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12 DEC 10 PM 3:26
FBI - NEW YORK

Restated
Art.

12/14/12



Via Federal Express

December 7, 2012

Secretary of State
Corporations Division
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Florida Hospital Zephyrhills, Inc.
Articles of Restatement

Dear Sir/Madam:

Enclosed please find Articles of Restatement together with our check in the amount of \$43.75 which we understand is the fee to record the enclosed document and to return a certified copy to our attention.

The document has a delayed effective date of January 1, 2013.

If at all possible, we would appreciate your returning the requested certified copy via Federal Express, an airbill of which is enclosed for this purpose.

Should you have any questions, please give us a call at 407-357-2304.

Sincerely,

A handwritten signature in black ink, appearing to read "TL Trimble", written over a horizontal line.

TL Trimble, Esquire, Vice President and Regional CLO
Appalachia and Georgia Regions
Legal Services

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TLT/dt

Enclosures

Extending the Healing Ministry of Christ

900 Hope Way | Altamonte Springs, Florida 32714 | 407-357-1000

ARTICLES OF RESTATEMENT
OF
FLORIDA HOSPITAL ZEPHYRHILLS, INC.
(A Corporation Not For Profit)

FILED
12 DEC 10 PM 3:26
CLERK OF DISTRICT COURT
JAN 1 2013

EFFECTIVE DATE
1-1-13

In accordance with Section 617.1007 of the Florida Statutes, Florida Hospital Zephyrhills, Inc., a Florida not for profit corporation, restates and amends its Articles of Incorporation and certifies as follows:

1. Name. The name of the corporation amending and restating its Articles of Incorporation is Florida Hospital Zephyrhills, 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 Articles of Incorporation requiring member approval, and the member unanimously approved the amendments at a duly called meeting on December 6, 2012.
4. Effective Date of Restatement. The Restated Articles of Incorporation shall take effect as of January 1, 2013 at 12:00:01 A.M., EST.

The text of the amendments is as follows:

FIRST, Article V of the Articles of Incorporation entitled "ELECTION OF DIRECTORS," as amended, will read as follows:

ARTICLE V
ELECTION OF DIRECTORS

The Board of Directors of the Corporation, who shall include at least one (1) representative from the medical staff of Florida Hospital Zephyrhills shall be appointed by the Member. This Corporation may have two (2) classes of Directors, voting and non-voting ("Honorary Directors").

Second, Article VIII entitled "AFFILIATION WITH PASCO-PINELLAS HILLSBOROUGH COMMUNITY HEALTH SYSTEM, INC." is deleted in its entirety.

IN WITNESS WHEREOF, the undersigned Assistant Secretary of
FLORIDA HOSPITAL ZEPHYRHILLS, INC. has executed these Articles
of Restatement this 7 day of December, 2012.
Florida Hospital Zephyrhills, Inc.

Name: 

As Its: Assistant Secretary

EXHIBIT 1

RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA HOSPITAL ZEPHYRHILLS, INC.
(A Not-For-Profit Corporation)

The Restated Articles of Incorporation restate the original provisions of the Articles of Incorporation of Florida Hospital Zephyrhills, Inc. (the "Corporation") filed on November 12, 1998, as amended on November 28, 2005, and as further amended and restated in the Articles of Restatement filed on October 30, 2007 and in December of 2012 (effective January 1, 2013).

Article I
Name

The name of the Corporation shall be: "Florida Hospital Zephyrhills, Inc."

Article II
Address

The principal place of business and mailing address of the Corporation shall be: 7050 Gall Boulevard, Zephyrhills, Florida 33541.

Article III
Purposes

The Corporation is organized to operate for exclusively charitable, educational, scientific and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or any corresponding provision of any future United States Internal Revenue Law (the "Code"). The Corporation was organized, and at all times shall be operated to serve the health care needs and interests of the general public, in such ways as the Member and the Board of Directors of the Corporation shall determine. In furtherance of these purposes, the Corporation shall have full power and authority to:

- (a) provide and to support the provision of hospital or medical care and services and to carry out, directly or indirectly, related health care functions;

- (b) lease, manage and operate Florida Hospital Zephyrhills and other hospitals, health care facilities, and related facilities;
- (c) employ physicians and other health care personnel;
- (d) promote the delivery of health care to the general public by providing services and resources to hospitals and other health care organizations and support and provide for medical education and research; and
- (e) perform all other acts necessary or incidental to the above and to do whatever is necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Member and the Board of Directors, to carry out any of the charitable, educational, scientific or religious purposes of the Corporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Code, within and subject to the limitations of Section 501(c)(3) of the Code.

All of the assets and the earnings of the Corporation shall be used exclusively for charitable, educational, scientific or religious purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

- (a) 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.
- (b) 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 (including the publication or distribution of statements), in any political campaign on behalf of, or in opposition to, any candidate for public office except as authorized by the Code.
- (c) Notwithstanding any other provisions contained

herein, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article IV Membership

The sole Member of the corporation shall be Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation. Adventist Health System/Sunbelt, Inc. shall have direct and approved reserved powers over the Corporation, in accordance with the bylaws of the Corporation.

Article V Election of Directors

The Board of Directors of the Corporation, who shall include at least one (1) representative from the medical staff of Florida Hospital Zephyrhills, shall be appointed by the Member.

Article VI Dissolution

In the event of the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this Corporation, dispose of all of the remaining assets of this Corporation (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred, or conveyed in accordance with such requirements) exclusively for the purposes of this Corporation by transferring such assets to Adventist Health System/Sunbelt, Inc. and if Adventist Health System/Sunbelt, Inc. is no longer in existence or no longer qualifies as a 501(c)(3) corporation, then to Adventist Health System Sunbelt Healthcare Corporation ("Adventist Health System") provided that Adventist Health System is in existence at such time and qualifies as an exempt organization under Section 501(c)(3) of the Code. In the event that Adventist Health System is not in existence at such time or does not qualify at such time as an exempt organization under Section 501(c)(3) of the Code, then to the Southern Union Conference of Seventh-day Adventists, the Southwestern Union Conference of Seventh-day Adventists, the Lake Union Conference of Seventh-day Adventists, and the Mid-America Union Conference

of Seventh-day Adventists, all of which are organized and operated exclusively for religious and charitable purposes and have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The identity of the party to receive the assets shall be determined by the location of the assets to be distributed, provided, however, that if the source or location from which the assets were derived can be determined and said source is other than the Union Conference wherein the assets are located, the asset shall be disbursed to the Union Conference from which it is shown to have derived.

Article VII
Registered Office; Registered Agent

The name and street address of the registered agent of the Corporation are:

Jeff Bromme
900 Hope Way
Altamonte Springs, FL 32714

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