

N 96000005804



ACCOUNT NO. : 072100000032
REFERENCE : 687530 4340257
AUTHORIZATION : Patricia Pizit
COST LIMIT : \$ 52.50

FILED
00 MAY 10 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 5, 2000

ORDER TIME : 4:37 PM

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ORDER NO. : 687530-020

CUSTOMER NO: 4340257

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

DOMESTIC AMENDMENT FILING

NAME: BAPTIST/ST. VINCENT'S
AMBULATORY SERVICES, 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

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

Amend + N.C.

G. COULLETTE MAY 11 2000

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

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

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

B. Amendments to the Articles of Incorporation were adopted on May 1, 2000, by the sole Member of this Corporation pursuant to Sections 617.1001, 617.1002 and 617.1007, Florida Statutes (1999), to amend the name of the corporation as stated in Article I, to change the Member of the Corporation as stated in Article IV and to amend the provisions for approval of amendments to the Bylaws and Articles of Incorporation of this Corporation stated in Articles IX and IX of the Articles of Incorporation, as follows:

**"ARTICLE I - NAME, PRINCIPAL OFFICE,
REGISTERED OFFICE AND
REGISTERED AGENT**

The name of this not-for-profit corporation is Baptist Health Ambulatory Services, Inc. (the "Corporation").

The principal office and mailing address of the Corporation is:

800 Prudential Drive
Jacksonville, Florida 32207

The registered office of the Corporation is:

1325 San Marco Boulevard, Suite 902
Jacksonville, Florida 32207

The registered agent of the Corporation is:

Harvey Granger
1325 San Marco Boulevard, Suite 902
Jacksonville, Florida 32207"

"ARTICLE IV - MEMBER

The sole member of the Corporation is Baptist Health System, Inc., a Florida not for profit corporation (the "Sole Member")."

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"ARTICLE VI - BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments to the Bylaws shall not become effective until ratified by the Member of this Corporation."

"ARTICLE IX - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments shall not become effective until ratified by the Member of this Corporation."

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

C. The sole Member of this Corporation was entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the Member.

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

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
BAPTIST HEALTH AMBULATORY SERVICES, INC.**

**ARTICLE I - NAME, PRINCIPAL OFFICE,
REGISTERED OFFICE AND
REGISTERED AGENT**

The name of this not-for-profit corporation is Baptist Health Ambulatory Services, Inc. (the "Corporation").

The principal office and mailing address of the Corporation is:

800 Prudential Drive
Jacksonville, Florida 32207

The registered office of the Corporation is:

1325 San Marco Boulevard, Suite 902
Jacksonville, Florida 32207

The registered agent of the Corporation is:

Harvey Granger
1325 San Marco Boulevard, Suite 902
Jacksonville, Florida 32207

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III - PURPOSES

The purposes for which the Corporation is organized are:

- (a) To exist and operate solely for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Code.
- (b) To establish, support, manage, and furnish facilities, personnel and services to provide diagnosis, medical, outpatient care, and other medically related services in religious institutions to sick, injured or disabled persons.
- (c) To carry on educational activities related to rendering care to the sick and injured or the promotion of health.
- (d) To own or lease, own or lease and operate, operate or manage any asset or facility or participate in any activity designed and carried on to promote the general health of persons.
- (e) To operate without regard to race, creed, sex, religion or national origin.
- (f) To carry out its functions such that no substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. This 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.

- (g) To have and exercise all powers of any corporation not for profit under the laws of the State of Florida, as in effect from time to time. No part of the assets, income, or profits of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except as provided herein and except to the extent permitted under Chapter 617, Florida Statutes.
- (h) To engage in any lawful business or activity not prohibited by these Articles of Incorporation.
- (i) Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and the regulations promulgated hereunder as they not exist or as they may hereafter be amended.

ARTICLE IV – MEMBER

The sole member of the Corporation is BaptistHealth System, Inc., a Florida not for profit corporation (the “Sole Member”).

ARTICLE V – BOARD OF DIRECTORS

The number of directors constituting the Board of Directors of this Corporation shall be between three (3) and eleven (11). The Directors shall be elected in the manner provided in the Bylaws of the Corporation.

ARTICLE VI – BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments to the Bylaws shall not become effective until ratified by the Member of this Corporation.

ARTICLE VII – INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the full extent permitted by Florida law.

ARTICLE VIII – DISSOLUTION


In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed pursuant to a plan of dissolution and distribution as recommended by the Directors then in office, and approved by the Sole Member. The plan of dissolution and distribution shall provide that all 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 such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue law) and that are created and operated for nonprofit purposes similar to those of the Corporation. 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 organizations, as such court shall determine, are organized and operated exclusively for such purposes.

ARTICLE IX – AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereafter provided by Florida law. However, amendments shall not become effective until ratified by the Member of this Corporation.

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

**BAPTIST/ST. VINCENT'S AMBULATORY
SERVICES, INC.**

By: 
A. Hugh Greene, President