

Division of Corporations

Page 1 of 1

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

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.

(((H14000175856 3)))



H140001758563ABCA

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCAC00000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Ampl
Restate

JUL 25 2014

R. WHITE

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED

14 JUL 24 11:12:28

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HEALTHPOINT MANAGEMENT SERVICES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$35.00

FILED

14 JUL 24 10 59:12

FILED

[Electronic Filing Menu](#)

[Corporate Filing Menu](#)

[Help](#)

FILED

14 JUL 24 AM 9:18

TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEALTHPOINT MANAGEMENT SERVICES, INC.**

Pursuant to Sections 607.1003 and 607.1007(5) of the Florida Statutes, the sole shareholder and the trustees of HealthPoint Management Services, Inc. (the "Corporation"), consented to and adopted these Amended and Restated Articles of Incorporation of the Corporation which Articles of Incorporation were originally filed on February 20, 1996.

**ARTICLE I.
DEFINITIONS**

For the purposes of these Articles of Incorporation, the terms herein referred to shall have the following meanings:

1. The term "Act" means the Florida Business Corporation Act, as the same may be amended from time to time.
2. The term "Board" or "Board of Directors" means the board of directors of the Corporation and the term "Director" means an individual member of the Board, unless, from their context or use, such terms clearly have different meanings.
3. The term "Bylaws" means the Bylaws of the Corporation, as the same may be amended or restated from time to time.
4. The term "Corporation" means HealthPoint Management Services, Inc., a Florida business corporation, unless, from its context or use, it clearly has a different meaning.
5. The term "Shareholder" means St. Joseph's Health Care Center, Inc. in its capacity as sole shareholder of the Corporation.

**ARTICLE II.
NAME**

The name of the Corporation is HealthPoint Management Services, Inc. ("Corporation").

**ARTICLE III.
PURPOSES**

The purposes of the Corporation shall be as follows:

- a. To provide management services to medical professionals, medical professional groups, and health care facilities and to assist each respective entity in its endeavors to promote education and establish educational programs for such entity's patients, staff and other groups.

b. To cooperate with health care systems, health planning agencies, governmental agencies and other health and welfare organizations.

c. To promote and encourage the establishment of facilities which are related to or will be beneficial to health care and to assist any entity that it serves in such entity's endeavors to promote the health and welfare of the community served by such entity.

d. To perform, foster and support and to encourage any entity it serves to similarly perform, foster and support acts of Christian charity among the sick and ailing and provide and to encourage any entity it serves to similarly provide resources for the restoration of health and the prevention of disease.

e. To promote and to encourage any entity it serves to similarly promote education and establish educational programs for patients, staff and other groups.

f. To cooperate with and to encourage any entity it serves to cooperate with other health care systems, health planning agencies, governmental agencies and other health and welfare organizations.

g. To support the advancements of efforts of St. Joseph's Health Care Center, Inc., a Florida not-for-profit corporation and to assist in the promotion of the provision of comprehensive, cost-effective health care through primary care physicians.

h. To increase community access to quality medical care by encouraging and aiding and encouraging any entity it serves to encourage and aid in the establishment of effective and alternative health care delivery systems.

i. To further promote and support and to encourage any entity it serves to further promote and support the benevolent, charitable, scientific, religious and educational activities of Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church ("Catholic Health Ministries"), or of any public charitable corporation carrying on the works originally founded by or supported by Catholic Health Ministries.

j. To engage in such activities as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes, including engaging generally in any activity that effects any lawful purpose or purposes, as provided in the Florida Business Corporation Act, and any amendments thereto.

ARTICLE IV. POWERS

Except as limited by these Articles, the Corporation shall have and exercise all rights and powers in furtherance of its mission and purposes as are now or may hereafter be conferred on business corporations under the laws of the State of Florida.

**ARTICLE V.
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE VI.
STOCK**

Section 1. The Corporation shall have one (1) class of common stock, and the sole shareholder of the Corporation shall be St. Joseph's Health Care Center, Inc. The total number of shares of common stock which the Corporation has authority to issue is one hundred thousand (100,000) shares, with a par value of one cent (\$.01) per share.

**ARTICLE VII.
BOARD OF DIRECTORS**

Section 1. Subject to the rights reserved to the Shareholder below, the business and affairs of the Corporation will be managed by or under the direction of the Corporation's Board of Directors. Except as otherwise provided in these Articles of Incorporation, qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the Board of Directors shall be governed by the Bylaws of the Corporation.

Section 2. Directors shall be elected, removed and hold office as provided in the Bylaws.

**ARTICLE VIII.
OFFICERS**

Section 1. The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents including, without limitation, one or more Senior, Assistant or Other Vice Presidents, an Assistant Secretary and an Assistant Treasurer.

Section 2. The officers shall be elected and removed and shall hold office as provided in the Bylaws.

Section 3. The officers shall have such powers and responsibilities as provided in the Bylaws.

**ARTICLE IX.
REGISTERED OFFICE, PRINCIPAL OFFICE
AND REGISTERED AGENT**

Section 1. The street address of the registered office of the Corporation is Attention: Legal Services Department, 2985 Drew Street, Clearwater, FL 33759.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is Scott A. Kizer.

Section 3. The street address of the principal office of the Corporation is 300 South Park Place Boulevard, Suite 180, Clearwater, FL 33759.

ARTICLE X.
CONDUCT OF AFFAIRS

Section 1. The business and affairs of the Corporation shall be conducted in a manner consistent with the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the United States Conference of Catholic Bishops, and in accord with the Mission and Identity Statement of CHE Trinity, Inc., an Indiana nonprofit corporation, its successors and assigns ("CHE Trinity Health") as stated in the latter's Bylaws, and in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Corporation.

Section 2. Anything herein contained to the contrary notwithstanding, there is reserved to the Shareholder of the Corporation the following two categories of actions: Class I Shareholder reserved rights and Class II Shareholder reserved rights:

A. Class I Shareholder Reserved Rights:

1. Addition, deletion or reconfiguration of services of the Corporation.
2. Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.
3. Exclusive authority to enter into managed care contracts on behalf of the Corporation.
4. Approval of contracts on behalf of the Corporation (but the Shareholder may establish policies from time to time providing that only specific types of contracts or contracts involving obligations in excess of specified levels need to be approved by the Shareholder).
5. Authority to establish fees and charges on behalf of the Corporation.
6. Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.
7. Establishment of employment and other policies applicable to all personnel employed by the Corporation.
8. Approval of the philosophy, mission statement and purposes of the Corporation.
9. Approval of changes in these Articles of Incorporation or in the Bylaws of the Corporation.
10. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.

11. Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Shareholder.

12. Approval of the establishment of additional affiliates or subsidiaries of the Corporation.

13. Adoption of strategic plans or major changes in programs or services of the Corporation.

14. Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Shareholder.

B. Class II Shareholder Reserved Rights:

1. Approval of the philosophy, mission statement and purposes of the Corporation.

2. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form causing a fundamental reorganization of the Corporation.

3. Approval of any sale, long term lease, mortgage, encumbrance or disposition of property of the Corporation constituting an "alienation" under principles of canon law.

4. Approval of matters relating to the implementation of and compliance with the Ethical and Religious Directives for Catholic Health Care Services, as the same may be revised from time to time.

5. Approval of substantive changes in these Articles of Incorporation and the Bylaws of the Corporation (provided that prior notice of any change in these Articles of Incorporation of the Corporation or the Bylaws of the Corporation shall be provided to CHE Trinity Health and, if such change, as a result of CHE Trinity Health being a Catholic entity, must be approved by the Shareholders of CHE Trinity Health, such change, regardless of whether it is substantive as a matter of civil law, shall be subject to the approval of CHE Trinity Health)..

6. Subject to Section B.3 above, with regard to any assets of the Corporation no longer required in the operations of the Corporation, approval of any sale or other disposition of any assets not in the ordinary course which have a value in excess of \$3 million, and with regard to all other assets of the Corporation used in the operations of the Corporation, approval of any sale or other disposition of such assets not in the ordinary course (but the foregoing is not intended to limit any transfer of the location of the assets from the Corporation to another entity in connection with a duly authorized reconfiguration of services).

7. The determination of the distribution of assets upon dissolution or liquidation of the Corporation.

ARTICLE XI.
BYLAWS

These Articles of Incorporation and the Bylaws of the Corporation may be amended as provided in the Bylaws of the Corporation.

ARTICLE XII.
EFFECTIVE DATE

The effective date of these Articles shall be the date on which it is filed in the Department of State of the state of Florida.

These Amended and Restated Articles of Incorporation were adopted by the Shareholder of the Corporation on June 26, 2014, and the number of votes cast in favor of the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has executed these Amended and Restated Articles of Incorporation on this twenty-sixth day of June, 2014.

HEALTHPOINT MANAGEMENT SERVICES,
INC.

By: 

Stephen Mason, Director

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process on behalf of HealthPoint Management Services, Inc. (the "Corporation"), at the place designated in the Amended and Restated Articles of Incorporation of the Corporation, the undersigned hereby states that he is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Dated this twenty-sixth day of June, 2014.

By: Scott A. Kizer
Name: Scott A. Kizer