

State of Florida



Department of State

I certify the attached is a true and correct copy of the Restated Articles of Incorporation, filed on December 17, 2012, for CHAPTERS HEALTH SYSTEM, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 763935.



CR2EO22 (1-11)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Seventeenth day of December, 2012

Ken Detzner

Ken Detzner
Secretary of State

THIRD RESTATED
ARTICLES OF INCORPORATION
of
CHAPTERS HEALTH SYSTEM, INC.
(A Corporation Not for Profit)

These Third Restated Articles of Incorporation restate the original provisions of the Second Restated Articles of Incorporation of Chapters Health System, Inc., f/k/a HPC Healthcare, Inc., f/k/a LifePath Hospice and Palliative Care, Inc., f/k/a LifePath, Inc., f/k/a Hospice of Hillsborough, Incorporated, filed on May 1, 2008, as amended on January 24, 2011, May 25, 2011 and June 1, 2011, and as amended by the Articles of Restatement dated November 27, 2012, to be effective as of December 17, 2012.

ARTICLE I

Name and Address

The name of the Corporation is Chapters Health System, Inc. (the "Corporation"). The principal office address of the Corporation is 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida 33637.

ARTICLE II

Term of Existence

This not for profit corporation shall have perpetual existence.

ARTICLE III

Purposes

The Corporation is a not for profit corporation that is (i) organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or the

corresponding section of any future federal tax code (the “Code”), (ii) established, organized and operated in accordance with Section 501(c)(3) of the Code; (iii) incorporated under the Florida Not For Profit Corporation Act; and, (iv) organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the tax-exempt purposes and missions of LifePath Hospice, Inc., Good Shepherd Hospice, Inc., and Chapters Health Senior Independence, Inc., each an organization described in Section 501(c)(3) and classified as a public charity under Section 509(a)(2) of the Code (collectively, the “Supported Organizations”), for so long as the Supported Organizations qualify as organizations described in Section 501(c)(3) of the Code and classified as public charities under Section 509(a)(2) of the Code. In connection with its relationship with the Supported Organizations, no less than a majority of the directors of the Corporation must also be persons who are directors of the Supported Organizations. The Corporation is also authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act, including, without limitation:

1. To own, lease, establish, support, manage or furnish, directly or indirectly, any asset, facility, single-member limited liability company (the single-member of which shall be the Corporation) or service for the support and care of persons with or affected by advanced illness.
2. To promote the philosophy that the quality of life is important and that life should be lived to its fullest extent by those persons with or affected by advanced illness.
3. To promote understanding of the needs of persons with or affected by advanced illness.
4. To obtain public involvement and support by disseminating the aims, purposes and activities of the Supported Organizations, this Corporation and its single member limited liability companies to the general public.
5. To solicit, raise and receive funds and endowments for the purpose of carrying out the purposes of the Corporation.

6. To operate without regard to race, creed, age, sex, religion or national origin.

7. To do all other tasks, including the conducting of all activities, necessary, suitable, convenient, useful or expedient in connection with, or incidental to, the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the sovereign State of Florida.

Restrictions. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Sections 501(c)(3) or 509(a)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not pay dividends and no part of the net earnings, current or accumulated, or property of the Corporation, shall inure to the benefit of, or be distributed to, the Corporation's members, directors, officers or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with the Corporation's purposes so long as such members are qualifying exempt organizations under Section 501(c)(3) of the Code at the time of conferring such benefits, and upon dissolution, final liquidation or partial liquidation, may make distributions to its qualifying members to the extent permitted by these Articles of Incorporation and applicable law.

Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Notwithstanding any other provision of these Articles to the contrary, 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.

Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code) other than foundation managers and other than one or more organizations described in Sections 509(a)(1) or 509(a)(2) of the Code.

ARTICLE IV

Registered Agent and Office Address

The Registered Agent for this corporation is Kathy L. Fernandez. The Registered Office address for this corporation is 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida 33637.

ARTICLE V

Management

The affairs of the Corporation shall be managed by its Board of Directors. Number of members, election and terms of office shall be determined by the By-Laws of the corporation. Any member of the Board of Directors may be removed by at least a two-thirds majority vote of the Board of Directors present at a regularly called meeting containing a quorum of 50% plus one person.

ARTICLE VI

By-Laws

The By-Laws of this Not for Profit Corporation shall be adopted by the Board of Directors and said By-Laws may be thereafter altered, amended, added to or rescinded by at least a majority vote of the directors then in office.

ARTICLE VII

Amendments

The Corporation reserves the right to amend these Third Restated Articles of Incorporation at any regular or special meeting of the Board of Directors by at least a majority vote of the directors then in office.

ARTICLE VIII

Distributions on Liquidation or Dissolution

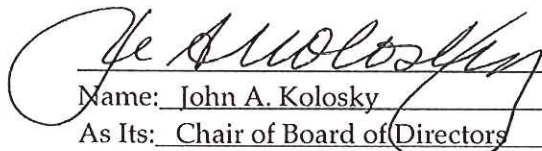
Upon dissolution of the Corporation, or liquidation of its assets, whether voluntary or involuntarily or by operation of law, except as, and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the Corporation and of all costs and expenses of such liquidation or dissolution, shall be distributed to an organization which shall have qualified for a Federal Income Tax Exemption under the terms of section 501(c)(3) of the Code, as amended, or to the State of Florida, Educational Trust Fund, subject always to the provisions of these Articles, a specific condition of which is that none of the net assets of this Corporation shall be distributed to or used for the benefit of any officer or director of the Corporation or any other private individual; provided, however, that nothing contained in these Articles shall be construed to prevent a distribution from the net assets of the Corporation to a distributee otherwise properly made in accordance with the provisions of these Articles and applicable law.

ARTICLE IX

Indemnification

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

WHEREFORE, the undersigned Chair of the Board of Directors of Chapters Health System, Inc., has executed these Third Restated Articles of Incorporation this 27th day of November, 2012, to be effective as of December 17, 2012.


Name: John A. Kolosky
As Its: Chair of Board of Directors

FIRST ARTICLES OF AMENDMENT
to
THIRD RESTATED ARTICLES OF INCORPORATION
of
CHAPTERS HEALTH SYSTEM, INC.
(Document No. 763935)

FILED
15 JAN 30 PM 4:25
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Pursuant to the provisions of Sections 617.1001, 617.1002 and 617.1006 of the Florida Statutes, Chapters Health System, Inc., a Florida not for profit corporation, hereby adopts the following amendments to its Third Restated Articles of Incorporation (the “**Articles of Incorporation**” or “**Articles**”), to be effective as of February 1, 2015:

1. **Name of Corporation.** The name of the corporation is Chapters Health System, Inc. (the “**Corporation**”).
2. **Text of Amendments.**

FIRST: Article III of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE III

Purposes

The Corporation is a not for profit corporation that is (i) organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code (the “**Code**”), (ii) established, organized and operated in accordance with Section 501(c)(3) of the Code; (iii) incorporated under the Florida Not For Profit Corporation Act; and, (iv) organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the tax-exempt purposes and missions of LifePath Hospice, Inc., Good Shepherd Hospice, Inc., Hernando-Pasco Hospice, Inc., and Chapters Health Home Connect, Inc., each an organization described in Section 501(c)(3) and classified as a public charity under Section 509(a)(2) of the Code (collectively, the “**Supported Organizations**”), for so long as the Supported Organizations qualify as organizations described in Section 501(c)(3) of the Code and classified as public charities under Section 509(a)(2) of the Code. In connection with its relationship with the Supported Organizations, no less than a majority of the

directors of the Corporation must also be persons who are directors of the Supported Organizations. The Corporation is also authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act, including, without limitation:

1. To own, lease, establish, support, manage or furnish, directly or indirectly, any asset, facility, single-member limited liability company (the single-member of which shall be the Corporation) or service for the support and care of persons with or affected by advanced illness.
2. To promote the philosophy that the quality of life is important and that life should be lived to its fullest extent by those persons with or affected by advanced illness.
3. To promote understanding of the needs of persons with or affected by advanced illness.
4. To obtain public involvement and support by disseminating the aims, purposes and activities of the Supported Organizations, this Corporation and its single member limited liability companies to the general public.
5. To solicit, raise and receive funds and endowments for the purpose of carrying out the purposes of the Corporation.
6. To operate without regard to race, creed, age, sex, religion or national origin.
7. To do all other tasks, including the conducting of all activities, necessary, suitable, convenient, useful or expedient in connection with, or incidental to, the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the sovereign State of Florida.

Restrictions. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Sections 501(c)(3) or 509(a)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not pay dividends and no part of the net earnings, current or accumulated, or property of the Corporation, shall inure to the

benefit of, or be distributed to, the Corporation's members, directors, officers or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with the Corporation's purposes so long as such members are qualifying exempt organizations under Section 501(c)(3) of the Code at the time of conferring such benefits, and upon dissolution, final liquidation or partial liquidation, may make distributions to its qualifying members to the extent permitted by these Articles of Incorporation and applicable law.

Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Notwithstanding any other provision of these Articles to the contrary, 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.

Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code) other than foundation managers and other than one or more organizations described in Sections 509(a)(1) or 509(a)(2) of the Code.

SECOND: Article V of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE V

Management

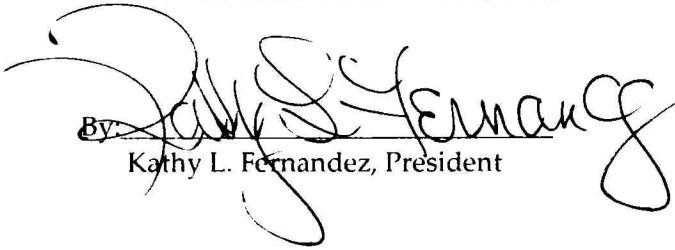
The affairs of the Corporation shall be managed by its Board of Directors. The number of directors, election and terms of office shall be determined by the By-Laws of the corporation. Any member of the Board of Directors may be removed by at least a two-thirds majority vote of the Board of Directors present at a regularly called meeting containing a quorum of 50% plus one person.

3. **Date and Manner of Adoption.** There are no members or members entitled to vote on these Articles of Amendment. These Articles of Amendment were approved by the Corporation's Board of Directors at a regularly scheduled meeting held on

December 2, 2014, at which a quorum of directors was present, to be effective upon filing. The number of votes cast in favor of approval of these Articles of Amendment was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has executed these First Articles of Amendment to Third Restated Articles of Incorporation on this 2nd day of December, 2014, to be effective as of February 1, 2015.

CHAPTERS HEALTH SYSTEM, INC.

By: 
Kathy L. Fernandez, President



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 11, 2022

CORPORATION SERVICE COMPANY

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Re: Document Number 763935

The Articles of Amendment to the Articles of Incorporation of CHAPTERS HEALTH SYSTEM, INC., a Florida corporation, were filed on January 10, 2022.

Should you have any questions regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Irene Albritton
Regulatory Specialist III
Division of Corporations

Letter Number: 622A00000783

Account number: I20000000195

Amount charged: 35.00

SECOND ARTICLES OF AMENDMENT
to
THIRD RESTATED ARTICLES OF INCORPORATION
of
CHAPTERS HEALTH SYSTEM, INC.

Pursuant to the provisions of Sections 617.1001, 617.1002 and 617.1006 of the Florida Statutes, Chapters Health System, Inc., a Florida not for profit corporation, hereby adopts the following amendments to its Third Restated Articles of Incorporation (the "Articles of Incorporation" or "Articles"), to be effective upon filing:

1. **Name of Corporation.** The name of the corporation is Chapters Health System, Inc. (the "Corporation").
2. **Text of Amendments.**

FIRST: Article I of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE I

Name and Address

The name of the Corporation is Chapters Health System, Inc. (the "Corporation"). The principal office address of the Corporation is 12470 Telecom Drive, Suite 301, Temple Terrace, Florida 33637.

SECOND: Article III of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE III

Purposes

The Corporation is a not for profit corporation that is (i) organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code

(the "Code"), (ii) established, organized and operated in accordance with Section 501(c)(3) of the Code; (iii) incorporated under the Florida Not For Profit Corporation Act; and, (iv) organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the tax-exempt purposes and missions of LifePath Hospice, Inc., Good Shepherd Hospice, Inc., Hernando-Pasco Hospice, Inc., Hospice of Okeechobee, Incorporated and Chapters Health Home Connect, Inc., each an organization described in Section 501(c)(3) and classified as a public charity under Section 509(a)(2) of the Code (collectively, the **"Supported Organizations"**), for so long as the Supported Organizations qualify as organizations described in Section 501(c)(3) of the Code and classified as public charities under Section 509(a)(2) of the Code. In connection with its relationship with the Supported Organizations, no less than a majority of the directors of the Corporation must also be persons who are directors of the Supported Organizations. The Corporation is also authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act, including, without limitation:

1. To own, lease, establish, support, manage or furnish, directly or indirectly, any asset, facility, single-member limited liability company (the single-member of which shall be the Corporation) or service for the support and care of persons with or affected by advanced illness.
2. To promote the philosophy that the quality of life is important and that life should be lived to its fullest extent by those persons with or affected by advanced illness.
3. To promote understanding of the needs of persons with or affected by advanced illness.
4. To obtain public involvement and support by disseminating the aims, purposes and activities of the Supported Organizations, this Corporation and its single member limited liability companies to the general public.
5. To solicit, raise and receive funds and endowments for the purpose of carrying out the purposes of the Corporation.
6. To operate without regard to race, creed, age, sex, religion or national origin.
7. To do all other tasks, including the conducting of all activities, necessary, suitable, convenient, useful or expedient in connection with, or incidental to, the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the sovereign State of Florida.

Restrictions. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Sections 501(c)(3) or 509(a)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not pay dividends and no part of the net earnings, current or accumulated, or property of the Corporation, shall inure to the benefit of, or be distributed to, the Corporation's members, directors, officers or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with the Corporation's purposes so long as such members are qualifying exempt organizations under Section 501(c)(3) of the Code at the time of conferring such benefits, and upon dissolution, final liquidation or partial liquidation, may make distributions to its qualifying members to the extent permitted by these Articles of Incorporation and applicable law.

Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Notwithstanding any other provision of these Articles to the contrary, 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.

Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code) other than foundation managers and other than one or more organizations described in Sections 509(a)(1) or 509(a)(2) of the Code.

THIRD: Article IV of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE IV

Registered Agent and Office Address

The Registered Agent for this Corporation is Andrew K. Molosky. The Registered Office address for this Corporation is 12470 Telecom Drive, Suite 301 Temple Terrace, Florida 33637.

FOURTH: Article V of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE V

Management

The affairs of the Corporation shall be managed by its Board of Directors. The number of directors, election and terms of office shall be determined by the By-Laws of the corporation. An elected Director may be removed from the Board of Directors for cause at any time by a majority vote of all Directors then entitled to vote. An elected Director may be removed from the Board without cause at any time by a vote of two-thirds of the Directors then entitled to vote.

3. **Date and Manner of Adoption.** There are no members or members entitled to vote on these Articles of Amendment. These Articles of Amendment were approved by the Corporation's Board of Directors at a regularly scheduled meeting held on December 7, 2021 at which a quorum of directors was present, to be effective upon filing. The number of votes cast in favor of approval of these Articles of Amendment was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has executed these Second Articles of Amendment to Third Restated Articles of Incorporation on this 7th day of December, 2021, to be effective upon filing.

CHAPTERS HEALTH SYSTEM, INC.

By: 
Andrew K. Molosky, President/CEO

WVHCHA000506

Twelfth Amended Bylaws
of
Chapters Health System, Inc.

ARTICLE I: Name

The name of the corporation shall be Chapters Health System, Inc. (the "Corporation"), a not-for-profit, non-political, non-sectarian Florida corporation.

ARTICLE II: Purpose

The purposes of this Corporation are those stated in Article III of its Articles of Incorporation.

ARTICLE III: Place of Business

The principal office of the Corporation shall be located at 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida, or at such other location in Hillsborough County, Florida, approved by the Board of Directors.

ARTICLE IV: Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31, both inclusive, of each year.

ARTICLE V: Board of Directors

SECTION 1. Membership

The Board of Directors of the Corporation (the "Board" or the "Board of Directors") shall consist of the President and Chief Executive Officer ("President/CEO") of the Corporation and not less than fourteen (14) or more than twenty (20) other duly elected members (each individually, a "Director," collectively, the "Directors").

SECTION 2. Qualifications

Each Director shall be eighteen (18) years of age or older, of good moral character and reputation and shall possess by reason of education, experience and background the technical skills and judgment to be a director of the Corporation.

SECTION 3. Election

- A. Any Director or other person may submit a name to the Nominating Committee for consideration as an elected director. Election of persons to replace elected Directors whose terms have expired shall occur at the annual meeting. Election of persons to fill vacated or newly created seats on the Board may occur at any meeting of the Board. The Nominating Committee shall submit its slate of nominees for election as directors at the applicable meeting of the Board. Directors may also make nominations from the floor. Those persons who are approved by a majority vote of the Directors present at such meeting at which a quorum is present shall be deemed elected.
- B. Effective April 1, 2022, through March 31, 2027, the Board shall include eight (8) individuals elected by the Board in its discretion from among individuals presented to the Nominating Committee for consideration by Cornerstone Hospice & Palliative Care, Inc., a Florida not-for-profit corporation ("Cornerstone"). During the five (5) year period following April 1, 2022, the Cornerstone board of directors (the "Cornerstone Board") will present to the Nominating Committee individuals to succeed such Directors (or for renewal of their existing terms), and the Board will only elect successors (or renewals) of such eight (8) Directors from individuals designated by the Cornerstone Board. In the event the Board fails to elect an individual designated by the Cornerstone Board, then any vacancy in such eight (8) Board seats shall be filled by a representative designated by the Cornerstone Board and such representative(s) shall have full rights and authority as any other member of the Board. From April 1, 2022 through March 31, 2027, in the event of an increase in the maximum number of Board seats as set forth in Article V, Section 1 of these Bylaws, the Cornerstone Board shall have the sole authority to designate individuals to additional seats (in addition to the eight (8) Board seats referenced above) if necessary to assure that the ratio of individuals designated by the Cornerstone Board to serve on the Chapters Board shall not be less than one-third (1/3) of the total members of the Chapters Board. For purposes of designating individuals to serve on the Chapters Board as referenced in this Article V, Section 3.B., all references to "Cornerstone Board" shall be interpreted as excluding all officers and employees of the Corporation serving thereon.

SECTION 4. Term of Office

- A. Directors elected by the Board of Directors at the annual meeting shall hold office until a successor has been elected or until death, resignation, removal or declaration of vacancy. Each term of an elected Director who is not an employee of the Corporation shall consist of three (3) years or any portion thereof.
- B. An elected Director who is not an employee of the Corporation may serve no longer than three (3) consecutive terms, or, if his or her initial term was less than one (1) year as required by Article V, Section 4.C below, no longer than four (4) consecutive terms, and may be re-elected to the Board after a one (1) year hiatus following the completion of his or her service as a Director. If an elected Director reaches the maximum term limit described above while he or she is serving as the Immediate Past Board Chairperson on the Executive Committee, his or her term shall be extended until he or she is replaced by a new Immediate Past Board

Chairperson on the Executive Committee.

- C. The initial term of a Director elected at a regular meeting to fill a vacancy created by reason of the departure of a Director or an increase in the number of directors shall expire at the next annual meeting at which Directors are elected.

SECTION 5. Attendance

If an elected Director is absent unreasonably from two (2) consecutive Board meetings, a letter may be sent asking that his or her intent be clarified. If an elected Director is absent unreasonably from three (3) consecutive Board meetings, the Director may be removed for cause from the Board of Directors and his or her seat on the Board declared vacant by a majority vote of all Directors then entitled to vote. The Director who is removed and whose seat is declared vacant will be notified of such declaration.

SECTION 6. Resignation

An elected Director may resign at any time by giving written notice of such resignation to the Chairperson of the Board of Directors. Such resignation will be effective on the date specified in the resigning Director's notice of resignation, but if no effective date is set forth in such notice, then the effective date of such resignation shall be the date of such notice of resignation. If a resignation is made effective at a later date, then the vacancy created by such resignation may be filled before the vacancy occurs, provided, however, the new Director may not take office until the vacancy occurs.

SECTION 7. Removal

An elected Director may be removed from the Board of Directors for cause at any time by a majority vote of all Directors then entitled to vote. An elected Director may be removed from the Board without cause at any time by a vote of two-thirds (2/3) of the Directors then entitled to vote. Any Director who is removed from the Board is not eligible to stand for election again until the next annual meeting at which directors are elected. Any Director removed from the Board of Directors shall turn over to the Board within 72 hours any and all records of the Corporation in his or her possession.

SECTION 8. Vacancies

Any seat on the Board that becomes vacant through resignation, removal or death of an elected Director, or through an increase in the number of directors, shall be filled without undue delay. At the next regular meeting of the Board after a vacancy occurs where a quorum is present, following a nomination by the Nominating Committee, a new Director shall be elected to fill the vacant seat by a majority vote of the Directors present, with vacancies in the eight (8) Board seats filled by individuals designated by the Cornerstone Board to be filled in the manner described in Article V, Section 3.B. of these Bylaws.

SECTION 9. Quorum

- A. A quorum of the Directors shall be 8 if the total number of Directors on the Board is then 15, 16 or 17.
- B. A quorum of the Directors shall be 9 if the total number of Directors on the Board

is then 18 or 19.

- C. A quorum of the Directors shall be 10 if the total number of Directors on the Board is then 20 or 21.
- D. A quorum of the Directors shall be a simple majority if the total number of Directors on the Board is then less than 15 due to any vacancy or vacancies not yet filled as prescribed in these Bylaws. However, under no circumstances shall a quorum of Directors be fewer than five (5).
- E. If no quorum is present at a meeting of the Board and if written notification of the meeting and agenda has been given to all Directors, the Executive Committee may act on all matters on the agenda, except as limited by Article VII, Section 1, of these Bylaws.

SECTION 10. Meetings

- A. Regular meetings of the Board of Directors shall be held not less than quarterly in each calendar year, or as often as deemed necessary by at least one-third of the Directors present at a meeting at which a quorum is present, at a date, time, and place that they determine. Meeting notices shall be given to all Directors at least ten (10) days in advance, either orally (by telephone or in person) or by written notice delivered via hand delivery, overnight commercial courier, United States mail or facsimile, or by correct delivery of the notice to an electronic mail ("e-mail") address at which the Director has consented to receive notice.
- B. Special meetings of the Board of Directors may be called by the Chairperson of the Board or by any three Directors. All requests for special meetings must be given to the Secretary or Assistant Secretary in writing signed by the requesting Director(s). The Secretary or Assistant Secretary shall notify all Directors of the date, time and place of such special meetings, specifying the purpose, at least two (2) days in advance, either orally (by telephone or in person) or by written notice delivered via hand delivery, overnight commercial courier, United States mail or facsimile, or by correct delivery of the notice to an e-mail address at which the Director has consented to receive notice.
- C. The annual meeting of the Corporation shall be convened by the Board of Directors on or before May 31st of each year.
- D. Directors may participate in a meeting of the Board of Directors or a committee thereof by means of a conference telephone or similar electronic communication device whereby all persons can hear each other at the same time. Such participation shall constitute presence in person at the meeting.
- E. Any action required to be taken or that may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, signed by all of the Directors or all of the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

SECTION 11. *Waiver of Notice of Meeting*

Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting.

SECTION 12. *Powers and Duties*

The powers and duties of the Board of Directors shall be as follows:

- A. To assume ultimate responsibility and full legal authority for the Corporation;
- B. To ensure that proper policies are in place for governance of the Corporation's total operation;
- C. To develop and implement an effective organizational planning process addressing the needs of external and internal customers of the Corporation;
- D. To define the Corporation's long range strategic and operational plans, budget and resource allocation;
- E. To ensure the organizational mission, core purpose and core values of the Corporation are sustained over time;
- F. To ensure that ethical and legal standards are practiced and monitored by exercising reasonable oversight with respect to the adoption and implementation of an effective corporate compliance plan and reporting system;
- G. To hold meetings of the Board and its committees as specified;
- H. To elect and remove Directors of the Corporation;
- I. To appoint and remove the principle executive officer of the Corporation;
- J. To ensure that proper financial controls are in place for disbursement of the funds of the Corporation;
- K. To ensure that an annual financial statement audit is conducted in accordance with generally accepted auditing standards by an independent certified public accountant selected by the Audit and Compliance Committee;
- L. To appoint and elect officers of the Corporation as set forth in these Bylaws;
- M. To take all actions that the Corporation or Board or Directors are required or authorized to take in accordance with the articles of incorporation, articles of organization, bylaws or operating agreements of all not-for-profit corporations or limited liability companies of which the Corporation is the sole member; and
- N. To devise and carry into execution such other policies and programs as the Board deems necessary or proper to promote the objectives of the Corporation.

SECTION 13. *Conflict of Interest*

- A. No contract or other business or personal transaction or relationship between the Corporation and one or more of its Directors or any other corporation, firm, association, entity in which one or more of its Directors are directors, officers, or employees or are financially interested, or a person with which one or more of its directors are related, shall be void or voidable because of such interest or kinship, because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract, transaction or relationship, or because his or her or their vote(s) are counted for such purpose, if:
 - 1. The fact of such interest or kinship is disclosed by the interested or related Director(s) as soon as practicable and in no case later than five (5) days following knowledge of its existence, or the fact of such interest or kinship is otherwise known to the Board of Directors or committee which authorizes, approves or ratifies the contract, transaction or relationship by a vote or consent sufficient for the purpose without counting the vote(s) or consent(s) of such interested or related Director(s); or
 - 2. The contract, transaction or relationship is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Directors entitled to vote on such contract, transaction or relationship.
- B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract, transaction or relationship.

SECTION 14. Compliance

- A. The Board of Directors shall abide by the authority and objectives set forth in all applicable federal and state laws and rules, governmental third party program requirements, accreditation standards, and these Bylaws as adopted and amended.
- B. The Board of Directors shall act with the highest integrity to advance the best interests of the Corporation and to help the Corporation achieve its mission and operate in a manner consistent with its charitable purposes.
- C. Any Director who contributes to or participates in activities that are not in compliance with or that contribute to the Corporation's non-compliance with any applicable federal or state law or rule, governmental third party program requirement, accreditation standard, or these Bylaws as adopted and amended, or who fails to act with the highest integrity to advance the best interests of the Corporation and to help the Corporation achieve its mission and operate in a manner consistent with its charitable purpose, shall be subject to removal from the Board for cause.

SECTION 15. Compensation

Directors who are not employees of the Corporation shall receive no compensation for their services as members of the Board of Directors or any committee thereof; provided, however, Directors may, pursuant to Article V, Section 13 of these Bylaws, receive compensation that is fair and reasonable for services rendered to the Corporation in a separate capacity. The Board

of Directors may authorize the reimbursement of expenses incurred by any Director for the benefit of the Corporation.

ARTICLE VI: Officers

SECTION 1. Categories

The officers of the Corporation shall be the Chairperson, Vice Chairperson, Secretary and Treasurer of the Board, the President/CEO, and one or more other senior executive officers who have the word "chief" in their titles ("C-Suite Officers"). There may also be one or more Assistant Secretaries.

SECTION 2. Election/Appointment and Term of Office

- A. At the annual meeting of the Board of Directors, the Directors shall elect, by a majority of those present, one Director to serve as Chairperson, one Director to serve as Vice Chairperson, one Director to serve as Treasurer and one Director to serve as Secretary of the Board. Notwithstanding any other provision of these Bylaws to the contrary, the Chairperson, Vice Chairperson, Treasurer and Secretary of the Board must be elected at a meeting of the Board of Directors at which a quorum is present. The Chairperson, Vice Chairperson, Treasurer and Secretary of the Board shall serve for a term of two (2) years.
- B. The President/CEO of the Corporation shall be appointed by the Board of Directors and serve until resignation, removal or death.
- C. The C-Suite Officers shall be appointed by the President/CEO and shall serve until resignation, removal or death.
- D. The Executive Assistant to the President/CEO shall serve in the capacity as an Assistant Secretary until his or her resignation, removal or death. In the temporary absence of the Executive Assistant to the President/CEO, an Executive Assistant or Administrative Assistant appointed by the President/CEO shall serve as an Assistant Secretary.

SECTION 3. Vacancies

Any officer position that becomes vacant through resignation, removal or death shall be filled without undue delay. Should the position of Chairperson, Vice Chairperson, Treasurer or Secretary become vacant, at the next regular meeting of the Board after the vacancy occurs where a quorum is present, the Directors shall elect a director to fill the vacant office by a majority vote of those present.

SECTION 4. Powers and Duties

The powers and duties of the respective officers of the Corporation shall be as follows:

A. Chairperson of the Board

- 1. The Chairperson of the Board shall preside over all Board meetings and perform all duties incident to the office of Chairperson and such duties as

from time to time may be assigned to him or her by the Board of Directors.

2. The Chairperson of the Board shall chair the Executive Committee of the Board of Directors

B. Vice Chairperson of the Board

In the temporary absence of the Chairperson of the Board, the Vice Chairperson of the Board shall act as the Chairperson and perform all duties assigned to that position.

C. Secretary and Assistant Secretaries

1. The Secretary shall keep the minutes of the meetings of the Board of Directors, insure that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the Corporation's records, and, in general, perform all duties incident to the office of Secretary and such duties as from time to time may be assigned to him or her by the Board of Directors or the Chairperson of the Board.
2. Each Assistant Secretary shall assist the Secretary in keeping the minutes of the meetings of the Board of Directors, insuring that all notices are duly given in accordance with the provisions of these Bylaws, and being custodian of the Corporation's records, and, in general, shall perform all duties incident to the office of Assistant Secretary and such duties as from time to time may be assigned to him or her by the Board of Directors, the Chairperson of the Board, the President/CEO or the Secretary.

D. Treasurer

1. The Treasurer shall be responsible for the financial affairs of the Corporation and shall generally perform all duties and possess such powers incident to the office of treasurer of a Florida corporation; including such other duties and powers as may from time to time be assigned or delegated to that office by the Board of Directors, or by the Chairperson. The day-to-day implementation of financial policy decisions of the Board of Directors shall be the responsibility of the President/CEO.
2. The Treasurer shall chair the Finance Committee of the Board of Directors. The Treasurer shall submit to the Finance Committee an unaudited fiscal report monthly.
3. The Treasurer shall provide all financial reports and statements to the Board of Directors and Executive Committee as they may require or request.

E. President/CEO

1. The President/CEO shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she may sign on behalf of the

Corporation all contracts, deeds, mortgages, bonds and other financial or transactional instruments, as well as any other instruments which the Board has authorized to be executed, except where execution thereof is expressly delegated by the Board of Directors or by these Bylaws, or by statute, to some other officer or agency of the Corporation.

2. The President/CEO shall perform all duties incident to his or her office, and other duties as may be prescribed by the Board of Directors from time to time. The President/CEO or his or her designee shall represent the Corporation in matters of policy and negotiation with other agencies, and shall be responsible for administering the work of the Corporation in conformity with these Bylaws, the Corporation's Policies and Procedures, and other policies established by the Board of Directors.

F. C-Suite Officers

The C-Suite Officers shall have such powers and duties that may be assigned to them from time to time by the President/CEO or the Board of Directors.

SECTION 5. Chain of Command – Absence of President/CEO

In the temporary absence of the President/CEO, the Corporation's Chain of Command Policy and Procedure will dictate the individual responsible to perform the duties of the President/CEO. Except for the powers inuring to the President/CEO as a member of the Board of Directors, this individual shall have all the powers of and be subject to all the restrictions upon the President/CEO.

ARTICLE VII: Committees

SECTION 1. Executive Committee

- A. The Executive Committee shall carry out the work of the Board of Directors between meetings and at meetings in accordance with Article V, Section 9.E, of these Bylaws and make recommendations to the Board of Directors for its action. The Executive Committee shall have all the authority of the Board of Directors except that the Executive Committee is not authorized to: (1) recommend actions or proposals required to be approved by Board members; (2) fill vacancies on the Board or any committee thereof; or (3) adopt, amend, supplement, restate, repeal, or rescind these Bylaws.
- B. The members of the Executive Committee shall be as follows:
 1. Chairperson, Vice Chairperson, Treasurer and Secretary of the Board;
 2. Immediate past Chairperson of the Board;
 3. President/CEO of the Corporation;
 4. Effective April 1, 2022, and continuing until March 31, 2027, four (4) of the eight (8) individuals elected to the Board in its discretion from

among individuals presented to the Nominating Committee for consideration by the Cornerstone Board; and

5. No less than two (2) additional elected Directors and/or elected directors of affiliate boards as appointed by the Board Chairperson.
- C. The Chairperson of the Board shall chair the Executive Committee.
- D. The appointed Directors shall serve on the Executive Committee for a term of two (2) years. A Director appointed to the Executive Committee may be re-appointed by the Board Chairperson without any hiatus following the applicable two (2) year term.
- E. The Executive Committee shall meet monthly, or as necessary or appropriate.

SECTION 2. Other Standing Committees

- A. Other standing committees and their purposes shall be as follows:

1. **Finance Committee**

The Finance Committee oversees, reviews and approves budgets and Corporation funding, recommends fiscal policies affecting operations, and monitors all fiscal operations. Its members shall be the Treasurer of the Board, President/CEO of the Corporation, all members of the Executive Committee and any other members appointed at the discretion of the Chairperson of the Finance Committee. Appointed Committee members shall serve a term of two (2) years. The Committee shall be chaired by the Treasurer and shall meet as necessary and appropriate, but at least six (6) times per year.

2. **Investment Committee**

The Investment Committee assists the Board and the Corporation in ensuring that the Corporation's financial resources are preserved and increased through prudent investment strategies. Its members shall be appointed by the Chairperson of the Investment Committee and shall include the President/CEO of the Corporation. The Committee may include, from time to time, qualified individuals who are not Directors. Appointed Committee members shall serve a term of two (2) years. The Chairperson of the Investment Committee shall be appointed by the Chairperson of the Board. The Investment Committee shall meet as necessary and appropriate.

3. **Development Committee**

The Development Committee oversees and assists the Board and the Corporation in development and fund raising. Its members shall be appointed by the Chairperson of the Development Committee and may include, from time to time, qualified individuals who are not Directors. Appointed Committee members shall serve a term of two (2) years. The Chairperson of the Development Committee shall be appointed by the

Chairperson of the Board. The Development Committee shall meet as necessary and appropriate.

4. Bioethics Committee

The Bioethics Committee reviews ethical issues and provides recommendations and guidance to the standards and policies governing the delivery of health care services by the Corporation and its affiliates. The Bioethics Committee shall be composed of multi-disciplinary community leaders experienced and qualified to participate in discussions related to current ethical topics, some of whom may be Directors of the Corporation. The Bioethics Committee serves as an educational resource for Staff Ethics Committee(s) of the Corporation and/or its affiliates and reviews cases involving ethical dilemmas presented to Staff Ethics Committee(s) for additional insight and recommendations. The Bioethics Committee also serves as an advisory and review committee for research activities of the Corporation and, in that capacity, provides review of appropriate organizational studies, evaluates potential risk, privacy and other research-related related issues.

The Bioethics Committee members shall be appointed by the Chairperson of the Bioethics Committee and may include, from time to time, qualified individuals who are not Directors. Appointed Committee members shall serve a term of two (2) years. The Chairperson of the Bioethics Committee shall be appointed by the Chairperson of the Board. The Bioethics Committee shall meet as necessary and appropriate.

5. Nominating Committee

The Nominating Committee develops, in accordance with these Bylaws, the slate of candidates to serve as elected Directors, and recommends nominees to fill vacancies. The Nominating Committee also develops and submits to the Board a slate of candidates to serve in the offices of Chairperson, Vice Chairperson, Secretary and Treasurer of the Board, and recommends nominees to fill vacancies in those offices.

The members of the Nominating Committee shall be appointed by the Chairperson of the Nominating Committee from among the sitting Board of Directors and shall include the Immediate Past Chairperson of the Board, the President/CEO of the Corporation and a minimum of three (3) additional Directors. Appointed Committee members shall serve a term of two (2) years. The Nominating Committee shall be chaired by the Immediate Past Chairperson of the Board and shall meet as necessary and appropriate.

6. Compensation Committee

The Compensation Committee establishes a compensation philosophy for the Corporation and evaluates the performance and development of the Corporation's President/CEO on an annual basis in achieving corporate goals and objectives and to assure that the President/CEO of the Corporation is compensated effectively in a manner consistent with the strategy of the Corporation, competitive practice, and all tax, accounting,

legal and regulatory requirements. With the assistance of the President/CEO and external compensation specialist(s), as needed, the Compensation Committee also oversees and approves the administration of all compensation, equity and executive staff/disqualified persons benefit plans and programs and approves or disapproves all requests for additions and/or deletions of corporate officer positions. The Compensation Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including but not limited to, the sole authority to select, retain and terminate such compensation consultants, outside legal counsel and other advisors as the Committee may deem necessary.

Voting members of the Compensation Committee shall be composed of all members of the Executive Committee and shall be independent and free of conflicts of interest. The Corporation's President/CEO and most senior Human Resources staff member shall be ex officio, non-voting members of the Committee. Voting members of the Committee shall serve a term of two (2) years. The Compensation Committee shall be chaired by the Chairperson of the Board and shall meet at least annually, or as necessary and appropriate.

7. Audit and Compliance Committee

The Audit and Compliance Committee oversees the establishment and implementation of accounting policies and processes that ensure the integrity of the Corporation's financial statements and the effectiveness of the Corporation's internal control over financial reporting. The Audit and Compliance Committee oversees the selection and performance of the Corporation's internal audit function and independent public accountants. The Audit and Compliance Committee oversees the effectiveness of the Corporation's compliance and risk processes with respect to high risk areas and assists the Board of Directors in promoting an organizational culture that encourages a commitment to compliance with the law. In addition to ensuring that the Corporation implements and maintains a corporate information and reporting system designed to prevent and detect violations of the law, the Audit and Compliance Committee exercises reasonable oversight with respect to the effectiveness of such system and educates the Board about its content and operation. The Audit and Compliance Committee ensures that legally appropriate document retention policies and procedures are in place and that "non-retaliation" protections are in place for employees who disclose potential legal violations under the reporting system. The Corporation's Chief Compliance Officer shall have direct access and report to the Audit and Compliance Committee. The Chief Compliance Officer shall have direct, overall responsibility for the Corporation's compliance system and be given adequate resources and authority to carry out such responsibility. The Audit and Compliance Committee shall report to the Board of Directors regularly including an annual report regarding the Corporation's independent audit results and compliance activities.

The Audit and Compliance Committee members shall be appointed by the Chairperson of the Audit and Compliance Committee from among the sitting Board of Directors and shall include a minimum of three (3)

independent elected Directors. Non-voting members shall include the Corporation's President/CEO, Chief Operating Officer, Chief Medical Officer, Chief Financial Officer, Chief Compliance Officer, Chief Information Officer and most senior Human Resources staff member. Appointed Committee members shall serve a term of two (2) years. The Chairperson of the Audit and Compliance Committee shall be appointed by the Chairperson of the Board. The Audit and Compliance Committee shall meet quarterly, or as necessary and appropriate.

8. Bylaws Committee

The Bylaws Committee reviews the bylaws of the Corporation and its affiliate corporations annually, or more frequently if necessary and appropriate, and submits recommendations for amendments, if any, to the Board of Directors. Its members shall include the Chairperson and Immediate Past Chairperson of the Board, the vice chairperson of the board of directors of each of the Corporation's affiliate corporations, and the Corporation's President/CEO. The Bylaws Committee shall be chaired by the Immediate Past Chairperson of the Board and shall meet as necessary and appropriate. When a member of the Bylaws Committee is acting in his or her capacity as a vice chairperson of one of the Corporation's affiliate corporations at a Bylaws Committee meeting, he or she shall only be entitled to vote at such meeting concerning recommended amendments to the bylaws of the corporation for which he or she serves as vice chairperson.

- B. Unless otherwise indicated, standing committees shall meet as necessary or appropriate.

SECTION 3. *Ad Hoc Committees*

Ad Hoc committees may be appointed at the discretion of the Chairperson of the Board and meet as necessary or appropriate.

SECTION 4. *Committee Chairpersons*

Unless otherwise stated in Article VII, Section 2 of these Bylaws, the Chairperson of the Board shall appoint committee chairpersons and may serve as a chairperson and/or voting member of one or more committees.

SECTION 5. *Quorum*

Unless otherwise designated by the Board of Directors, a majority of the whole committee shall constitute a quorum.

SECTION 6. *Rules*

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with the rules adopted by the Board of Directors.

SECTION 7. Removal

The Chairperson of the Board may remove any committee member at will.

ARTICLE VIII: Fiscal Policies

SECTION 1. Contracts

The Board of Directors may authorize any officer or agent, in addition to the officers so authorized by these Bylaws or the Corporation's Contracting Policy and Procedure and/or Guidelines, to enter into any contract or execute and deliver any instrument in the name of or to the Corporation.

SECTION 2. Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) as determined by resolution of the Board of Directors.

SECTION 3. Deposits

All corporate funds shall be deposited to the credit of the Corporation in such bonds, trusts, or other depositories as the Board of Directors may select.

ARTICLE IX: Books and Records

SECTION 1. Minute Book

The Corporation shall keep at its principle office, or such other place as the Board of Directors may order, a book of the minutes of all meetings of directors, with the times and places of holding, whether regular or special, how authorized, the notice given, the names of those present, and the proceedings thereof.

SECTION 2. Corporate Records

The Corporation shall keep and maintain at its principle office, or such other place as the Board of Directors may order, adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

SECTION 3. Confidentiality of Patient/Family Information

The records of any committee or board of the Corporation which contain information relating specifically to any patient served by the Corporation or any of its affiliates shall be considered confidential. Any disclosure of such information shall be in accordance with statutes and rules of the State of Florida and the United States, in effect at the time, pertaining to disclosure of confidential patient information.

ARTICLE X: Waiver of Notice

When notice is required under the provisions of the Florida Not for Profit Corporation Act, the Corporation's Articles of Incorporation or these Bylaws, a written waiver signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI: Amendments

The Board of Directors may amend, supplement, restate, repeal, or rescind these Bylaws or any of them or any combination of them by a majority vote of those Directors present at any meeting of the Board at which a quorum is present, provided that written notice of the meeting and of the proposed change is mailed or otherwise delivered or communicated to all sitting Directors at least ten (10) days prior to the meeting date. Notwithstanding the prior sentence, from April 1, 2022 through March 31, 2027, before any amendment, restatement, repeal or rescission of any of the following Bylaws provisions becomes effective, to the extent it impacts on the rights of those Directors designated by Cornerstone then serving on the Board, at least one such Director designated by Cornerstone must be among the Directors approving such amendment, restatement, repeal or rescission: Article V, Section 3.B.; Article V, Section 8; and Article VII, Section 1. B.4.

ARTICLE XII: Indemnification

To the fullest extent permitted by applicable law, the Directors, Officers and committee members of the Corporation shall be indemnified and held harmless by the Corporation for any and all claims made against them personally while acting within the scope of their duties for the Corporation.

Approved by the Corporation's Board of Directors on December 2, 2021 to be effective as of April 1, 2022.

CHAPTERS HEALTH SYSTEM, INC.

By: 

Andrew K. Molosky
President & CEO