



# N95000002513

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 687530 4340257

AUTHORIZATION : *Patricia J.*

COST LIMIT : \$ 52.50

ORDER DATE : May 5, 2000

ORDER TIME : 4:38 PM

ORDER NO. : 687530-035

CUSTOMER NO: 4340257

CUSTOMER: Kathleen Haggerty, Legal Asst.  
Smith, Hulsey & Busey  
225 Water St. / Ste. 1800  
First Union National Bank Twr.  
Jacksonville, FL 32202

*Amended &  
Restated  
Articles*  
8000003247518--0

DOMESTIC AMENDMENT FILING

NAME: BAPTIST/ST. VINCENT'S HEALTH  
SYSTEM, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2)  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JLZ

EXAMINER'S INITIALS:

RECEIVED  
MAY 10 PM 4:54  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*RR*  
5/12/00

\*02250, 00664, 00672



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 11, 2000

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: BAPTIST/ST. VINCENT'S HEALTH SYSTEM, INC.  
Ref. Number: N95000002513

**RESULT**  
Please give  
return date

We have received your document for BAPTIST/ST. VINCENT'S HEALTH SYSTEM, INC. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 700A00026547

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAY 12 AM 10:29

RECEIVED

*This is initial dir  
- need 2 cert copies*

**ARTICLES OF AMENDMENT AND RESTATEMENT OF  
THE ARTICLES OF INCORPORATION  
OF  
BAPTIST/ST. VINCENT'S HEALTH SYSTEM, INC.**

FILED  
00 MAY 10 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. The name of this Corporation is Baptist/St. Vincent's Health System, Inc.

B. Amendments to the Articles of Incorporation were adopted on May 1, 2000, by the Members of this Corporation pursuant to Sections 617.1001, 617.1002 and 617.1007, Florida Statutes (1999), to correct the reference in Article IV to St. Vincent's Medical Center, Inc. to properly reflect its name as St. Vincent's Medical Center, Incorporated, to amend Article VII of the Articles of Incorporation to change one of the Members of the Corporation and to amend Article X regarding Member approval of amendments, as follows:

**"ARTICLE VII  
MEMBERS**

The Corporation shall have two Members, Baptist Health System, Inc., a Florida not for profit corporation, and St. Vincent's Health System, Inc., a Florida not for profit corporation."

**"ARTICLE X  
AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS**

No amendments or alterations to these Articles of Incorporation or the Bylaws of the Corporation shall be valid or effective unless approved by each of the Members."

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The Members of this Corporation were entitled to vote on these amendments, and the number of votes cast for the amendments was sufficient for approval by the Members.

D. The Amended and Restated Articles of Incorporation, as set forth below, supersede the original Articles of Incorporation and all amendments to them.

E. The Members of this Corporation have approved the amendment and restatement of the Articles of Incorporation, as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BAPTIST/ST. VINCENT'S HEALTH SYSTEM, INC.**

**ARTICLE I  
NAME**

The name of this Corporation shall be: Baptist/St. Vincent's Health System, Inc.

**ARTICLE II  
INCORPORATORS**

- (1) The names of the incorporators are:

William C. Mason  
Everett M. Devaney

- (2) The incorporator's addresses are:

William C. Mason  
800 Prudential Drive  
Jacksonville, Florida 32207

Everett M. Devaney  
Suite 5747  
1801 Barrs Street  
Jacksonville, Florida 32204

- (3) The incorporators are at least eighteen years of age.
- (4) The incorporators are forming the corporation named in these Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act.

**ARTICLE III  
NO MEMBERSHIP CERTIFICATES**

The Corporation is a not for profit corporation under the general laws of the State of Florida. The Corporation shall not issue membership certificates.

## ARTICLE IV PURPOSES

The purposes for which this Corporation is organized are exclusively charitable, religious, scientific and educational 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), by supporting or benefiting or carrying out some or all of the purposes of Southern Baptist Hospital of Florida, Inc. (d/b/a Baptist Medical Center), St. Vincent's Medical Center, Incorporated, and other organizations that are controlled directly or indirectly by the Corporation and that are non-private foundations under Sections 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), and, in furtherance of these purposes, and consistent with the teachings of the Baptist faith and the Roman Catholic Church, the Corporation may:

(a) Implement, promote, develop encourage and assist acute care hospitals, ambulatory and auxiliary care facilities, physician office centers and other health care facilities, alternative delivery systems, managed care programs and other health care programs in order to provide for sick and disabled persons, including the needy and poor of every creed, nationality, religion and color.

(b) Subject to the powers reserved to the Members, as described herein, provide leadership to the Corporation and its system of organizations by planning, directing, and establishing policy related to the development and ultimate delivery of health care services by the Corporation's controlled subsidiaries on an integrated, non-duplicative, cost-effective basis.

(c) Provide overall planning and coordination of the delivery of health care services, facilities and programs including the implementation, development and improvement of managed care strategies in its controlled subsidiaries' respective service areas.

(d) Arrange and secure capital to provide for the operation and implementation of its facilities and programs.

(e) Otherwise operate exclusively for charitable, religious, scientific and 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 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 herein.

(ii) Subject to the provisions of the next two paragraphs, the Corporation shall have all powers granted a corporation not for profit under the laws of the State of Florida.

(iii) 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 except as authorized under the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

(iv) Notwithstanding any other provision of these Articles of Incorporation, 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 Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE V PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation within the State of Florida is:

1325 San Marco Boulevard  
Suite 902  
Jacksonville, FL 32207

#### **ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the Corporation's initial registered agent are:

Harvey Granger, Esq.  
Baptist/St. Vincent's Health System, Inc.  
1325 San Marco Boulevard, Suite 902  
Jacksonville, Florida 32207 .

## **ARTICLE VII MEMBERS**

The Corporation shall have two Members, Baptist Health System, Inc., a Florida not for profit corporation, and St. Vincent's Health System, Inc., a Florida not for profit corporation.

## **ARTICLE VIII DIRECTORS AND THEIR MANNER OF ELECTION**

(1) The initial Board of Directors of the Corporation shall consist of eighteen directors. The number of Directors may be changed in accordance with the Bylaws of the Corporation.

(2) The names of the persons who shall serve as the initial Directors of the Corporation until their successors are elected and qualify are:

J. Shepard Bryan  
A. Leland Burpee  
Edgar R. Cooper  
Everett M. Devaney  
T. O'Neal Douglas  
Sister Mary Carroll Eby  
Jack R. Groover, M.D.  
William K. Hatcher  
Sister Carol Keehan

Sister Irene Kraus  
William C. Mason  
Robert L. Rowe, Jr.  
Robert T. Shircliff  
James E. Small  
Joseph B. Stokes, Jr., M.D.  
William A. Watson  
Judson S. Whorton  
John H. Williams, Jr.

(3) The initial Bylaws of the Corporation shall be adopted by the initial Board of Directors.

(4) The Directors shall be elected in the manner provided in the Bylaws of the Corporation.

## **ARTICLE IX DISSOLUTION AND LIQUIDATION**

The Corporation may be dissolved or liquidated only upon the vote of a majority of the members of the Corporation. Upon the dissolution or liquidation of the Corporation, the Corporation's Board of Directors shall adopt a resolution recommending a plan of distribution and directing its submission to a vote by the Members of the Corporation. The Members shall be authorized and entitled to vote on a plan of distribution on behalf of the Corporation and to

determine the distribution of all assets of the Corporation not disposed of in discharging the Corporation's liabilities or otherwise distributed in accordance with applicable legal requirements. Such assets of the Corporation shall be distributed by the Members only to such organization or organizations that are organized and operated exclusively for charitable, religious, scientific or educational purposes and that at the time qualify as an exempt organization or organizations under 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). 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 organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

**ARTICLE X**  
**AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS**

No amendments or alterations to these Articles of Incorporation or the Bylaws of the Corporation shall be valid or effective unless approved by each of the Members.

IN WITNESS WHEREOF, Baptist/St. Vincent's Health System, Inc. has caused these Articles of Amendment and Restatement to the Articles of Incorporation to be signed in its name by its Chief Executive Officer this 1st day of May, 2000.

**BAPTIST/ST. VINCENT'S HEALTH SYSTEM, INC..**

By:   
John J. Maher, Chief Executive Officer