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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 1 0721000000032

REFERENCE : 590142 136223A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : May 12, 1995

600001486196

ORDER TIME : 10:28 AM

ORDER NO. : 598142

CUSTOMER NO: 136223A

CUSTOMER: Gary W. Huston, Esq  
BEGGS & LANE

P. O. Box 12950

Pensacola, FL 32501

**RUSH WILL WAIT**

DOMESTIC FILING

NAME: BSH HEALTH SERVICES, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

T. BROWN MAY 12 1995

FILED  
95 MAY 12 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
BSH HEALTH SERVICES, INC.

FILED  
95 MAY 12 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby makes, subscribes, acknowledges, and files these Articles of Incorporation for a corporation not-for-profit pursuant to Chapter 617, Florida Statutes.

ARTICLE I. NAME AND LOCATION

The name of the corporation shall be BSH HEALTH SERVICES, INC. The street address of the initial principal office of this corporation is 5151 North Ninth Avenue, Pensacola, Florida, 32504. The initial registered office of this corporation is 3 West Garden Street, Suite 600, Pensacola, Florida, 32501, and the name of the initial registered agent of the corporation at that office is Gary W. Huston.

ARTICLE II. PURPOSES

The corporation is organized and shall be operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended. The corporation shall comply with the United States Internal Revenue laws which pertain to an organization that (i) is exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code or any other corresponding provision of any future United States Internal Revenue Law, and (ii) is not a private foundation as determined under Section 509 of the Internal Revenue Code or any corresponding provision of any future United States Internal Revenue Law. In furtherance of such purposes, the corporation may exercise the following powers:

(a) The corporation may erect, maintain and operate public not-for-profit clinics, hospitals, nursing homes, homes for the aged, diagnostic and treatment facilities, medical research and educational centers, and such other buildings, facilities, and centers as may be deemed appropriate and likely to contribute directly or indirectly to medical diagnosis, treatment and research and to serving the sick or injured, the disabled, the aged, or afflicted.

(b) The corporation shall be entitled to and be possessed of all the privileges, franchises, and powers under Chapter 617 of the Florida Statutes, as now existing or hereafter amended.

(c) The corporation may provide, on a not-for-profit basis, nursing home facilities and services for the accommodation of convalescent or other persons who are not acutely ill and not in need of hospital care, where no adequate housing exists for such groups, pursuant to any applicable federal housing laws as may exist from time to time.

(d) The corporation may buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and construct, maintain and operate improvements thereon necessary or incident to the provision of health services.

(e) The corporation may borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and secure the same by mortgage, pledge, or other lien on the corporation's property.

(f) The corporation may promote, by donation, loan, or otherwise, the interests of any not-for-profit and federally tax exempt organization, the purposes of which are not inconsistent with those of the corporation.

(g) The corporation is organized and in all events shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, in the course of which operation:

(i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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.

(ii) 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 Internal Revenue Code.

(iii) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### ARTICLE III. MEMBERS

The corporation shall have two members, namely BAPTIST HEALTH CARE CORPORATION, a Florida not-for-profit corporation, and SACRED HEART HOSPITAL OF PENSACOLA, a Florida not-for-profit corporation. The members shall have such rights and powers provided voting members from time to time by the Florida Not-For-Profit Corporation Act and such duties and responsibilities as are provided in the bylaws of the corporation. The qualifications for members and the manner of their admission shall be regulated by the bylaws of the corporation.

### ARTICLE IV. TERM

The corporation shall have perpetual existence, commencing at the time of filing these Articles of Incorporation by the Florida Department of State.

#### ARTICLE V. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

Gary W. Huston  
P. O. Box 12950  
Pensacola, FL 32576-2950

#### ARTICLE VI. OFFICERS

The affairs of the corporation are to be managed by the officers of the corporation, vis: a president, one or more vice presidents, a secretary, and a treasurer. Officers shall be elected annually by the Board of Directors. The members shall approve the appointment of the president before such officer takes office. The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

| <u>OFFICE</u>  | <u>NAME</u>      | <u>ADDRESS</u>                                      |
|----------------|------------------|---|
| President      | Richard Zeller   | 5151 North Ninth Avenue<br>Pensacola, Florida 32504 |
| Vice President | Robert Van Slyke | 1717 North E. Street<br>Pensacola, Florida 32501    |
| Secretary      | Adrian Remke     | 1717 North E. Street<br>Pensacola, Florida 32501    |
| Treasurer      | Adrian Remke     | 1717 North E. Street<br>Pensacola, Florida 32501    |

#### ARTICLE VII. DIRECTORS

The Board of Directors shall consist of not less than three (3) nor more than ten (10) persons, who shall be elected in accordance with the bylaws of the corporation. The initial Board

of Directors, which shall serve until new directors are elected, shall consist of six (6) persons, whose names and addresses are as follows:

Richard Zeiler  
5151 North Ninth Avenue  
Pensacola, Florida 32504

Mike Myers  
5151 North Ninth Avenue  
Pensacola, Florida 32504

Robert Van Slyke  
1717 North E. Street  
Pensacola, Florida 32501

Adrian Remke  
1717 North E. Street  
Pensacola, Florida 32501

Nora Bailey  
5151 North Ninth Avenue  
Pensacola, Florida 32504

Edward G. Ranelli  
1717 North E. Street  
Pensacola, Florida 32501

#### ARTICLE VIII. BYLAWS

The bylaws of the corporation may be made, altered or rescinded by the affirmative vote of two-thirds of the directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of such proposed action shall have been published in or with the notice of the meeting, and provided further that both members shall approve such action before it may become effective.

#### ARTICLE IX. AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by either member or one or more of the directors and shall be adopted by the affirmative vote of two-thirds of the directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of the proposed amendment(s) shall have been published in or with the notice of the meeting, and provided further that both members shall approve such amendment(s) before the same may become effective.

## ARTICLE X. DISSOLUTION

In the event of the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the corporation, shall dispose of all of the assets of the corporation to BAPTIST HEALTH CARE CORPORATION if then in existence and if qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and SACRED HEART HOSPITAL OF PENSACOLA if then in existence and if qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in equal shares or entirely to the remaining qualified corporation, otherwise in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes to benefit the inhabitants of the general area of Pensacola, Florida, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 organized or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hands  
this 11<sup>th</sup> day of May, 1995.

  
\_\_\_\_\_  
Gary W. Huston

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of May, 1995, by Gary W. Huston, who is personally known to me or who produced a Florida driver's license as identification, and who did not take an oath.



Suzanne L. Schmutz  
Suzanne L. Schmutz  
Notary Public, State of Florida at Large  
My Commission Expires: 8/31/98  
Commission Certificate No.: CC 404585

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted: That BSH HEALTH SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5151 North Ninth Avenue, Pensacola, Florida, 32504, has named Gary W. Huston as its agent to accept service of process at 3 West Garden Street, Pensacola, Florida, 32501.

BSH HEALTH SERVICES, INC.

By: Gary W. Huston  
Its: Incorporator



FILED  
95 MAY 12 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

### ACKNOWLEDGMENT

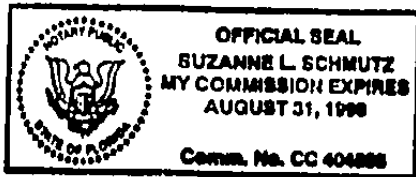
I having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Gary W. Huston

Gary W. Huston  
Registered Agent

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of May, 1995, by Gary W. Huston, who is personally known to me or who produced a Florida driver's license as identification, and who did not take an oath.



Suzanne L. Schmutz  
Suzanne L. Schmutz

Notary Public, State of Florida at Large  
My Commission Expires: 8/31/98  
Commission Certificate No.: CC404585

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
FAX

800-342-8086

N 95000002313



ACCOUNT NO. : 072100000032

REFERENCE : 156468 4805939

AUTHORIZATION : Patricia Pizutti

COST LIMIT : \$ 87.50

ORDER DATE : November 15, 1996

ORDER TIME : 9:49 AM

100002005771--6

ORDER NO. : 156468-005

CUSTOMER NO: 4805939

CUSTOMER: Gary W. Huston, Esq  
Beggs & Lane  
P. O. Box 12950

Pensacola, FL 32501

DOMESTIC AMENDMENT FILING

NAME: BSH HEALTH SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

Amendment

11-20-96

Dz

FILED  
96 NOV 15 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 NOV 15 AM 11:34  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 15, 1996

CSC NETWORKS  
DEBORAH SCHRODER  
TALLAHASSEE, FL

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: BSH HEALTH SERVICES, INC.  
Ref. Number: N95000002313

We have received your document for BSH HEALTH SERVICES, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

If there are **MEMBERS ENTITLED TO VOTE** on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are **NO MEMBERS OR MEMBERS ENTITLED TO VOTE** on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 296A00052269

RECEIVED  
96 NOV 19 PM 3:39  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
BSH HEALTH SERVICES, INC.

FILED  
96 NOV 15 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 617.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

1. Article II is hereby amended to read as follows:

ARTICLE II. PURPOSES

The corporation is organized and shall be operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended. The corporation shall comply with the United States Internal Revenue laws which pertain to an organization that (i) is exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code or any other corresponding provision of any future United States Internal Revenue Law, and (ii) is not a private foundation as determined under Section 509 of the Internal Revenue Code or any corresponding provision of any future United States Internal Revenue Law. In furtherance of such purposes, the corporation may exercise the following powers:

(a) The corporation may erect, maintain and operate public not-for-profit clinics, hospitals, nursing homes, homes for the aged, diagnostic and treatment facilities, medical research and educational centers, and such other buildings, facilities, and centers as may be deemed appropriate and likely to contribute directly or indirectly to medical diagnosis, treatment and research and to serving the sick or injured, the disabled, the aged, or afflicted.

(b) The corporation shall be entitled to and be possessed of all the privileges, franchises, and powers under Chapter 617 of the Florida Statutes, as now existing or hereafter amended.

(c) The corporation may provide, on a not-for-profit basis, nursing home facilities and services for the accommodation of convalescent or other persons who are not acutely ill and not in need of hospital care, where no adequate housing exists for such groups, pursuant to any applicable federal housing laws as may exist from time to time.

(d) The corporation may buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and construct, maintain and operate improvements thereon necessary or incident to the provision of health services.

(e) The corporation may borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and secure the same by mortgage, pledge, or other lien on the corporation's property.

(f) The corporation may promote, by donation, loan, or otherwise, the interests of any not-for-profit and federally tax exempt organization, the purposes of which are not inconsistent with those of the corporation.

(g) The corporation shall operate in accordance with the Ethical and Religious Directives for Catholic Health Facilities, approved by the National Conference of Catholic Bishops.

(h) The corporation is organized and in all events shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, in the course of which operation:

(i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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.

(ii) 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 Internal Revenue Code.

(iii) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

2. Article VII is hereby amended to read as follows:

#### ARTICLE VII. DIRECTORS

The Board of Directors shall consist of not less than four (4) nor more than ten (10) persons, who shall be elected in accordance with the bylaws of the corporation. Each member shall have an equal number of representatives on the Board of Directors. The initial Board of Directors, which shall serve until new directors are elected, shall consist of six (6) persons, whose names and addresses are as follows:

Richard Zeiler  
5151 North Ninth Avenue  
Pensacola, FL 32504

Mike Myers  
5151 North Ninth Avenue  
Pensacola, FL 32504

Robert Van Slyke  
1717 North E. Street  
Pensacola, FL 32501

Adrian Remke  
1717 North E. Street  
Pensacola, FL 32501

Nora Bailey  
5151 North Ninth Avenue  
Pensacola, FL 32504

Edward Ranelli  
1717 North E. Street  
Pensacola, FL 32501

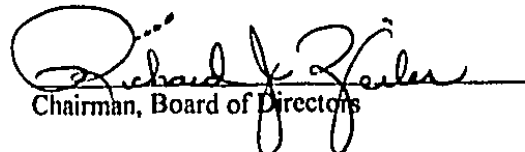
3. Article XI is hereby added to read as follows:

#### ARTICLE XI. REPRESENTATION

Any time the approval of a member of the corporation is required pursuant to these Articles of Incorporation, approval by all duly authorized representatives of such member who are on the board of directors of the corporation shall be deemed to constitute approval by such member for purposes of compliance with these Articles of Incorporation.

4. The foregoing Articles of Amendment were adopted as follows: by the Board of Directors on the 10th day of July, 1995; by Baptist Health Care Corporation on the 5th day of June, 1995 and by Sacred Heart Hospital of Pensacola on the 26th day of May, 1995. The number of votes cast for the amendment was sufficient for approval, the members entitled to vote are Baptist Health Care Corporation and Sacred Heart Hospital of Pensacola.

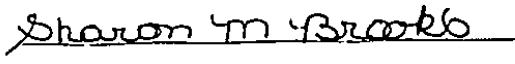
IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment, this 10th day of July, 1995

  
Chairman, Board of Directors

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 10th day of June, 1995 by Richard U. Zeiler, who is personally known to me or who produced a Florida driver's license as identification, and who did not take an oath.

SHARON M. BROOKS  
"Notary Public, State of FL"  
My Commission Expires Feb. 27, 1998  
CC342473

  
Notary Public, State of Florida at Large  
My Commission Expires: Feb. 27, 1998  
Commission Certificate No.: CC342473