

N99 000001389

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(Address)

(Address)

(City/State/Zip/Phone #)

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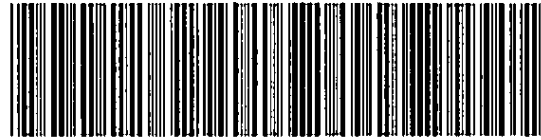
(Business Entity Name)

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A. BUTLER

JAN 25 2022

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: BayCare Home Care, Inc. \_\_\_\_\_

DOCUMENT NUMBER: N99000001389 \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Legal Services Department  
\_\_\_\_\_  
(Name of Contact Person)

BayCare Health System  
\_\_\_\_\_  
(Firm/ Company)

2985 Drew Street  
\_\_\_\_\_  
(Address)

Clearwater, Florida 33759  
\_\_\_\_\_  
(City/ State and Zip Code)

legal.services@baycare.org  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Legal Services Department 727 519-1200  
\_\_\_\_\_  
(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:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

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

**Street Address**  
Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Articles of Amendment  
to  
Articles of Incorporation  
of

BayCare Home Care, Inc.

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

N99000001289

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, 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:

New Registered Office Address:

(Florida street address)

(City)

Florida

(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.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title.

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Director</u>	<u>Lance Green</u>	<u>8452 118th Avenue North</u> <u>Largo, Florida 33773</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Director</u>	<u>Kathryn McGuire</u>	<u>8452 118th Avenue North</u> <u>Largo, Florida 33773</u>
3) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Ex-Officio</u> <u>Director</u>	<u>Dr. Jacqueline Cawley</u>	<u>8452 118th Avenue North</u> <u>Largo, Florida 33773</u>
4) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>PD</u>	<u>Jim Cote</u>	<u>8452 118th Avenue North</u> <u>Largo, Florida 33773</u>
5) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>STD</u>	<u>Carl Tremonti</u>	<u>8452 118th Avenue North</u> <u>Largo, Florida 33773</u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary) (Be specific)

The new Amended and Restated Articles of Incorporation are attached.

☐ 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 1, 2021

Signature

James P. Cote  
(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)

James Cote  
(Typed or printed name of person signing)

President, BayCare Home Care  
(Title of person signing)

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
BAYCARE HOME CARE, INC.

1. These Amended and Restated Articles of Incorporation are executed pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, as amended.
2. These Amended and Restated Articles of Incorporation were duly adopted by the Members of the Corporation on December 1, 2021.
3. The following Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and any amendments or restatements thereto.

ARTICLE I  
Name

The name of the corporation is **BAYCARE HOME CARE, INC.** (the "Corporation").

ARTICLE II  
Term

The term for which the Corporation shall exist is perpetual.

ARTICLE III  
Principal Office

The principal office of the Corporation is located at 8452 118<sup>th</sup> Avenue North, Largo, FL 33733.

ARTICLE IV  
Purposes

The Corporation is a not for profit corporation under Chapter 617, Florida Statutes, incorporated on a membership basis. The Corporation's purposes are limited to those which are exclusively scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future U.S. Internal Revenue Law or corresponding provisions of any subsequent federal tax law, and the regulations

interpreting it, as now existing or as may hereafter be amended (the "Code") and in furtherance of these purposes, the Corporation may:

- A. Establish, develop, sponsor, promote, and/or conduct home health care services, and such other health related and charitable activities to promote good health among the citizens in the community as served by the Corporation as the Board of Directors of the Corporation may determine.
- B. Support BayCare Health System, Inc., Community Health Corporation, and Lakeland Regional Health Systems, Inc. (each, a "Member" and collectively, the "Members"), all of which are Section 501(c)(3) organizations, by providing home health services necessary to the furtherance of the Members' charitable purposes.
- C. Own, lease, or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.
- D. Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.
- E. Contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of these purposes.
- F. Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Not-For-Profit Corporation Act.
- G. Solicit and receive contributions, grants, gifts, devises, and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in A through F above.



ARTICLE V  
Powers

This Corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to the Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article IV and Article VI.

ARTICLE VI  
Prohibited Acts

The Corporation shall operate exclusively for charitable 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 any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

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 in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office except as authorized under the Code.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code.

ARTICLE VII  
Dissolution

In the event of the dissolution of the Corporation, then the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute all of the assets of the Corporation to the corporate Members in relation to their Membership Interests, provided that at the time of dissolution such Member receiving a distribution is an exempt organization under Sections 501(c)(3) and 170(c)(2) of the Code. In the event that a Member is not an organization described in Section 501(c)(3) of the Code, that Member's portion of the remaining assets shall be distributed to one or more organizations as described in Section 501(c)(3) of the Code for the same or similar purposes as those for the Corporation, or to such political subdivision of the State of Florida for a public purpose, as the Board of Directors shall determine.

ARTICLE VIII  
Members

The Members of the Corporation are: BayCare Health System, Inc., which has an 88.2% membership interest; Community Health Corporation, which has a 5.9% membership interest; and Lakeland Regional Health Systems, Inc. which has a 5.9% membership interest.

ARTICLE IX  
Board of Directors and Officers

The management of the affairs of the Corporation is vested in its Board of Directors, which consists of six (6) voting Directors, with four (4) voting Directors to be appointed by BayCare Health System, Inc., one (1) voting Director to be appointed by Community Health Corporation, and one (1) voting Director to be appointed by Lakeland Regional Health Systems, Inc. In addition, BayCare's Chief Medical Officer of the Ambulatory Division shall serve as an ex-officio non-voting member.

The Board of Directors, at its annual meeting, shall elect a President, Vice President, Secretary, and Treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices except that the offices of President and Secretary shall not be held by the same person. The officers of the Corporation shall have such duties as may be specified by the Board or the Corporation's Bylaws. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the Corporation's Bylaws.

ARTICLE X  
Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI  
Amendment of Bylaws

The Corporation's Bylaws may be amended by the majority vote of the Board of Directors present and voting at any meeting of the Board of Directors called for that purpose, and at which all voting Directors are present, except for items requiring a unanimous Board vote (which may be amended only by a unanimous Board vote).

ARTICLE XII  
Amendment of Articles of Incorporation

The Articles of Incorporation may be amended by the majority vote of the Board of Directors present and voting at any meeting of the Board of Directors called for that purpose, and at which all voting Directors are present, except for items requiring a unanimous Board vote (which may be amended only by a unanimous Board vote).

**ARTICLE XIII**  
**Registered Agent**

The name and address of the registered agent of the Corporation is BayCare Health System, Inc., Attention: Legal Services Department, 2985 Drew Street, Clearwater, FL 33759.

These Amended and Restated Articles of Incorporation shall be effective upon filing with the Florida Department of State.

**BAYCARE HOME CARE, INC.**

By:  \_\_\_\_\_  
Jim Cote, President