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ADVENTIST
HEALTH SYSTEM

September 22, 2000

VIA FEDERAL EXPRESS

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Memorial Health Systems, Inc.
 memorial Hospital - Flagler, Inc.
 Memorial Hospital - West Volusia, Inc.
 Healthcare Partners of Memorial, Inc.

FILED
00 SEP 26 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

Enclosed, please find the Articles of Restatement for each of the corporations identified above, together with our check in the amount of \$175.00 (i.e., \$35.00 x 4 [filing fee] and \$8.75 x 4 [certified copy]) which we understand is the fee to file each document and to provide a certified copy of the filed document.

We would appreciate your returning the requested certified copies via Federal Express. An airbill has been enclosed for this purpose.

Should you have any questions, please give us a call.

Sincerely,



T. L. Trimble, Vice President
Legal Services

dmf

Enclosures (5)

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*Effective date
10/1/00
Restat*

T. LEWIS SEP 29 2000

ARTICLES OF RESTATEMENT
OF
HEALTHCARE PARTNERS OF MEMORIAL, INC.
(A Corporation Not For Profit)

FILED
00 SEP 25 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 617.1007 of the *Florida Statutes*, HealthCare Partners of Memorial, Inc., a Florida not for profit corporation, restates and amends its Amended and Restated Articles of Incorporation and certifies as follows:

1. *Name.* The name of the corporation restating its Amended and Restated Articles of Incorporation is HealthCare Partners of Memorial, 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 contain amendments to the Amended and Restated Articles of Incorporation requiring approval of the Board of Directors of Memorial Health Systems, Inc. There are no members entitled to vote.

The text of the amendments is as follows:

FIRST, the FIRST paragraph is renumbered Article I entitled "Name."

SECOND, the SECOND paragraph is renumbered Article II entitled "Principal Office," and is amended to read: The principal office address and the mailing address of the corporation is 770 W. Granada Boulevard, Suite 301, Ormond Beach, FL 32174.

THIRD, the THIRD paragraph is renumbered Article III entitled "Purposes" and is amended to read:

The purposes for which this corporation is formed are:

The corporation shall operate exclusively for such charitable and educational purposes as

will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws, governing the distributions to organizations qualified as tax-exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

The corporation is an integral part of the system of medical and educational organizations operated throughout the world in association with the Seventh-day Adventist Church and shall always operate its total activity consistent with and in furtherance of the goals, activities and policies of the Seventh-day Adventist Church. The purpose of this corporation is purely charitable, and none of its properties, real or personal, shall benefit any private shareholder or individual but shall ever be used for carrying into effect its primary purpose.

Except as limited by these Restated Articles of Incorporation, the corporation shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the Florida Not For Profit Corporation Act, provided, however, that such is not inconsistent with the corporation's exclusively charitable, scientific and educational purposes, or the requirements of Section 501(c)(3) and Section 509(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Law.

No substantial part of the activities of the corporation shall be to carry on propaganda, or otherwise attempt to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in, any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable Federal, state or

local laws or violate generally accepted ethical standards.

It is intended that the corporation shall have and continue to have the status of the corporation which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and these Restated Articles of Incorporation shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to a private individual, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make reasonable payments and distributions in furtherance of the purposes set forth herein.

Notwithstanding the above enumeration of objects and powers, the corporation shall not engage in activities, other than to an insubstantial extent, which in themselves are not in furtherance of the charitable, scientific or educational purposes or objects of this corporation as hereinabove specified or which in themselves are not in furtherance of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code.

FOURTH, the **FOURTH** paragraph is deleted in its entirety and a new Article IV, entitled "Membership," is added, which will read as follows:

Membership. The membership of the corporation shall be Memorial Health Systems, Inc.

Membership Meetings. The regular meetings of the membership of the corporation shall be held in accordance with the provisions of the Bylaws. Each member present at a membership meeting of the corporation shall be entitled to one vote. There shall be no proxy voting.

FIFTH, the FIFTH paragraph is deleted in its entirety and a new Article V, entitled "Corporate Existence," is added, which will read as follows:

The term for which this corporation is to exist shall be perpetual.

SIXTH, the SIXTH paragraph is deleted in its entirety and a new Article VI, entitled "Board of Directors," is added, which will read as follows:

Section 1. Board of Directors - Governance. This corporation shall be under the control and management of a Board of Directors. The number of directors of this corporation shall not be less than three (3). The number of directors may be increased or decreased from time to time, either by amendment of the Restated Articles of Incorporation of this corporation or by amendment of the Bylaws of this corporation.

Section 2. Election of Board Members. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws. A majority of the members of the Board of Directors shall be members of the Seventh-day Adventist Church.

SEVENTH, the SEVENTH paragraph is deleted in its entirety and a new Article VII, entitled "Officers," is added, which will read as follows:

Section 1. Categories of Officers. The corporation shall have three (3) categories of officers: (a) board officers, (b) corporate officers, and (c) administrative officers.

(a) Board Officers. Board officers shall include a chairman of the Board of Directors, one (1) or more vice chairmen and a secretary.

(b) Corporate Officers. Corporate officers shall include a president, one (1) or more vice presidents, a secretary, a treasurer and one (1) or more assistant secretaries.

(c) Administrative Officers. Administrative officers may include a chief executive officer, one (1) or more executive vice presidents, one (1) or more senior vice presidents and one (1) or more vice presidents.

Section 2. **Election of Officers.** The officers shall be elected as provided in the Bylaws.

EIGHTH, the **EIGHTH** paragraph is deleted in its entirety and a new Article VIII, entitled "Bylaws," is added, which will read as follows:

The Bylaws of the corporation are to be made, altered or rescinded by the membership present at any regular meeting or special meeting called for that purpose or by a mail ballot to the membership, which ballot must be approved by a majority vote as provided in the Bylaws.

NINTH, the **NINTH** paragraph is deleted in its entirety and a new Article IX, entitled "Amendments," is added which will read as follows:

These Restated Articles of Incorporation may be amended either at a regular or special meeting of the membership called for the purpose, by a majority vote of the members present or by mail ballot to the members, which ballot must be approved by a majority vote as provided in the Bylaws.

TENTH, a new Article X, entitled "Adoption," is added, which shall read as follows:

The Restated Articles of Incorporation shall be effective at 12:00:01 A.M. on October 1, 2000.

ELEVENTH, a new Article XI, entitled "Dissolution," is added which shall read as follows:

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to its members and it is organized solely for nonprofit purposes. The property, assets, profits or net income of this corporation are irrevocably dedicated to charitable, scientific and educational purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation shall be distributed to Memorial Health Systems, Inc., if still in existence and qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and if not still in existence and qualifying as tax exempt, then to Adventist Health System/Sunbelt, Inc., provided, it is still in existence and qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

TWELFTH, a new Article XII, entitled "Registered Agent," is added, which will read as follows:

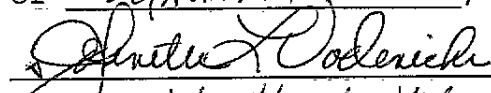
The name and address of the Registered Agent of this corporation is T. L. Trimble, 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.

THIRTEENTH, a new Article XIII, entitled "Registered Office," is added, which will read as follows:

The registered office of this corporation is 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.

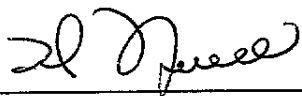
The foregoing amendments and the Restated Articles of Incorporation of the corporation were adopted by the Board of Directors on September 21, 2000, as no members were entitled to vote. The number of votes cast for the amendments and for the Restated Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Secretary of HealthCare Partners of Memorial, Inc. has executed these Articles of Restatement this 21 day of September, 2000.


Name: Johnette L. Vodenicher
As Its: Secretary

Acceptance of Appointment of Registered Agent

In accordance with the requirements of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned hereby acknowledges and accepts the appointment as registered agent for service of process for HealthCare Partners of Memorial, Inc. which shall become effective at 12:00:01 A.M. on October 1, 2000.


T. L. Trimble, Registered Agent
Date: 9/20/00

RESTATED
ARTICLES OF INCORPORATION
OF
HEALTHCARE PARTNERS OF MEMORIAL, INC.
(A Corporation Not For Profit)

These Restated Articles of Incorporation restate and amend the original provisions of the Amended and Restated Articles of Incorporation of HealthCare Partners of Memorial, Inc., filed on May 12, 1998.

ARTICLE I
NAME

The name of this corporation shall be HealthCare Partners of Memorial, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal office address and mailing address of the corporation is 770 Granada Boulevard, Suite 301, Ormond Beach, Florida 32174.

ARTICLE III
PURPOSES

The purposes for which this corporation is formed are:

The corporation shall operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws, governing the distributions to organizations qualified as tax-exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

The corporation is an integral part of the system of medical and educational organizations operated throughout the world in association with the Seventh-day Adventist Church and shall always operate its total activity consistent with and in furtherance of the goals, activities and policies of the Seventh-day Adventist Church. The purpose of this corporation is purely charitable, and none of its properties, real or personal, shall benefit any private shareholder or individual but shall ever be used for carrying into effect its primary purpose.

Except as limited by these Restated Articles of Incorporation, the corporation shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the Florida Not For Profit Corporation Act, provided, however, that such is not inconsistent with the corporation's exclusively charitable, scientific and educational purposes, or the requirements of Section 501(c)(3) and Section 509(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Law.

No substantial part of the activities of the corporation shall be to carry on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in, any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws or violate generally accepted ethical standards.

It is intended that the corporation shall have and continue to have the status of a corporation which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and these Restated Articles of Incorporation shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to a private individual, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make reasonable

payments and distributions in furtherance of the purposes set forth herein.

Notwithstanding the above enumeration of objects and powers, the corporation shall not engage in activities, other than to an insubstantial extent, which in themselves are not in furtherance of the charitable, scientific or educational purposes or objects of this corporation as hereinabove specified or which in themselves are not in furtherance of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV MEMBERSHIP

Section 1. **Membership.** The membership of the corporation shall be Memorial Health Systems, Inc.

Section 2. **Membership Meetings.** The regular meetings of the membership of the corporation shall be held according to the provisions of the Bylaws. Each member present at a membership meeting of the corporation shall be entitled to one vote. There shall be no proxy voting.

ARTICLE V CORPORATE EXISTENCE

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI BOARD OF DIRECTORS

Section 1. **Board of Directors-Governance.** This corporation shall be under the control and management of a Board of Directors. The number of directors of this corporation shall not be less than three (3). The number of directors may be increased or decreased from time to time, either by amendment of the Restated Articles of Incorporation of this corporation or by amendment of the Bylaws of this corporation.

Section 2. **Election of Board Members.** Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws. A majority of the members of the Board of Directors shall be members of the Seventh-day Adventist Church.

ARTICLE VII OFFICERS

Section 1. **Categories of Officers.** The corporation shall have three (3) categories of officers: (a) board officers, (b) corporate officers, and (c) administrative officers.

(a) **Board Officers.** Board officers shall include a chairman of the Board of Directors, one (1) or more vice chairmen and a secretary.

(b) **Corporate Officers.** Corporate officers shall include a president, one (1) or more vice presidents, a secretary, a treasurer and one (1) or more assistant secretaries.

(c) **Administrative Officers.** Administrative officers may include a chief executive officer, one (1) or more executive vice presidents, one (1) or more senior vice presidents and one (1) or more vice presidents.

Section 2. **Election of Officers.** The officers shall be elected as provided in the Bylaws.

ARTICLE VIII BYLAWS

The Bylaws of the corporation are to be made, altered or rescinded by the membership present at any regular meeting or special meeting called for that purpose or by a mail ballot to the membership, which ballot must be approved by a majority vote as provided in the Bylaws.

**ARTICLE IX
AMENDMENTS**

These Restated Articles of Incorporation may be amended either at a regular or special meeting of the membership called for the purpose, by a majority vote of the members present or by mail ballot to the members, which ballot must be approved by a majority vote as provided in the Bylaws.

**ARTICLE X
ADOPTION**

The Restated Articles of Incorporation shall be effective at 12:00:01 A.M. on October 1, 2000.

**ARTICLE XI
DISSOLUTION**

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to its members and it is organized solely for nonprofit purposes. The property, assets, profits or net income of this corporation are irrevocably dedicated to charitable, scientific and educational purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation shall be distributed to Memorial Health Systems, Inc., if still in existence and qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and if not still in existence and qualifying as tax exempt, then to Adventist Health System/Sunbelt, Inc., provided, it is still in existence and qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XII
REGISTERED AGENT

The name and address of the Registered Agent of this corporation is T. L. Trimble, 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.

ARTICLE XIII
REGISTERED OFFICE

The registered office of this corporation is 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.

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