

Division of Corporations

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N96000004814

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : ADVENTIST HEALTH SYSTEM
Account Number : I20050000005
Phone : (407)975-1410
Fax Number : (407)975-1414

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
31 DEC -7 PM 1:18
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: Sarah.Sneath@ahss.org
407-975-1494

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FLORIDA MEMORIAL HEALTH NETWORK, INC.**

Certificate of Status	0
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*Restated
12/9/11*

COVER LETTER

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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Memorial Health Network, Inc.

DOCUMENT NUMBER: N96000004814

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sarah Sneath
(Name of Contact Person)

Adventist Health System
(Firm/ Company)

111 N. Orlando Avenue (until 12/19/11, then: 900 Hope Way)
(Address)

Winter Park, Florida 32789 (until 12/19/11, then: Altamonte Springs, FL 32714)
(City/ State and Zip Code)

Sarah.Sneath@ahss.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sarah Sneath at (407) 975-1494 (until 12/19/11)
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- ~~\$43.75 Filing Fee & Certificate of Status~~
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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December 6, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FLORIDA MEMORIAL HEALTH NETWORK, INC.
770 W. GRANADA BLVD.
SUITE 317
ORMOND BEACH, FL 32174

SUBJECT: FLORIDA MEMORIAL HEALTH NETWORK, INC.
REF: N96000004814

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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 (850) 245-6916.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H11000285396
Letter Number: 511A00027298

change



December 7, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FLORIDA MEMORIAL HEALTH NETWORK, INC.
770 W. GRANADA BLVD.
SUITE 317
ORMOND BEACH, FL 32174

SUBJECT: FLORIDA MEMORIAL HEALTH NETWORK, INC.
REF: N96000004814

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007.

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 (850) 245-6916.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H11000285396
Letter Number: 311A00027353

Document title changed to

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11 DEC -7 AM 8:01

TALLAHASSEE, FLORIDA



December 7, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FLORIDA MEMORIAL HEALTH NETWORK, INC.
770 W. GRANADA BLVD.
SUITE 317
ORMOND BEACH, FL 32174

SUBJECT: FLORIDA MEMORIAL HEALTH NETWORK, INC.
REF: N96000004814

Changed

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Please change the Florida Statute to read "617.1007" not "617.1006" on OUR form. The Florida Statute 1006 is for amending the articles, not Restating. The standard form for amending the articles was used. This form does not meet the requirements of Chapter 617.1007, however it can be changed and used as a vehicle to file Restated Articles when changed the proper way. If you should have any questions, please call before you resubmit.

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 (850) 245-6916.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H11000285396
Letter Number: 011A00027409

*RECEIVED
Sarah
407-913-1194
TALLAHASSEE, FLORIDA*

On the e-faxing method it says this form is used for Amendments, Restatement, and Correction of Articles. We changed per your request.

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Articles of Amendment *Restatement*
to
Articles of Incorporation
of

FLORIDA MEMORIAL HEALTH NETWORK, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N96000004814

(Document Number of Corporation (if known))

1007

Pursuant to the provisions of section 617.1606, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: David Seal

770 West Granada Boulevard, Suite 317

(Florida street address)

New Registered Office Address:

Ormond Beach, Florida 32174

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

David Seal
Signature of New Registered Agent, if changing

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FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.

(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1) <u>President</u>	<u>Debara H. Thomas</u>	<u>701 W. Plymouth Ave. Deland, FL 32720</u>
2) <u>Secretary</u>	<u>Diane Hermann</u>	<u>770 W. Granada Blvd. Suite 317 Ormond Beach, FL 32174</u>
3) <u>Treasurer</u>	<u>James Clay Presswood</u>	<u>770 W. Granada Blvd. Suite 101 Ormond Beach, FL 32174</u>
4) <u>Executive Director</u>	<u>David Seal</u>	<u>770 W. Granada Blvd. Suite 317 Ormond Beach, FL 32174</u>
5) _____	_____	_____
6) _____	_____	_____

If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1) <u>ST</u>	<u>Debbie Thomas</u>	4) _____	_____
2) _____	_____	5) _____	_____
3) _____	_____	6) _____	_____

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E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

The attached document represents the Restated and Amended Articles of Incorporation of Florida Memorial
Health Network, Inc. The Restated Articles of Incorporation restate the original provisions filed on September
17, 1996, omitting only matters of historical interest. As noted above, the Registered Agent has changed to
David Seal.

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The date of each amendment(s) adoption: December 2, 2011

Effective date if applicable: December 4, 2011
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 6, 2011

Signature On Attached Articles
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

See signed Articles
(Typed or printed name of person signing)

(Title of person signing)

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Restated Articles of Incorporation
of
Florida Memorial Health Network, Inc.
(A Corporation Not For Profit)

In accordance with Section 617.1007 of the *Florida Statutes*, Florida Memorial Health Network, Inc., a Florida not for profit corporation, restates its Articles of Incorporation filed on September 17, 1996, and certifies as follows:

1. **Name.** The name of the Corporation restating the Articles of Incorporation is Florida Memorial Health Network, Inc.
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 contains amendments to the original Articles of Incorporation requiring member approval.

The text of the amendments is as follows:

First, the address of the principal office of the Corporation is:

770 West Granada Boulevard, Suite 317, Ormond Beach, Florida 32174.

Second, the registered agent and the registered office address of the Corporation is:

David Seal

770 West Granada Boulevard, Suite 317, Ormond Beach, Florida 32174.

Third, the purposes for which the Corporation is formed is revised by deleting Paragraph "B" and inserting in lieu thereof:

To create and maintain a network of hospitals, physicians and ancillary providers to be available for access by self-insured employers, other insurance providers and insurance or HMO products offered by the network, and to increase patient/customer volumes for healthcare providers that participate in the network.

Fourth, a new paragraph is added to reflect that the Corporation shall be structured as a non-stock membership not for profit corporation:

The Corporation is incorporated as a non-stock membership not for profit corporation. The membership shall be comprised of one or more 501 (c) (3) not for profit hospitals located in either Flagler or Volusia Counties, Florida, and that are affiliated with Adventist Health System Sunbelt Healthcare Corporation, a Florida not for profit 501 (c) (3) corporation.

Members of the Corporation shall have such rights as set forth in the Bylaws.

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Fifth, a new paragraph regarding dissolution is added:

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the *Florida Statutes* for not for profit corporations. In the event of a dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual. The assets of the Corporation shall be distributed in the order set forth below:

- (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore from the assets of the Corporation; and
- (b) All remaining assets not applied to liabilities pursuant to (a) shall be distributed to the Members, each of which shall be a Florida not for profit corporation recognized by the Internal Revenue Service as a 501 (c) (3) organization, provided, however, if a Member ceases to be recognized as a 501 (c) (3) organization, then in said event said Member shall designate an affiliated not for profit corporation recognized by the Internal Revenue Services as a 501 (c) (3) organization to receive its portion of the assets.

The foregoing amendments and the Restated Articles of Incorporation of the Corporation were adopted by the Members of the Corporation on December 2, 2011. The number of votes cast for the amendments and for the adoption of the Restated Articles of Incorporation were sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of Florida Memorial Health Network, Inc., has executed these Articles of Restatement this 4th day of December, 2011.

Name: Deborah H. Thomas

Signature: Deborah H. Thomas
President

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Exhibit 1

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**Restated and Amended
Articles of Incorporation
of**

**Florida Memorial Health Network, Inc.
(A Corporation Not For Profit)**

The Restated Articles of Incorporation restate the original provisions of the Articles of Incorporation filed on September 17, 1996, omitting only matters of historical interest, as amended by the Articles of Restatement.

First, The name of the corporation is Florida Memorial Health Network, Inc. (the "Corporation").

Second, The address of the principal office of the Corporation is:
770 West Granada Boulevard, Suite 317, Ormond Beach, Florida 32174.

Third, The purpose of the Corporation is to engage in the following activities:

- A. To engage in any lawful act or activity for which corporations may be organized under the Florida Not-For-Profit Corporation Act.
- B. To create and maintain a network of hospitals, physicians and ancillary providers to be available for access by self-insured employers, other insurance providers and insurance or HMO products offered by the network, and to increase patient/customer volumes for healthcare providers that participate in the network.

Fourth, The method of electing and removing the members of the Corporation's Board of Directors is stated in the Bylaws. The Directors shall act until the expiration of their terms as set forth in the Bylaws, or until they are removed from office and/or their successors are duly elected as set forth in the Bylaws.

Fifth, The address of the Corporation's registered agent and the registered office address of the Corporation is:
David Seal
770 West Granada Boulevard, Suite 317, Ormond Beach, Florida 32174.

Sixth, the Corporation is incorporated as a non-stock membership not for profit corporation. The membership shall be comprised of one or more 501 (c) (3) not for profit hospitals located in either Flagler or Volusia Counties, Florida, and that are affiliated with Adventist Health System Sunbelt Healthcare Corporation, a Florida not for profit 501 (c) (3) corporation. Members of the Corporation shall have such rights as set forth in the Bylaws.

Seventh, the Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes for not for profit corporations. In the event of a

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dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual. The assets of the Corporation shall be distributed in the order set forth below:

- (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore from the assets of the Corporation; and
- (b) All remaining assets not applied to liabilities pursuant to (a) shall be distributed to the Members, each of which shall be a Florida not for profit corporation recognized by the Internal Revenue Service as a 501 (c) (3) organization, provided, however, if a Member ceases to be recognized as a 501 (c) (3) organization, then in said event said Member shall designate an affiliated not for profit corporation recognized by the Internal Revenue Service as a 501 (c) (3) organization to receive its portion of the assets.

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