

528030

STEEL HECTOR & DAVIS LLP
Requestor's Name

215 SOUTH MONROE ST./SUITE 601
Address

TALLAHASSEE 32301 222-2300
City/State/Zip Phone #

CONTACT: ELIZABETH

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BEHRENSSEN & RODRIGUEZ, INC. P93000024241
(Corporation Name) (Document #)
2. BAYCARE HEALTH NETWORK, INC. S28030
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 4:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

400002544074--0
-06/02/98--01049--011
*****87.50 *****87.50

FILED
98 JUN -3 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Joy Amended & Restated Articles C.C.

Dates in (1) O.K. Per S.P.

Examiner's Initials	
---------------------	--



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

98 JUN -3 AM 10:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

June 2, 1998

STEEL HECTOR & DAVIS LLP
215 SOUTH MONROE ST.
SUITE 601
TALLAHASSEE, FL 32301

SUBJECT: BAYCARE HEALTH NETWORK, INC.
Ref. Number: S28030

We have received your document for BAYCARE HEALTH NETWORK, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Mon-Fench
Corporate Specialist

Letter Number: 298A00031067

RECEIVED
98 JUN -3 AM 10:13
DIVISION OF CORPORATIONS

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAYCARE HEALTH NETWORK, INC.**

FILED
98 JUN -3 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Business Corporation Act, Baycare Health Network, Inc., a Florida corporation (the "Corporation"), certifies that:

(1) The original Articles of Incorporation of the Corporation were filed with the Secretary of the State of Florida on January 29, 1991. The Articles of Incorporation were subsequently amended and filed with the Secretary of State of Florida on June 17, 1993, and again amended and filed with the Secretary of State on May 27, 1994, February 6, 1995, July 26, 1995 and August 5, 1997.

(2) This Second Amended and Restated Articles of Incorporation contains amendments requiring the approval of the holders of shares of the common stock of the Corporation, and such shareholders approved such amendments pursuant to resolution adopted by the shareholders of the Corporation by unanimous written consent to action effective as of May 19 1998. The number of votes cast for the amendment was sufficient for approval by the holders of common stock of the Corporation. This Second Amended and Restated Articles of Incorporation was duly adopted by the Board of Directors of the Corporation pursuant to written consent to action effective May 19 1998.

The text of the Articles of Incorporation, as amended, of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing with the Secretary of State of Florida, to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAYCARE HEALTH NETWORK, INC.**

ARTICLE I - NAME

The name of the corporation is Baycare Health Network, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 225,000 shares of Common Stock, par value \$.01 per share. 20,000 shares of the Corporation's Common Stock par value \$.01 per share are issued and outstanding.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - TRANSFER OF STOCK

Issued and outstanding shares of the Corporation's Common Stock may not be sold, assigned, conveyed, transferred or encumbered by a holder for a period of three (3) years from the date of issuance (the "Restricted Period"). After the Restricted Period, if any shareholder desires to sell, assign, convey, transfer or otherwise encumber all or any part of its shares of the Corporation's stock, the sale, assignment, conveyance, transfer or encumbrance shall be made in accordance with the Amended and Restated Shareholders' Agreement, as the same may be further amended and/or restated, entered into by and among the Corporation and its shareholders, which is filed in the office of the Secretary/Treasurer of the Corporation.

ARTICLE V - PREEMPTIVE RIGHTS AND CUMULATIVE VOTING

There shall be no preemptive rights and no cumulative voting.

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the registered office of the Corporation is 17757 U.S. Highway 19 North, Suite 100, Clearwater 33764 and the name of the registered agent of the Corporation at that address is John K. Vretas.

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The street address of the principal office and mailing address of the Corporation is 17757 U.S. Highway 19 North, Suite 100, Clearwater, Florida 33763.

ARTICLE VIII - BOARD OF DIRECTORS

The Corporation shall have ten (10) directors. Five (5) directors shall be chief executive officers of (i) entities that are licensed under chapter 395 of the Florida Statutes as hospitals ("Chapter 395 Entity") or (ii) entities which are wholly-owned subsidiaries or affiliates of a Chapter 395 Entity ("Chapter 395 Entity Affiliate"), in each such case meeting the Eligibility Criteria set forth in Article V, Section 2(a)(i) or (ii), of the Corporation's Articles of Incorporation

(the "Hospital Directors"). For purposes of these Bylaws, the term "affiliate" shall mean any entity or group controlling, controlled by, or under common control with, the specified entity or group, and "control" of an entity or group (including with correlative meaning the terms "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of an entity or group, whether through the ownership of voting securities, by contract or otherwise. Any decrease in the number of directors shall not shorten the term of an incumbent director. Five (5) directors shall be duly licensed practicing physicians and members of the medical staff of a shareholder if a Chapter 395 Entity or of the Chapter 395 Entity if a Chapter 395 Entity Affiliate, in a category allowing for admission or consultation and participation in medical staff matters (the "Physician Directors"). The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one.

ARTICLE IX - INDEMNIFICATION

Section 1. (a) The Corporation shall indemnify, to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any further legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to any future legislation or decision), each person (including the heirs, executors, administrators or estate of the person) who was or is a party, or is threatened, to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom (collectively, the "Proceeding"), against any liability (which for purposes of this Article shall include any judgment, settlement, penalty or fine) or cost, charge, or expense (including attorneys' fees) asserted against him or incurred by him by reason of the fact that the person is or was a director, officer or committee member of the Corporation, or is or was serving at the request of the Corporation as a director, officer, committee member, employee or agent of another corporation, partnership joint venture, trust or other enterprise (including servicing as a fiduciary of an employee benefit plan) (collectively, a "Director or Officer").

(b) Notwithstanding the foregoing, except with respect to the indemnification specified in Section 3 of this Article VIII, the Corporation shall indemnify a Director or Officer entitled to indemnification under subsection (a) above in connection with a Proceeding (or part of a Proceeding) initiated by that Director or Officer only if authorization for the Proceeding (or part of a Proceeding) was not denied by the Corporation's Board of Directors within sixty (60) days after receipt of notice from the Director or Officer.

Section 2. Costs, charges and expenses (including attorneys' fees) incurred by a Director or Officer referred to in Section 1(a) of this Article in defending a Proceeding shall be paid by the Corporation to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any future legislation or decisions only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to any future legislation or decisions) in advance of the final

disposition of a Proceeding, upon receipt of an undertaking reasonably satisfactory to the Board of Directors (the "Undertaking") by or on behalf of a Director or Officer to repay all amounts so advanced in the event that it shall ultimately be determined that the Director or Officer is not entitled to be indemnified by the Corporation as authorized in this Article; provided that, in connection with a Proceeding (or part of a Proceeding) initiated by the Director or Officer, except a Proceeding authorized by Section 3 of this Article VIII, the Corporation shall pay the costs, charges and expenses in advance of the final disposition of the Proceeding only if authorization for the Proceeding (or part of a Proceeding) was not denied by the Corporation's Board of Directors within sixty (60) days after receipt of a request for advancement accompanied by an Undertaking. A Director or Officer to whom costs, charges and expenses are advanced pursuant to this Section shall not be obligated to repay pursuant to the Undertaking until the final determination of any pending Proceeding in a court of competent jurisdiction concerning the right of the Director or Officer to be indemnified or the obligation of the Director or Officer to repay pursuant to the Undertaking. The Board of Directors may, upon approval of the indemnified party, authorize the Corporation's counsel to represent the Director or Officer in any action, suit or proceeding, whether or not the Corporation is a party to the action, suit or proceeding.

Section 3. Any indemnification or advance under this Article shall be made promptly, and in any event within sixty (60) days, upon the written request of the Director or Officer. The right to indemnification or advances as granted by this Article shall be enforceable by the Director or Officer in any court of competent jurisdiction if the Corporation denies the request under this Article, in whole or in part, or if no disposition is made within the sixty (60) day period. The Director's or Officer's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in an action shall also be indemnified by the Corporation. It shall be a defense to an action that indemnification is prohibited by law or that the Director or Officer has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of any future legislation or decision, only to the extent that it does not impose a more stringent standard of conduct than permitted prior to any future legislation or decisions), but the burden of proving this defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee, its independent legal counsel, and its stockholders) to have made a determination prior to the commencement of an action that indemnification of the Director or Officer is proper in the circumstances because he has met the applicable standard of conduct, if any, nor the fact that there has been an actual determination by the Corporation (including its Board of Directors or any committee, its independent legal counsel, and its stockholders) that the Director or Officer has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the Director or Officer has not met the applicable standard of conduct.


Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may now or in the future be entitled under any statute, agreement, vote of stockholders or disinterested directors or recommendation of counsel or otherwise, both as to actions in the Director's or Officer's official capacity and as to actions in another capacity while holding office, shall continue as to a person who has ceased to be a Director

or Officer and shall inure to the benefit of the estate, heirs, beneficiaries, executors and administrators of the Director or Officer after termination of his official capacity. All rights to indemnification under this Article shall be deemed to be a contract between the Corporation and each Director and Officer of the Corporation described in Section 1 of this Article who serves or served in that capacity at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish any rights to indemnification of a Director or Officer or the obligations of the Corporation arising under this Article, for claims relating to matters occurring prior to any repeal or modification. The Corporation's Board of Directors shall have the Authority by restricting to provide for indemnification of employees or agents of the Corporation and for other indemnification of the Directors and Officers of the Corporation as it shall deem appropriate.

Section 5. The Corporation may purchase and maintain insurance on behalf of any Director or Officer of the Corporation, against any liability asserted against him and incurred by him in any official capacity or arising out of his status as a Director or Officer, whether or not the Corporation would have the power to indemnify him against any liability under the provisions of this Article or the applicable provisions of Florida Law.

Section 6. If this Article or any portion of it shall be invalidated or held to be unenforceable on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director and Officer of the Corporation described in Section 1 of this Article to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or adjudicated unenforceable and as permitted by Florida Law, or any other applicable laws.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation on behalf of Baycare Health Network, Inc. this 19th day of May, 1998.

By:  John K. Vretas
Its: President & CEO

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That Baycare Health Network, Inc., desiring to organize under the laws of the State of Florida, has named John K. Vretas located at 17757 U.S. Highway 19 North, Suite 100, Clearwater 33764 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 19th day of May, 1998.



Registered Agent