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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HEALTHPOINT MEDICAL GROUP, INC.**

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the member and the trustees of HealthPoint Medical Group, Inc. (the "Corporation"), consented to and adopted these Amended and Restated Articles of Incorporation of the Corporation which Articles of Incorporation were originally filed on May 23, 1994.

**ARTICLE I**

**DEFINITIONS**

For the purposes of these 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, as the same may be amended from time to time.
2. 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, unless, from their context or use, such terms clearly have different meanings.
3. The term "Bylaws" means the Bylaws of the Corporation, as the same may be amended or restated from time to time.
4. The term "Corporation" means HealthPoint Medical Group, Inc., a Florida not for profit corporation, unless, from its context or use, it clearly has a different meaning.
5. The term "Member" means St. Joseph's Health Care Center, Inc. in its capacity as corporate member of the Corporation.

**ARTICLE II**

**NAME**

The name of the not-for-profit corporation is Healthpoint Medical Group, Inc. (the "Corporation").

**ARTICLE III**

**PURPOSES**

The purposes of the Corporation shall be as follows:

- a. To facilitate the physician affiliation initiatives of St. Joseph's Health Care Center, Inc., a Florida not-for-profit corporation, d/b/a St. Joseph's St. Anthony's Health System and to improve quality medical services and patient access to a comprehensive health care system;
- b. To engage in efforts to expand the availability of primary care services in the community;
- c. To bring improved medical care to the community and enhance the availability of physician and non-physician health services by participating in training programs;
- d. To provide community education activities open to all members of the public, to promote knowledge and consciousness regarding preventative medicine and other significant health-related matters;
- e. To develop and implement quality assurance programs designed to enhance the quality of medical services available to the community;
- f. To participate in the Medicare and Medicaid programs in a nondiscriminatory manner;
- g. To render medical treatment to the extent of its financial ability to persons in immediate need of care without regard to the ability of such persons to pay;
- h. To perform, foster and support acts of Christian charity among the sick and ailing and provide resources for the restoration of health and the prevention of disease;
- i. To promote education and establish educational programs for patients, staff and other groups;
- j. To cooperate with other health care systems, health planning agencies, governmental agencies and other health and welfare organizations;
- k. To promote the health and welfare of the community served and humankind through scientific research, education and treatment;
- l. To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, person or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in the furtherance of the mission and purposes of this Corporation in conformity with the reservation of powers in the Bylaws;
- m. To promote, support and conduct any or all charitable, scientific or educational activities qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and regulations promulgated pursuant thereto.
- n. To make gifts, grants or donations to other exempt charitable organizations;

o. To further promote and support the benevolent, charitable, scientific, religious and educational activities of Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church ("Catholic Health Ministries"), or of any public charitable corporation carrying on the works, originally founded by, or supported by Catholic Health Ministries or the Corporation, provided that any of such organizations respectively qualify as exempt organizations under section 501(c)(3) of the Code;

p. To support the advancement of efforts of St. Joseph's Health Care Center, Inc., a Florida not-for-profit corporation, and to provide comprehensive, cost-effective health care through primary care physicians;

q. To increase community access to quality medical care by encouraging and aiding in the establishment of effective and alternative health care delivery systems; and

r. To engage in such procedures as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes including engaging generally in any business which may be lawfully carried on by a corporation formed under the Florida Not For Profit Corporation Act.

#### **ARTICLE IV**

##### **POWERS**

Except as limited by these Amended and Restated Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its mission and purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

#### **ARTICLE V**

##### **LIMITATIONS ON ACTIVITIES**

**Section 1.** The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, Trustee or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with one or more of its purposes), and no member, Trustee or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not-for-profit corporation described in Section 501(c)(3) of the Code and specified in Article XIII below. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 2. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not conduct or carry on any activities, not permitted to be conducted or carried on by an organization exempt from taxation under Section 503(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE VI

##### TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VII

##### MEMBERSHIP

The Member of the Corporation shall be St. Joseph's Health Care Center, Inc. The Member and the Corporation both participate in the health care system of CHE Trinity, Inc., an Indiana nonprofit corporation ("CHE Trinity Health"). The Member shall have such rights and powers as are specified in these Articles of Incorporation, in the Bylaws of the Corporation, and in the Act, as the same may be amended from time to time. In furtherance of the foregoing, the Member reserves to itself in its capacity as the corporate member of the Corporation the following two categories of actions: Class I Member reserved rights and Class II Member reserved rights.

a. Class I Member Reserved Rights:

1. Addition, deletion or reconfiguration of services of the Corporation.
2. Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.
3. Exclusive authority to enter into managed care contracts on behalf of the Corporation.
4. Approval of contracts on behalf of the Corporation (but the Member may establish policies from time to time providing that only specific types of contracts or contracts involving obligations in excess of specified levels need to be approved by the Member).
5. Authority to establish fees and charges on behalf of the Corporation.
6. Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.
7. Establishment of employment and other policies applicable to all personnel employed by the Corporation.

8. Approval of the philosophy, mission statement and purposes of the Corporation.
9. Approval of changes in these Articles of Incorporation or in the Bylaws of the Corporation.
10. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.
11. Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Member.
12. Approval of the establishment of additional affiliates or subsidiaries of the Corporation.
13. Adoption of strategic plans or major changes in programs or services of the Corporation.
14. Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Member.

b. Class II Member Reserved Rights:

1. Approval of the philosophy, mission statement and purposes of the Corporation.
2. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form causing a fundamental reorganization of the Corporation.
3. Approval of any sale, long term lease, mortgage, encumbrance or disposition of property of the Corporation constituting an "alienation" under principles of canon law.
4. Approval of matters relating to the implementation of and compliance with the Ethical and Religious Directives for Catholic Health Care Services, as the same may be revised from time to time.
5. Approval of substantive changes in these Articles of Incorporation and the Bylaws of the Corporation (provided that prior notice of any change in these Articles of Incorporation of the Corporation or the Bylaws of the Corporation shall be provided to CHE Trinity Health, its successors and assigns and, if such change, as a result of CHE Trinity Health being a Catholic entity, must be approved by the members of CHE Trinity Health, such change, regardless of whether it is substantive as a matter of civil law, shall be subject to the approval of CHE Trinity Health).

6. Subject to Section B.3 above, with regard to any assets of the Corporation no longer required in the operations of the Corporation, approval of any sale or other disposition of any assets not in the ordinary course which have a value in excess of \$3 million, and with regard to all other assets of the Corporation used in the operations of the Corporation, approval of any sale or other disposition of such assets not in the ordinary course (but the foregoing is not intended to limit any transfer of the location of the assets from the Corporation to another entity in connection with a duly authorized reconfiguration of services).

7. The determination of the distribution of assets upon dissolution or liquidation of the Corporation.

#### **ARTICLE VIII**

##### **BOARD OF TRUSTEES**

Subject to the rights reserved to the Member below, the business and affairs of the Corporation will be managed by or under the direction of the Corporation's Board of Trustees. Except as otherwise provided in these Articles of Incorporation, 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 IX**

##### **OFFICERS**

a. The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers, and agents including without limitation, one or more Senior, Assistant or other Vice-Presidents, an Assistant Secretary and an Assistant Treasurer.

b. The officers shall be elected and removed and shall hold office as provided in the Bylaws.

c. The officers shall have such powers and responsibilities as provided in the Bylaws.

#### **ARTICLE X**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

a. The street address of the registered office of the Corporation is Attention: Legal Services Department, 2985 Drew Street, Clearwater, FL 33759.

b. The name of the registered agent of the Corporation located at the address of the registered office is Scott A. Kizer.

#### **ARTICLE XI**

##### **MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address and the address of the principal office of the Corporation is 300 South Park Place Boulevard, Suite 180, Clearwater, FL 33759.

#### **ARTICLE XII**

##### **BYLAWS**

These Articles of Incorporation and the Bylaws of the Corporation may be amended as provided in the Bylaws of the Corporation.

#### **ARTICLE XIII**

##### **CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted (i) in a manner consistent with the Ethical and Religious Directives for Catholic Health Services as promulgated by the United States Conference of Catholic Bishops, and in accord with the Mission and Identity Statement of the Limited Member as stated in its Bylaws and (ii) in accordance with the provisions of these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation.

#### **ARTICLE XIV**

##### **DISSOLUTION**

Upon the dissolution of the Corporation, whether same be de jure or de facto, in whole or in part, the Corporation's Board of Trustees shall adopt a resolution recommending a plan of distribution and directing its submission to a vote at a meeting of members of CHE Trinity Health entitled to vote thereon. Written notice setting forth the proposed plan of distribution or a summary thereof must be given to each CHE Trinity Health Member entitled to vote. Such plan of distribution shall be adopted upon receiving at least a majority of the votes which the CHE Trinity Health Members present at such meeting or represented by proxy are entitled to cast. The plan of distribution shall provide that all of the assets of the Corporation not disposed of in discharging the Corporation's liabilities or otherwise distributed in accordance with applicable legal requirements shall be distributed to St. Joseph's Health Care Center, Inc., a Florida not-for-profit corporation, if it is then exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. In the event St. Joseph's Health Care Center, Inc. is not such an exempt organization at the time of distribution, the assets of the Corporation are required to be distributed to such organization or organizations determined by



majority vote of CHE Trinity Health Members then serving in office, provided, however, that such organization or organizations must at the time of distribution, be exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. If a majority of the CHE Trinity Health Members then in office cannot or do not determine the organization or organizations to receive the distribution of assets, then the assets of the Corporation will be distributed to CHE Trinity Health if it is then exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. If CHE Trinity Health is not such an exempt organization at the time of distribution, then the assets of the Corporation will be distributed to Catholic Health Ministries, if it is then exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. If none of the foregoing organizations are so exempt, then the Corporation's assets shall be distributed to such organization or organizations, as the CHE Trinity Health Members shall determine, provided such organization or organizations are then exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

These Amended and Restated Articles of Incorporation were adopted by the Member of the Corporation on June 26, 2014, and the number of votes cast in favor of the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has executed these Amended and Restated Articles of Incorporation on this twenty-sixth day of June, 2014.

HEALTHPOINT MEDICAL GROUP, INC.

By:

  
Stephen Mason, Director

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process on behalf of HealthPoint Medical Group, Inc. (the "Corporation"), at the place designated in the Amended and Restated Articles of Incorporation of the Corporation, the undersigned hereby states that he is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Dated this twenty-sixth day of June, 2014.

By: Scott A. Kizer  
Name: Scott A. Kizer