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote unless a greater number is required by the Bylaws.

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