Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning and ending

B Check if applicable: [ ] Address change [X] Name change [ ] Initial return [ ] Terminated [ ] Amended return [ ] Application pending

C Name of organization: Bayfront Health, Education and Research Organization, Inc.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 744 Sixth Avenue South — Room/suite

City or town, state or province, country, and ZIP or foreign postal code: St. Petersburg, FL 33701

D Employer identification number: 59-2592846

E Telephone number: (727) 893-6698

G Gross receipts $ 36,439,017.

F Name and address of principal officer: Robert Thornton
same as C above

H(a) Is this a group return for subordinates? [ ] Yes [X] No

H(b) Are all subordinates included? [ ] Yes [ ] No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no.) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ www.Bayfront.org

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation: 1985 **M** State of legal domicile: FL

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities. See Schedule O

2 Check this box ▶ [X] if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	12
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	10
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	24
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	13,219.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	0.	1,000,000.
	9	Program service revenue (Part VIII, line 2g)	16,983,174.	4,444,853.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	111,336.	-17,028,854.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-115,064.	-2,563,784.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	16,979,446.	-14,147,785.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,269,972.	1,100,010.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	13,713,202.	4,587,181.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	16,983,174.	5,687,191.
	19	Revenue less expenses. Subtract line 18 from line 12	-3,728.	-19,834,976.
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	112,695,505.	187,065,179.
	21	Total liabilities (Part X, line 26)	101,401,813.	37,619,501.
	22	Net assets or fund balances. Subtract line 21 from line 20	11,293,692.	149,445,678.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

▶ Signature of officer — Date 11/17/14

▶ Robert Thornton, CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
Terry Haefner	Terry Haefner	11-14-2014		P01258953

Firm's name ▶ PERSHING YOAKLEY & ASSOCIATES, PC — Firm's EIN ▶ 62-1517792

Firm's address ▶ 2963 GULF TO BAY BLVD., STE 267
CLEARWATER, FL 33759-4255 — Phone no. 727-442-7110

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

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Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission:

Bayfront Health, Education and Research Organization's primary exempt purposes, achieved directly and through participation in the Joint Venture Entity, are focused on improving the health and welfare of residents of St. Petersburg, Florida, including the indigent and

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [X] Yes [ ] No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code ______) (Expenses $ 5,687,191. including grants of $ ______) (Revenue $ 2,797,335.)

Bayfront Health, Education and Research Organization, Inc. ("HERO"), f/k/a Bayfront Health System, Inc., amended and restated its Articles of Incorporation to change its name and modify its exempt purposes, effective April 3, 2013. Changes to HERO's Amended and Restated Articles of Incorporation are summarized on Schedule O, Supplemental Information to Form 990, in response to Line 4 of Part VI, Governance, Management, and Disclosure, Section A, Governing Body and Management. A certified copy of HERO's Amended and Restated Articles of Incorporation is attached to the return as required by Heading Item B.

Effective April 1, 2013, HERO and four of its affiliated healthcare providers sold substantially all Assets and certain operations of

4b (Code. ______) (Expenses $ ______ including grants of $ ______) (Revenue $ ______)

4c (Code: ______) (Expenses $ ______ including grants of $ ______) (Revenue $ ______)

4d Other program services (Describe in Schedule O.)

(Expenses $ ______ including grants of $ ______) (Revenue $ ______)

4e Total program service expenses ▶ 5,687,191.

See Schedule O for Continuation(s)

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c	X	
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b	X	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or other assistance to or for any foreign organization? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		X
22	Did the organization report more than $5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25a*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32	X	
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V ☐

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	37			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	24			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b		X
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a	X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," to line 3b, provide an explanation in Schedule O*			3b	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a	X	
b	If "Yes," enter the name of the foreign country: ▶ Cayman Islands					
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state?			13a		
	Note. See the instructions for additional information the organization must report on Schedule O.					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	12		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
b	Enter the number of voting members included in line 1a, above, who are independent	1b	10		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6	Did the organization have members or stockholders?		6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a		X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X	
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	X	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ None

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[ ] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

Belinda Henderson - (727)893-6295

744 6th Avenue South, St. Petersburg, FL 33701

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) Bernie Young Trustee	1.00	X						0.	0.	0.
(2) James R. Gillespie Trustee	1.00	X						0.	0.	0.
(3) Jay L. Miller Trustee	1.00	X						0.	0.	0.
(4) Jeff Hearn Treasurer	1.00	X						0.	0.	0.
(5) Roy Binger Trustee	1.00	X						0.	0.	0.
(6) Katie Pemble Vice Chair	1.00	X						0.	0.	0.
(7) Monte Trammer Trustee	1.00	X						0.	0.	0.
(8) Steven C. Dupre, ESQ. Chairman	1.00	X						0.	0.	0.
(9) Trina Espinola, M.D. trustee	1.00	X						0.	21,714.	0.
(10) Vibhuti Singh, M.D. Trustee	1.00	X						0.	207,602.	10,796.
(11) Larry Davis, M.D. trustee	1.00	X						0.	0.	0.
(12) H. William Heller, Ed.D. Ex Officio	1.00	X						0.	0.	0.
(13) Kevin Gordon, Ed. D. trustee	1.00	X						0.	0.	0.
(14) V. Mark Durand, Ph. D. trustee	1.00	X						0.	0.	0.
(15) Frederic J. Guerrier, M.D. trustee	1.00	X						0.	600.	0.
(16) Jonathan M. Ellen, M.D. trustee	1.00	X						0.	0.	0.
(17) Watson Haynes, II trustee	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(18) Mary Anne Reilly trustee	1.00	X						0.	0.	0.
(19) Beth A. Houghton Trustee	1.00	X						0.	0.	0.
(20) Karen Wolchuck Sher Trustee	1.00	X						0.	0.	0.
(21) Chris Steinocher Trustee	1.00	X						0.	0.	0.
(22) Larry C. Langebrake, P.E. Trustee	1.00	X						0.	0.	0.
(23) Donna J. Peterson, ScD, MHS Trustee	1.00	X						0.	0.	0.
(24) Sue G. Brody President/CEO	40.00			X				778,138.	0.	24,962.
(25) Robert W. Thornton Vice President/CFO	40.00			X				461,763.	0.	30,004.
(26) Eric Feder Vice President/COO	40.00					X		514,132.	0.	26,670.
1b Sub-total ▶								1,754,033.	229,916.	92,432.
c Total from continuation sheets to Part VII, Section A ▶								986,433.	0.	54,830.
d Total (add lines 1b and 1c) ▶								2,740,466.	229,916.	147,262.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 7

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
Shumaker, Loop & Kendrick LLP 101 East Kennedy Blvd, Tampa, FL 33602-5151	Legal Services	1,052,636.
All Children's Hospital, 550 9th Ave South, FL 3 Dept of Finance, St.	Space Rental/Cleaning/Cate	622,690.
The Outsource Group, 39867 Treasury Center, Chicago, IL 60694-9800	Billing/ Collection Services	518,372.
Patronus Healthcare Business Solution 18931 Chaville Road, Lutz, FL 33558	Consulting Services	440,460.
Ernst & Young P.O. Box 933514, Atlanta, GA 31193-3514	Audit/Tax Services	321,016.

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 9

See Part VII, Section A Continuation sheets

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 1,000,000.				
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f ▶		1,000,000.			
Program Service Revenue		Business Code				
	2 a Space Rental Revenue	531120	2,378,148.	2,378,148.		
	b Management Fee Revenue	561000	2,010,375.	2,010,375.		
	c Parking Revenue	812930	47,767.			47,767.
	d Miscellaneous	561000	8,563.			8,563.
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f ▶		4,444,853.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		36,316.			36,316.
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					
	6 a Gross rents	(i) Real: / (ii) Personal:				
	b Less: rental expenses	(i) Real: / (ii) Personal:				
	c Rental income or (loss)	(i) Real: / (ii) Personal:				
	d Net rental income or (loss) ▶					
	7 a Gross amount from sales of assets other than inventory	(i) Securities: / (ii) Other: 33,521,632.				
	b Less: cost or other basis and sales expenses	(i) Securities: / (ii) Other: 50,586,802.				
	c Gain or (loss)	(i) Securities: / (ii) Other: -17,065,170.				
	d Net gain or (loss) ▶		-17,065,170.			-17,065,170.
	8 a Gross income from fundraising events (not including $ ______ of contributions reported on line 1c). See Part IV, line 18	a				
	b Less: direct expenses	b				
	c Net income or (loss) from fundraising events ▶					
	9 a Gross income from gaming activities. See Part IV, line 19	a				
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities ▶					
	10 a Gross sales of inventory, less returns and allowances	a				
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory ▶					
	Miscellaneous Revenue	Business Code				
	11 a Income from Premier Purchasing Pa	561000	480,169.	466,950.	13,219.	
	b Income from BSDS LLC	621990	-303,324.	-303,324.		
	c Income from BISL, LTD.	900099	-929,485.			-929,485.
	d All other revenue		-1,811,144.	-1,811,144.		
	e **Total.** Add lines 11a-11d ▶		-2,563,784.			
	12 **Total revenue.** See instructions. ▶		-14,147,785.	2,741,005.	13,219.	-17,902,009.

Bayfront Health, Education and Research Organization, Inc.

Part IX | Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX [X]

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	823,336.	823,336.		
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	91,907.	91,907.		
9 Other employee benefits	124,871.	124,871.		
10 Payroll taxes	59,896.	59,896.		
11 Fees for services (non-employees):				
a Management				
b Legal	856,740.	856,740.		
c Accounting	164,112.	164,112.		
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	621,109.	621,109.		
12 Advertising and promotion				
13 Office expenses	144,244.	144,244.		
14 Information technology	71,825.	71,825.		
15 Royalties				
16 Occupancy	996,372.	996,372.		
17 Travel	3,958.	3,958.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	733,165.	733,165.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	470,367.	470,367.		
23 Insurance	175,131.	175,131.		
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Storage	111,841.	111,841.		
b Dues and Licenses	95,970.	95,970.		
c Parking Expense	88,337.	88,337.		
d Relocation and Recruitm	21,341.	21,341.		
e All other expenses	32,669.	32,669.		
25 **Total functional expenses.** Add lines 1 through 24e	5,687,191.	5,687,191.	0.	0.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ [ ] if following SOP 98-2 (ASC 958-720)				

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Part X | Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		2,472.	1	3,205,881.
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		0.	4	3,851,740.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		98,018.	9	10,093.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 323,500.			
	b	Less: accumulated depreciation	10b 1,050.	43,487,776.	10c	322,450.
	11	Investments - publicly traded securities			11	
	12	Investments - other securities. See Part IV, line 11			12	
	13	Investments - program-related See Part IV, line 11		6,278,539.	13	177,632,698.
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		62,828,700.	15	2,042,317.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		112,695,505.	16	187,065,179.
Liabilities	17	Accounts payable and accrued expenses		1,498,943.	17	17,610,511.
	18	Grants payable			18	
	19	Deferred revenue		8,930,321.	19	8,889,863.
	20	Tax-exempt bond liabilities		75,849,150.	20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		15,123,399.	25	11,119,127.
	26	**Total liabilities.** Add lines 17 through 25		101,401,813.	26	37,619,501.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		11,293,692.	27	149,445,678.
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		11,293,692.	33	149,445,678.
	34	Total liabilities and net assets/fund balances		112,695,505.	34	187,065,179.

Form **990** (2013)

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	-14,147,785.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,687,191.
3	Revenue less expenses. Subtract line 2 from line 1	3	-19,834,976.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	11,293,692.
5	Net unrealized gains (losses) on investments	5	30.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	157,986,932.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	149,445,678.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII [ ]

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] Accrual [ ] Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: [ ] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: [ ] Separate basis [X] Consolidated basis [ ] Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

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SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047
2013
Open to Public Inspection

Name of the organization Bayfront Health, Education and Research Organization, Inc.

Employer identification number 59-2592846

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☒ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: ______

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	No	(v) Did you notify the organization in col. (i) of your support? Yes	No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	No	(vii) Amount of monetary support
Total									

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.**

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc. (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) . . . 14 %

15 Public support percentage from 2012 Schedule A, Part II, line 14 . . . 15 %

16a **33 1/3% support test - 2013.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2012** Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10, Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.
▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2013
Open to Public Inspection

Name of the organization: Bayfront Health, Education and Research Organization, Inc.

Employer identification number: 59-2592846

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ ________

4 Number of states where property subject to conservation easement is located ▶ ________

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ ________

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ________

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ________

(ii) Assets included in Form 990, Part X ▶ $ ________

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ________

b Assets included in Form 990, Part X ▶ $ ________

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other ____________

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV **Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

			Amount
c	Beginning balance	1c	
d	Additions during the year	1d	
e	Distributions during the year	1e	
f	Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V **Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

		(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance					
b	Contributions					
c	Net investment earnings, gains, and losses					
d	Grants or scholarships					
e	Other expenditures for facilities and programs					
f	Administrative expenses					
g	End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ ________%

b Permanent endowment ▶ ________%

c Temporarily restricted endowment ▶ ________%

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

			Yes	No
(i)	unrelated organizations	3a(i)		
(ii)	related organizations	3a(ii)		
b	If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI **Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		315,000.		315,000.
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		8,500.	1,050.	7,450.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				322,450.

Schedule D (Form 990) 2013

332052
09-25-13

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Investment in BSDS, LLC	-3,061,917.	Cost
(2) Investment in HERO		
(3) Holdings	41,956,981.	Cost
(4) Investment in Suntrust		
(5) Operating	138,737,634.	Cost
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶	177,632,698.	

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 15.)* ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Unclaimed Checks	155,255.
(3) Third Party Liabilities	10,466,461.
(4) Professional/ General Claims	236,994.
(5) Other LT Liability Severance	260,417.
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶	11,119,127.

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII [X]

Schedule D (Form 990) 2013

332053
09-25-13

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.
Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue. Add lines **3** and **4c**. *(This must equal Form 990, Part I, line 12.)*			5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.
Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses. Add lines **3** and **4c**. *(This must equal Form 990, Part I, line 18.)*			5	

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4; Part IV, lines 1b and 2b, Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Part X, Line 2:

Explanation: HERO is an organization exempt from federal income tax, pursuant to Section 501(a) as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. With respect to any taxable income or unrelated business income generated, the Organization records income taxes using the liability method under which deferred tax assets and liabilities are determined based on the differences between the financial accounting and tax bases of assets and liabilities. Deferred tax assets or liabilities at the end of each period are determined using the currently enacted tax rate expected to apply to taxable income in the period that the deferred tax asset or liability is expected to be realized or settled. Due to the Sale Transaction, all

Part XIII Supplemental Information *(continued)*

deferred tax assets and liabilities were realized during 2013 and recorded in loss from operating discontinued entities.

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2013
Open to Public Inspection

Name of the organization: Bayfront Health, Education and Research Organization, Inc.

Employer identification number: 59-2592846

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 14b

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Cayman Islands	0	0	Program Services	Insurance	0.
3 a Sub-total	0	0			0.
b Total from continuation sheets to Part I	0	0			0.
c **Totals** (add lines 3a and 3b)	0	0			0.

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule F (Form 990) 2013**

332071
10-03-13

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than $5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶

3 Enter total number of other organizations or entities ▶

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* . . . ☐ Yes ☒ No

2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* . . . ☐ Yes ☒ No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* . . . ☒ Yes ☐ No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* . . . ☐ Yes ☒ No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* . . . ☐ Yes ☒ No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* . . . ☐ Yes ☒ No

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable Also complete this part to provide any additional information.

Schedule F, Part I

Explanation: Bayfront Insurance Services in the Cayman Islands has ceased its activity since December 2013.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization: Bayfront Health, Education and Research Organization, Inc.

Employer identification number 59-2592846

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. ☒ Compensation committee ☐ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☒ Form 990 of other organizations ☒ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	4a	X	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
(1) Vibhuti Singh, M.D.	(i)	0.	0.	0.	0.	0.	0.	0.
Trustee	(ii)	120,291.	0.	87,311.	5,922.	4,874.	218,398.	0.
(2) Sue G. Brody	(i)	193,229.	0.	584,909.	7,960.	17,002.	803,100.	0.
President/CEO	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) Robert W. Thornton	(i)	131,275.	0.	330,488.	7,960.	22,044.	491,767.	0.
Vice President/CFO	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) Eric Feder	(i)	118,099.	0.	396,033.	7,959.	18,711.	540,802.	0.
Vice President/COO	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) David Weiland, M.D.	(i)	83,681.	50,000.	242,446.	4,874.	5,116.	386,117.	0.
Vice President - Medical A	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) Emily B. Connors	(i)	161,602.	0.	72,724.	1,972.	28,945.	265,243.	0.
Vice President - Foundatio	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) Jatin Motiwal	(i)	58,162.	75,000.	124,105.	3,746.	4,904.	265,917.	0.
Vice President - Clinical	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Lines 4a-b:

Explanation: Sue Brody - Participated in a supplemental nonqualified deferred compensation plan. She received a SERP payment of $283,979 that had been reported as taxable compensation in a previous year. She had $11,551 of Cobra medical payments that were reimbursed by HERO. This amount is included in Part II Column D. She had severance pay of $377,952 and $117,068 in benefits vested in 2013. Both of these amounts are included in Part II Column B(iii).

Robert Thornton - Participated in a supplemental nonqualified deferred compensation plan. He received a SERP payment of $155,356 that had been reported as taxable compensation in a previous year. He had $16,185 of Cobra medical payments that were reimbursed by HERO. This amount is included in Part II Column D. He had $218,085 of severance and $79,707 in benefits vested in 2013. Both of these amounts are included in Part II Column B(iii).

Eric Feder - Participated in a supplemental nonqualified deferred compensation plan. He received a SERP payment of $284,052 that had been

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

reported as taxable compensation in a previous year.He had $13,632 of Cobra medical payments that were reimbursed by HERO. This amount is included in Part II Column D. He had $231,594 of severance and $140,212 in benefits vested in 2013. Both of these amounts are included in Part II Column B(iii).

David Weiland - Participated in a supplemental nonqualified deferred compensation plan. He had $212,461 in contributions that are vested in 2013. This amount is included in Part II Column B(iii).

Emily B. Connors - Participated in a supplemental nonqualified deferred compensation plan. She had $72,650 in contributions that are vested in 2013. This amount is included in Part II Column B(iii).

Jatin Motiwal - Participated in a supplemental nonqualified deferred compensation plan. He had $104,121 in contributions that are vested in 2013. This amount is included in Part II Column B(iii).

Karen Long - Participated in a supplemental nonqualified deferred compensation plan. She had $37,125 in benefits vest in 2013. This amount is

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

included in Part II Column B(iii).

SCHEDULE N
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Liquidation, Termination, Dissolution, or Significant Disposition of Assets

▶ Complete if the organization answered "Yes" to Form 990, Part IV, lines 31 or 32; or Form 990-EZ, line 36.
▶ Attach certified copies of any articles of dissolution, resolutions, or plans.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule N (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990.*

OMB No. 1545-0047
2013
Open to Public Inspection

Name of the organization: Bayfront Health, Education and Research Organization, Inc.

Employer identification number: 59-2592846

Part I **Liquidation, Termination, or Dissolution.** Complete this part if the organization answered "Yes" to Form 990, Part IV, line 31, or Form 990-EZ, line 36. Part I can be duplicated if additional space is needed.

1 (a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity

		Yes	No
2 Did or will any officer, director, trustee, or key employee of the organization:			
a Become a director or trustee of a successor or transferee organization?	2a		
b Become an employee of, or independent contractor for, a successor or transferee organization?	2b		
c Become a direct or indirect owner of a successor or transferee organization?	2c		
d Receive, or become entitled to, compensation or other similar payments as a result of the organization's liquidation, termination, or dissolution?	2d		

e If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III. ▶

Part I | Liquidation, Termination, or Dissolution *(continued)*

Note. If the organization distributed all of its assets during the tax year, then Form 990, Part X, column (B), line 16 (Total assets), and line 26 (Total liabilities), should equal -0-.

	Question	Line	Yes	No
3	Did the organization distribute its assets in accordance with its governing instrument(s)? If "No," describe in Part III	3		
4a	Is the organization required to notify the attorney general or other appropriate state official of its intent to dissolve, liquidate, or terminate?	4a		
b	If "Yes," did the organization provide such notice?	4b		
5	Did the organization discharge or pay all of its liabilities in accordance with state laws?	5		
6a	Did the organization have any tax-exempt bonds outstanding during the year?	6a		
b	Did the organization discharge or defease all of its tax-exempt bond liabilities during the tax year in accordance with the Internal Revenue Code and state laws?	6b		

c If "Yes," to line 6b, describe in Part III how the organization defeased or otherwise settled these liabilities. If "No," explain in Part III.

Part II | Sale, Exchange, Disposition, or Other Transfer of More Than 25% of the Organization's Assets. Complete this part if the organization answered "Yes" to Form 990, Part IV, line 32, or Form 990-EZ, line 36. Part II can be duplicated if additional space is needed.

1 (a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity
See Part III, Supplemental Information	04/01/13	33,521,632.		46-1511164	Bayfront HMA Healthcare Holdin 701 Sixth Avenue South St. Petersburg, FL 33701	Florida Limited Liability Comp

	Question	Line	Yes	No
2	Did or will any officer, director, trustee, or key employee of the organization:			
a	Become a director or trustee of a successor or transferee organization?	2a	X	
b	Become an employee of, or independent contractor for, a successor or transferee organization?	2b	X	
c	Become a direct or indirect owner of a successor or transferee organization?	2c		X
d	Receive, or become entitled to, compensation or other similar payments as a result of the organization's significant disposition of assets?	2d		X
e	If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III ▶			

See Part III

Part III **Supplemental Information.** Provide the information required by Part I, lines 2e and 6c, and Part II, line 2e. Also complete this part to provide any additional information.

Part II, Line 2e:

Name of Person: There were several members of the board of trustees that became board members for the newly formed joint venture. These individuals are Steve Dupre, Katie Pemble, Jay Miller, Jeff Hearn, and Larry Davis. In addition, three key employees (David Weiland, Jatin Motiwal, and Karen Long) are now employed by Bayfront HMA Healthcare Holdings, LLC after the sale.

Part II, Line 2e:

Explanation: Asset Sale

Effective April 1, 2013, Bayfront Health, Education and Research Organization, Inc., f/k/a Bayfront Health System, Inc. ("HERO"), along with four of its affiliated healthcare providers, Bayfront Medical Center, Inc. (the "Medical Center") and the Medical Center's two wholly-owned limited liability companies, Bayfront Home Health Care, LLC and Bayfront Physician Specialty Services, LLC, and Bayfront Enterprises, Inc., sold substantially all of their Assets and certain of the operations of HERO's affiliated healthcare providers to Bayfront HMA Healthcare Holdings,LLC, a Florida limited liability company (the "Joint Venture Entity"). Assets included those involved with hospital operations, clinics, home health services, intangible property and related owned and leased real property, buildings and improvements involved with Bayfront healthcare facilities, and excluded working capital items such as cash, cash equivalents, and accounts receivable (the "Asset Sale").

The Joint Venture Entity agreed as part of the Asset Purchase Agreement to

Part III **Supplemental Information.** Provide the information required by Part I, lines 2e and 6c, and Part II, line 2e. Also complete this part to provide any additional information.

maintain a charity care policy, including indigent care and uncompensated charity care, consistent with the charity care policy maintained prior to the Asset Sale, to assure that the hospital would continue to be a provider under Medicaid and Medicare programs, and to provide a full time emergency room open to everyone regardless of ability to pay.

The Joint Venture Entity was formed to continue to operate the 480-bed hospital and other healthcare related facilities and to continue to provide community benefits and quality healthcare to residents of St. Petersburg, Florida consistent with operations of the hospital prior to the Asset Sale. Eighty percent of the Joint Venture Entity is owned by Central Florida HMA Holding, Inc., a subsidiary of HMA and twenty percent is owned by Bayfront HERO Holdings, LLC, a wholly-owned subsidiary of HERO. A portion of the Asset Sale proceeds was paid by HERO to HMA to acquire the twenty percent interest in the Joint Venture Entity. The Joint Venture Entity provides health care services in a nondiscriminatory manner to individuals without regard to race, creed, national origin, gender, payor source, or ability to pay. Specifically, members of the Joint Venture Entity have agreed to ensure access to quality healthcare for residents of St. Petersburg, including those that are uninsured or underinsured by adopting a charity care policy, providing services to beneficiaries of Medicaid, Medicare, and other government programs, operating a full time emergency room open to everyone regardless of their ability to pay, maintaining an open medical staff and providing public health programs to benefit the community. The day-to-day operation of the Joint Venture Entity is managed by an HMA affiliate, Hospital Management Associates, Inc. The Manager is required to operate the Joint Venture Entity in accordance with the charity care policy and community benefit standard.

Part III **Supplemental Information.** Provide the information required by Part I, lines 2e and 6c, and Part II, line 2e. Also complete this part to provide any additional information.

Two outstanding tax-exempt bond series, Pinellas County Florida Health Facilities Authority Hospital Facilities Refunding Revenue Bonds, Series 2004 and 2006, were paid off with proceeds from the Asset Sale. Revenue of HERO and the Medical Center were pledged as collateral for the bonds. Termination of a related interest rate swap agreement also was funded from the Asset Sale proceeds.

PART II, SALE, EXCHANGE, DISPOSITION
OR OTHER TRANSFER OF MORE THAN 25%
OF THE ORGANIZATION'S ASSETS, LINE 1(a)
Transaction Expenses
Attorney Fees (hourly rates) and disbursements - $1,134,845.76 (Total fees and disbursements paid in
2013 relating to reported Asset Sale)

SCHEDULE O
(Form 990 or 990-EZ)
Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2013
Open to Public Inspection

Name of the organization	Employer identification number
Bayfront Health, Education and Research Organization, Inc.	59-2592846

Form 990, Part I, Line 1, Description of Organization Mission:

Bayfront Health, Education and Research Organization's primary exempt purposes, achieved directly and through participation in the Joint Venture Entity, are focused on improving the health and welfare of residents of St. Petersburg, Florida, including the indigent and uninsured by supporting research in healthcare fields, supporting teaching and training in healthcare fields, supporting education, preventative care and wellness programs. HERO's refocused purposes continue to qualify it as a charitable organization under Code Section 501(c)(3).

Form 990, Part III, Line 1, Description of Organization Mission:

uninsured by supporting research in healthcare fields, supporting teaching and training in healthcare fields, supporting education, preventative care and wellness programs. HERO's refocused purposes continue to qualify it as a charitable organization under Code Section 501(c)(3).

Form 990, Part III, Line 3, Changes in Program Services:

Explanation: Effective April 1, 2013, HERO and four of its affiliated healthcare providers sold substantially all Assets and certain operations of HERO's affiliated healthcare providers (the "Asset Sale") to Bayfront HMA Healthcare Holdings, LLC, a Florida limited liability company (the "Joint Venture Entity"). The Asset Sale is described as part of Schedule N, Liquidation, Termination, Dissolution, or Significant Disposition of Assets.

Name of the organization: Bayfront Health, Education and Research Organization, Inc.

Employer identification number: 59-2592846

Form 990, Part III, Line 4a, Program Service Accomplishments:

HERO's affiliated healthcare providers (the "Asset Sale") to Bayfront HMA Healthcare Holdings, LLC, a Florida limited liability company (the "Joint Venture Entity"). The Asset Sale is described as part of Schedule N, Liquidation, Termination, Dissolution, or Significant Disposition of Assets. The Joint Venture Entity agreed as part of the Asset Purchase Agreement to maintain a charity care policy, including indigent care and uncompensated charity care, consistent with the charity care policy maintained prior to the Asset Sale, to assure that the hospital would continue to be a provider under Medicaid and Medicare programs, and to provide a full time emergency room open to everyone regardless of ability to pay.

The Joint Venture Entity was formed to continue to operate the 480-bed hospital and other healthcare related facilities and to continue to provide community benefits and quality healthcare to residents of St. Petersburg, Florida consistent with operations of the hospital prior to the Asset Sale. Eighty percent of the Joint Venture Entity is owned by Central Florida HMA Holding, Inc., a subsidiary of Health Management Associates, Inc. ("HMA"), and twenty percent is owned by Bayfront HERO Holdings, LLC, a wholly-owned subsidiary of HERO. A portion of the Asset Sale proceeds was paid by HERO to HMA to acquire the twenty percent interest in the Joint Venture Entity. The Joint Venture Entity provides healthcare services in a nondiscriminatory manner to individuals without regard to race, creed, national origin, gender, payor source, or ability to pay. Specifically, members of the Joint Venture Entity have agreed to ensure access to quality healthcare for

Name of the organization Bayfront Health, Education and Research Organization, Inc. | Employer identification number 59-2592846

residents of St. Petersburg, including those that are uninsured or underinsured by adopting a charity care policy, providing services to beneficiaries of Medicaid, Medicare, and other government programs, operating a full time emergency room open to everyone regardless of their ability to pay, maintaining an open medical staff and providing public health programs to benefit the community. The day-to-day operation of the Joint Venture Entity is managed by an HMA affiliate, Hospital Management Associates, Inc. The Manager is required to operate the Joint Venture Entity in accordance with the charity care policy and community benefit standard.

Prior to the Asset Sale, HERO's primary exempt purpose was to own, promote, develop and provide quality healthcare through its affiliated healthcare providers. HERO also coordinated and funded community benefit activities and wellness initiatives and provided management and oversight to all of its affiliated entities which included Bayfront Health Foundation, Inc. and Bayfront Insurance Solutions, Ltd., in addition to the affiliated healthcare providers. Prior to the Asset Sale, HERO served as the parent organization of a multiple entity healthcare system and was the sole corporation member or sole shareholder of the following affiliated organizations:

-Bayfront Medical Center, Inc. (the "Medical Center") which was in turn the sole member of Bayfront Home Health Care, LLC, and Bayfront Physician Specialty Services, LLC, all three being affiliated healthcare providers of HERO.

-Bayfront Enterprises, Inc. which operated urgent care centers in Pinellas County, Florida under the name Bayfront Convenient Care

Name of the organization Bayfront Health, Education and Research Organization, Inc.	Employer identification number 59-2592846

Clinics, an affiliated healthcare provider of HERO.

-Bayfront Health Foundation, Inc. which engaged in fundraising activities that primarily supported various Medical Center initiatives.

-Bayfront Insurance Solutions, Ltd., a single parent captive insurance company providing professional and general liability insurance to HERO and its subsidiaries.

Following the Asset Sale, HERO's exempt purposes, achieved directly and through participation in the Joint Venture Entity, are focused on improving the health and welfare of residents of St. Petersburg, Florida, including the indigent and uninsured by supporting research in healthcare fields, supporting teaching and training in healthcare fields, supporting education, preventative care and wellness programs. HERO's refocused purposes continue to qualify it as a charitable organization under Code Section 501(c)(3).

Bayfront Insurance Solutions, Ltd. was a C corporation domiciled in the Cayman Islands. Following the Asset Sale, Bayfront Insurance Solutions, Ltd.'s liability for covered claims was assumed by a commercial insurer and HERO purchased tail insurance to cover against any claims not yet made as of March 31, 2013. Bayfront Insurance Solutions, Ltd. was dissolved effective December 23, 2013.

Effective December 23, 2013, the Medical Center, Bayfront Enterprises, Inc., Bayfront Home Health Care, LLC, and Bayfront Physician Specialty Services, LLC merged into HERO as the surviving entity. All remaining assets and liabilities of each merged entity were as a matter of law transferred to HERO as the surviving entity as of the effective date. A

Name of the organization Bayfront Health, Education and Research Organization, Inc. | Employer identification number 59-2592846

certified copy of the Articles of Merger and the Agreement and Plan of Merger are attached to Schedule N, Liquidation, Termination, Dissolution, or Significant Disposition of Assets.

Form 990, Part VI, Section A, line 4:

Explanation: HERO amended and restated its Articles of Incorporation and Bylaws during 2013. The following summarizes significant changes to each document.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

A certified copy of HERO's Amended and Restated Articles of Incorporation is attached to this return as required by Heading Item B.

The Amended and Restated Articles of Incorporation for HERO also change the corporate name and location of HERO's principal office. The amendments refocus HERO's exempt purposes on improving the health and welfare of residents of St. Petersburg, Florida, supporting research in healthcare fields, supporting and advancing teaching and training in healthcare fields, and improving health by community education, preventive care and wellness programs for residents benefitted by HERO operations, including those members of communities benefitted by HERO operations that are indigent and underserved.

The Amended and Restated Articles of Incorporation also change the number of Trustees to no less than four or more than seventeen, provide that any current or former officer or Trustee may be indemnified by HERO to the fullest extent permitted by law, and provide for required minimum

Name of the organization: Bayfront Health, Education and Research Organization, Inc.

Employer identification number: 59-2592846

percentages of Trustee votes to amend specifically identified Articles in the Amended and Restated Articles of Incorporation.

THIRD AMENDED AND RESTATED BYLAWS

HERO's Third Amended and Restated Bylaws recognize the corporate name change. The Bylaws also change the number of Trustees to be consistent with the change in the Amended and Restated Articles of Incorporation and remove classification of Trustees which affected election and term requirements. Trustee qualifications were modified to remove requirements that at least sixty percent of Trustees live in St. Petersburg, Florida and that no more than fifty percent of Trustees be physicians.

The Bylaws provide for appointment of nominating and investment committees, modify the conflict of interest policy to conform to the sample policy provided to exempt organizations by the Internal Revenue Service, include provisions governing election of Trustees for Bayfront Health Foundation, Inc., an affiliated exempt organization and reserve powers over Foundation actions to HERO as the Foundation's sole member. The Bylaws also include provisions regarding election of managers for Bayfront HERO Holdings, LLC, a wholly-owned subsidiary of HERO, and election of the designated directors of Bayfront HMA Healthcare Holdings, LLC, a Florida limited liability company. Finally the Bylaws modify provisions regarding amendments to the Bylaws to provide for minimum percentages of Trustee votes required to amend specifically identified Articles and Sections of the Bylaws.

Form 990, Part VI, Section B, line 11:

Explanation: Copies of the 990s were made available to all Board of Trustee

Name of the organization Bayfront Health, Education and Research Organization, Inc.

Employer identification number 59-2592846

members subsequent to filing.

Form 990, Part VI, Section B, Line 12c:

Explanation: Conflict of interest statements are reviewed by the Chairman of the Board. If there is a potential conflict, there is a discussion with the employee or board member and appropriate action is taken if necessary.

Form 990, Part VI, Section B, Line 15:

Explanation: Compensation for the CEO and top management is determined by use of a compensation committee, independent compensation consultants, Forms 990 of other organizations, and compensation surveys. The compensation committee meets annually to discuss and approve the compensation plans.

Form 990, Part VI, Section C, Line 19:

Explanation: Bayfront Health, Education and Research Organization's governing documents, conflict of interest policy, and financial statements are available to the public upon request.

Form 990, Part IX, Line 11g, Other Fees:

Other Fees for Services:

Program service expenses	621,109.
Management and general expenses	0.
Fundraising expenses	0.
Total expenses	621,109.
Total Other Fees on Form 990, Part IX, line 11g, Col A	621,109.

Form 990, Part XI, line 9, Changes in Net Assets:

Name of the organization Bayfront Health, Education and Research Organization, Inc.

Employer identification number 59-2592846

Book/Tax Difference Bayfront Same Day Surgery Center	73,724.
Book/Tax Difference Premier Purchasing Partners	-480,169.
Equity Transfers	153,547,267.
Pension	4,769,496.
Change in Interest in Foundation	-135,156.
Donated Capital	211,770.
Total to Form 990, Part XI, Line 9	157,986,932.

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.
▶Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2013
Open to Public Inspection

Name of the organization: Bayfront Health, Education and Research Organization, Inc.

Employer identification number: 59-2592846

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	No
Bayfront Health Foundation, Inc. - 31-1492316, 701 Sixth Street South, St. Petersburg, FL 33701	Fundraising	Florida	501(c)(3)	11A - Type 1	Bayfront Health, Education and Research	X	
Bayfront Medical Center, Inc. - 59-1218020 701 Sixth Street South St. Petersburg, FL 33701	Hospital	Florida	501(c)(3)	3	Bayfront Health, Education and Research	X	

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

See Part VII for Continuations

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09-12-13 LHA

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
Bayfront Same Day Surgery Center, LLC - 73-1637544, 701 Sixth Street South, St. Petersburg, FL 33701	Surgery Center	FL	Bayfront Health, Education and Research	Related	-303,324.	669,913.		X	N/A	X		50.96%

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
Bayfront Enterprises, Inc. - 59-2592872, 701 Sixth Street South, St. Petersburg, FL 33701	Physician Services	FL	Bayfront Health Education and	C CORP	5,113,448.	0.	100.00%	X	
Bayfront Insurance Solutions, LTD - 98-0680280, P.O. Box 69, 720 West Bay Rd., Grand Cayman, CAYMAN ISLANDS KY1-1102	Insurance Services	Cayman Islands	Bayfront Health Education and	C CORP	1,396,438.	0.	100.00%	X	

See Part VII for Continuations

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

			Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to related organization(s)	1b		X
c	Gift, grant, or capital contribution from related organization(s)	1c		X
d	Loans or loan guarantees to or for related organization(s)	1d	X	
e	Loans or loan guarantees by related organization(s)	1e		X
f	Dividends from related organization(s)	1f		X
g	Sale of assets to related organization(s)	1g		X
h	Purchase of assets from related organization(s)	1h		X
i	Exchange of assets with related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		X
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l	X	
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m	X	
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X	
o	Sharing of paid employees with related organization(s)	1o	X	
p	Reimbursement paid to related organization(s) for expenses	1p	X	
q	Reimbursement paid by related organization(s) for expenses	1q	X	
r	Other transfer of cash or property to related organization(s)	1r	X	
s	Other transfer of cash or property from related organization(s)	1s	X	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) Bayfront Medical Center, Inc.	S	153,547,267.	Fair Value
(2) Bayfront Health Foundation, Inc.	P	-5,420,387.	fair Value
(3) Bayfront Same Day Surgery Center, LLC	R	469,478.	fair Value
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec 501(c)(3) orgs? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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09-12-13

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

Part II, Identification of Related Tax-Exempt Organizations:

Name of Related Organization:

Bayfront Health Foundation, Inc.

Direct Controlling Entity: Bayfront Health, Education and Research Organization, Inc.

Name of Related Organization:

Bayfront Medical Center, Inc.

Direct Controlling Entity: Bayfront Health, Education and Research Organization, Inc.

Part III, Identification of Related Organizations Taxable as Partnership:

Name of Related Organization:

Bayfront Same Day Surgery Center, LLC

Direct Controlling Entity: Bayfront Health, Education and Research Organization, Inc.

Part IV, Identification of Related Organizations Taxable as Corp or Trust:

Name of Related Organization:

Bayfront Enterprises, Inc.

Direct Controlling Entity: Bayfront Health Education and Research Organization, Inc.

Name of Related Organization:

Bayfront Insurance Solutions, LTD

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

Direct Controlling Entity: Bayfront Health Education and Research Organization, Inc.

Form 990 Bayfront Health, Education and Research Organization, Inc. 59-2592846

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(27) David Weiland, M.D. Vice President - Medical A	40.00					X		376,127.	0.	9,990.
(28) Emily B. Connors Vice President - Foundatio	40.00					X		234,326.	0.	30,917.
(29) Karen Long Vice President - Nursing	40.00					X		118,713.	0.	5,273.
(30) Jatin Motiwal Vice President - Clinical	40.00					X		257,267.	0.	8,650.
Total to Part VII, Section A, line 1c								986,433.		54,830.

332201
05-01-13

(H13000064488 3)

13 MAR 20 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BAYFRONT HEALTH SYSTEM, INC.

Pursuant to the provisions of Chapter 617, Florida Statutes, Bayfront Health System, Inc. (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is Bayfront Health System, Inc. The document number assigned by the Florida Department of State is N11407.

SECOND: The following amendment to the Articles of Incorporation has been adopted by the Corporation:

"Article I, in its entirety, of the Articles of Incorporation of the Corporation be and hereby is revoked, declared null and void and of no further effect and, in lieu thereof, the following article is adopted, approved and ratified:

ARTICLE I

NAME

The name of the Corporation shall be Bayfront Health Education and Research Organization, Inc."

THIRD: The Corporation does not have any members. The foregoing amendment was approved and adopted by the Unanimous Written Consent of the Board of Trustees of the Corporation pursuant to Section 617.0821, Florida Statutes, as of the 19th day of March, 2013.

IN WITNESS WHEREOF, the undersigned, the President and Chief Executive Officer of the Corporation, has executed these Articles of Amendment this 19th day of March, 2013.

Sue S Brody
Sue Brody
President and Chief Executive Officer

(H13000064488 3)

H14000180863 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 JUL 31 AM 10: 07

ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC.

(a Florida Not For Profit corporation)
Document Number N11407

Pursuant to Section 617.1006 of the Florida Not For Profit Corporation Act (the "**Act**"), **BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC.**, a Florida not for profit corporation (the "**Corporation**"), adopts the following amendments to its Amended and Restated Articles of Incorporation:

FIRST: The name of the Corporation is **BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC.**

SECOND: The following amendment to the Amended and Restated Articles of Incorporation was adopted by the Board of Trustees of the Corporation:

A. ARTICLE III CORPORATE PURPOSES of the Amended and Restated Articles of Incorporation shall be amended and restated in its entirety to read as follows:

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) as are set forth below, including the making of distributions for such purposes. The Corporation is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not-For-Profit Corporation Act.

These purposes include the following:

(a) To improve the health and well-being of the community historically served by the Corporation before it sold its hospital and other healthcare facilities in 2013, by stimulating and supporting programs, initiatives and research that improve quality of life.

(b) To seek and develop strategies, alliances and partners that will enable the Corporation to create and support social and other initiatives that lead to long-term systemic improvement and a sustainable healthy and vibrant community, primarily in South Pinellas County, Florida.

(c) To receive and administer property and funds for the benefit of the Corporation, or its successor, and to that end to take and hold, by bequest, devise, gift, purchase, lease, or otherwise, either absolutely or in trust, any

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law;

(d) To own, use, buy, sell, lease, borrow, mortgage or encumber, convey, administer, maintain, grow and dispose of real and personal property and to invest and reinvest principal and income received from such property and to deal with and expend principal and income therefrom as will tend to promote the objects of the Corporation and the doing of all things necessary or incident for the purposes of the Corporation set forth in paragraphs (a) through (c), inclusive, above in this Article III, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received or such limitations, if any, as may be imposed by law; and

(e) To do such other lawful acts or activities to accomplish its charitable and educational purposes related to the purposes specified in paragraphs (a) through (d), inclusive, above, as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) and the nonprofit corporation laws of the State of Florida.

Except as aforesaid, the remainder of the Amended and Restated Articles of Incorporation shall remain in full force and effect and shall not be modified by this Amendment.

THIRD: The Corporation has no members. The foregoing amendment was approved by the Board of Trustees of the Corporation at a duly called meeting on April 29, 2014 pursuant to Section 617.1002 of the Act.

FOURTH: The effective date of the amendment herein shall be the date these Articles of Amendment to the Amended and Restated Articles of Incorporation are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned Chairman of the Corporation has executed these Articles of Amendment to Amended and Restated Articles of Incorporation as of the 29th day of April, 2014

Bayfront Health, Education and Research Organization, Inc.

By: ______________________
Steven C. Dupré, Chairman

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RESOLUTION 2013-12-09-01 OF THE BOARD OF TRUSTEES OF BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC.

The undersigned, being all of the members of the Board of Trustees ("**Board**") of Bayfront Health, Education and Research Organization, Inc., a Florida not-for-profit corporation (the "**Company**" or "**HERO**"), hereby authorize and approve the adoption of the following resolutions without a meeting pursuant to the Florida Not For Profit Corporation Act:

WHEREAS:

The Company wants to merge its wholly owned subsidiaries, Bayfront Medical Center, Inc. ("BMC") and Bayfront Enterprises, Inc. ("BEI"), and BMC's wholly owned subsidiaries Bayfront Home Health Care, LLC ("BHHC") and Bayfront Physician Specialty Services, LLC ("BPSS") (the "**Merger**"), into the Company (the "**Surviving Entity**") by adopting the Articles of Merger and Agreement and Plan of Merger attached hereto as Exhibit A ("**Plan of Merger**");

The Board wants to authorize and approve: (i) Amendments to the BMC and BEI Bylaws reducing to three (3) the required number of members of their Board of Trustees and Board of Directors, respectively; (ii) An amendment to the BPSS Operating Agreement to reduce to three (3) the required number of members on its Board of Managers; (iii) the replacement of all the current board members of BMC, BEI, and BPSS; and (iv) the replacement of all current officers of BMC, BEI, BPSS, and BHHC.

IT IS THEREFORE RESOLVED THAT

The Board hereby adopts, approves and authorizes the Plan of Merger and the Merger and authorizes and directs Steven C. Dupré, as Board Chair:

1. To execute, deliver and file with the Secretary of State for the State of Florida the Plan of Merger and such other documents and instruments as are necessary to implement the Merger and .

2. To execute consents authorizing: (i) the amendments to the Bylaws of BMC and BEI; (ii) the amendment to the Operating Agreement of BPSS; and (iii) the election of new Board members Steven C. Dupré, Jeff Hearn and Jay Miller to the respective Boards of BMC, BEI, and BPSS, and (iv) the election of officers of BMC, BEI, BPSS, and BHHC to be as follows:

Steven C. Dupré	Chairman
Jeff Hearn	Vice Chairman
Jay Miller	Secretary

[*The remainder of this page has been intentionally left blank*]

HERO Resolution 2013-12-09-01
Counterpart Signature Page

IN WITNESS WHEREOF, the undersigned have taken this action by unanimous written effect, effective as of 10 day of December, 2013.

Larry J. Davis, M.D.	Beth A. Houghton
Steven C. Dupré	Larry C. Langebrake, P.E.
V. Mark Durand, Ph.D.	Jay L. Miller
Jonathan M. Ellen, M.D.	Donna J. Peterson, ScD, MHS
Trina Espinola, M.D.	Marry Anne Reilly
Kevin D. Gordon, Ed.D.	Karen Wolchuck Sher
Frederio J. Guerrier, M.D.	Chris Steinochder
Watson Haynes, II	Kanika Tomalin, Ph.D
Jeff Hearn	

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HERO Resolution 2013-12-09-01
Counterpart Signature Page

IN WITNESS WHEREOF, the undersigned have taken this action by unanimous written effect, effective as of ___ day of December, 2013.

Larry J. Davis, M.D.	Beth A. Houghton
Steven C. Dupré	Larry C. Langebrake, P.E.
V. Mark Durand, Ph.D.	Jay L. Miller
Jonathan M. Ellen, M.D.	Donna J. Peterson, ScD, MHS
Trina Espinola, M.D.	Marry Anne Reilly
Kevin D. Gordon, Ed.D.	Karen Wolchuck Sher
Frederic J. Guerrier, M.D.	Chris Steinochder
Watson Haynes, II	Kanika Tomalin, Ph.D
Jeff Hearn	

HERO Resolution 2013-12-09-01
Counterpart Signature Page

IN WITNESS WHEREOF, the undersigned have taken this action by unanimous written effect, effective as of ___ day of December, 2013.

Larry J. Davis, M.D.	Beth A. Houghton
Steven C. Dupré	Larry C. Langebrake, P.E.
V. Mark Durand, Ph.D.	Jay L. Miller
Jonathan M. Ellen, M.D.	Donna J. Peterson, ScD, MHS
Trina Espinola, M.D.	Marry Anne Reilly
Kevin D. Gordon, Ed.D.	Karen Wolchuck Sher
Frederic J. Guerrier, M.D.	Chris Steinochder
Watson Haynes, II	Kanika Tomalin, Ph.D
Jeff Hearn	

HERO Resolution 2013-12-09-01
Counterpart Signature Page

IN WITNESS WHEREOF, the undersigned have taken this action by unanimous written effect, effective as of ___ day of December, 2013.

Larry J. Davis, M.D.	Beth A. Houghton
Steven C. Dupré	Larry C. Langebrake, P.E.
V. Mark Durand, Ph.D.	Jay L. Miller
Jonathan M. Ellen, M.D.	Donna J. Peterson, ScD, MHS
Trina Espinola, M.D.	Marry Anne Reilly
Kevin D. Gordon, Ed.D.	Karen Wolchuck Sher
Frederic J. Guerrier, M.D.	Chris Steinochder
Watson Haynes, II	Kanika Tomalin, Ph.D
Jeff Hearn	

HERO Resolution 2013-12-09-01
Counterpart Signature Page

IN WITNESS WHEREOF, the undersigned have taken this action by unanimous written effect, effective as of ___ day of December, 2013.

Larry J. Davis, M.D.	Beth A. Houghton
Steven C. Dupré	Larry C. Langebrake, P.E.
V. Mark Durand, Ph.D.	Jay L. Miller
Jonathan M. Ellen, M.D.	Donna J. Peterson, ScD, MHS
Trina Espinola, M.D.	Marry Anne Reilly
Kevin D. Gordon, Ed.D.	Karen Wolchuck Sher
Frederic J. Guerrier, M.D.	Chris Steinochder
Watson Haynes, II	Kanika Tomalin, Ph.D
Jeff Hearn	

HERO Resolution 2013-12-09-01
Counterpart Signature Page

IN WITNESS WHEREOF, the undersigned have taken this action by unanimous written effect, effective as of ___ day of December, 2013.

Larry J. Davis, M.D.

Steven C. Dupré

V. Mark Durand, Ph.D.

Jonathan M. Ellen, M.D.

Trina Espinola, M.D.

Kevin D. Gordon, Ed.D.

Frederic J. Guerrier, M.D.

Watson Haynes, II

Jeff Hearn

Beth A. Houghton

Larry C. Langebrake, P.E.

Jay L. Miller

Donna J. Peterson, ScD, MHS

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Karen Wolchuck Sher

Chris Steinochder

Kanika Tomalin, Ph.D

HERO Resolution 2013-12-09-01
Counterpart Signature Page

IN WITNESS WHEREOF, the undersigned have taken this action by unanimous written effect, effective as of ___ day of December, 2013.

Larry J. Davis, M.D.	Beth A. Houghton
Steven C. Dupré	Larry C. Langebrake, P.E.
V. Mark Durand, Ph.D.	Jay L. Miller
Jonathan M. Ellen, M.D.	Donna J. Peterson, ScD, MHS
Trina Espinola, M.D.	Marry Anne Reilly
Kevin D. Gordon	
Kevin D. Gordon, Ed.D.	Karen Wolchuck Sher
Frederic J. Guerrier, M.D.	Chris Steinochder
Watson Haynes, II	Kanika Tomalin, Ph.D
Jeff Hearn	

HERO Resolution 2013-12-09-01
Counterpart Signature Page

IN WITNESS WHEREOF, the undersigned have taken this action by unanimous written effect, effective as of ___ day of December, 2013.

Larry J. Davis, M.D.	Beth A. Houghton
	Larry Langebrake Digitally signed by Larry Langebrake DN: cn=Larry Langebrake, o=SRI, ou=510, email=larry.langebrake@sri.com, c=US Date: 2013.12.10 11:07:19 -05'00'
Steven C. Dupré	Larry C. Langebrake, P.E.
V. Mark Durand, Ph.D.	Jay L. Miller
Jonathan M. Ellen, M.D.	Donna J. Peterson, ScD, MHS
Trina Espinola, M.D.	Marry Anne Reilly
Kevin D. Gordon, Ed.D.	Karen Wolchuck Sher
Frederic J. Guerrier, M.D.	Chris Steinochder
Watson Haynes, II	Kanika Tomalin, Ph.D
Jeff Hearn	

HERO Resolution 2013-12-09-01
Counterpart Signature Page

IN WITNESS WHEREOF, the undersigned have taken this action by unanimous written effect, effective as of ___ day of December, 2013.

Larry J. Davis, M.D.	Beth A. Houghton
Steven C. Dupré	Larry C. Langebrake, P.E.
V. Mark Durand, Ph.D.	Jay L. Miller
Jonathan M. Ellen, M.D.	Donna J. Peterson, ScD, MHS
Trina Espinola, M.D.	Marry Anne Reilly
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Watson Haynes, II	Kanika Tomalin, Ph.D
Jeff Hearn	

HERO Resolution 2013-12-09-01
Counterpart Signature Page

IN WITNESS WHEREOF, the undersigned have taken this action by unanimous written effect, effective as of ___ day of December, 2013.

Larry J. Davis, M.D.	Beth A. Houghton
Steven C. Dupré	Larry C. Langebrake, P.E.
V. Mark Durand, Ph.D.	Jay L. Miller
Jonathan M. Ellen, M.D.	Donna J. Peterson, ScD, MHS
Trina Espinola, M.D.	Marry Anne Reilly
Kevin D. Gordon, Ed.D.	Karen Wolchuck Sher
Frederic J. Guerrier, M.D.	Chris Steinocher
Watson Haynes, II	Kanika Tomalin, Ph.D
Jeff Hearn	

HERO Resolution 2013-12-09-01
Counterpart Signature Page

IN WITNESS WHEREOF, the undersigned have taken this action by unanimous written effect, effective as of ___ day of December, 2013.

Larry J. Davis, M.D.	Beth A. Houghton
Steven C. Dupré	Larry C. Langebrake, P.E.
V. Mark Durand, Ph.D.	Jay L. Miller
Jonathan M. Ellen, M.D.	Donna J. Peterson, ScD, MHS
Trina Espinola, M.D.	Marry Anne Reilly
Kevin D. Gordon, Ed.D.	Karen Wolchuck Sher Karen Wolchuck Sher
Frederic J. Guerrier, M.D.	Chris Steinochder
Watson Haynes, II	Kanika Tomalin, Ph.D
Jeff Hearn	

HERO Resolution 2013-12-09-01
Counterpart Signature Page

IN WITNESS WHEREOF, the undersigned have taken this action by unanimous written effect, effective as of ___ day of December, 2013.

____
Larry J. Davis, M.D.

____
Steven C. Dupré

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V. Mark Durand, Ph.D.

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Jonathan M. Ellen, M.D.

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Trina Espinola, M.D.

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Kevin D. Gordon, Ed.D.

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Frederic J. Guerrier, M.D.

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Watson Haynes, II

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Jeff Hearn

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Beth A. Houghton

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Larry C. Langebrake, P.E.

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Jay L. Miller

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Donna J. Peterson, ScD, MHS

Mary Anne Reilly
____
Marry Anne Reilly

____
Karen Wolchuck Sher

____
Chris Steinochder

____
Kanika Tomalin, Ph.D

HERO Resolution 2013-12-09-01
Counterpart Signature Page

IN WITNESS WHEREOF, the undersigned have taken this action by unanimous written effect, effective as of___ day of December, 2013.

Larry J. Davis, M.D.	Beth A. Houghton
Steven C. Dupré	Larry C. Langebrake, P.E.
V. Mark Durand, Ph.D.	Jay L. Miller
Jonathan M. Ellen, M.D.	Donna J. Peterson, ScD, MHS
Trina Espinola, M.D.	Marry Anne Reilly
Kevin D. Gordon, Ed.D.	Karen Wolchuck Sher
Frederic J. Guerrier, M.D.	Chris Steinocher
Watson Haynes, II	Kanika Tomalin, Ph.D
Jeff Hearn	

RESOLUTION 2013-12-09-02 OF
THE SOLE MEMBER AND THE BOARD OF TRUSTEES OF
BAYFRONT MEDICAL CENTER, INC.

The undersigned, being the sole member and all of the members of the Board of Trustees of Bayfront Medical Center, Inc., a Florida not-for-profit corporation (the "**Company**"), hereby authorize and approve pursuant to the Florida Not For Profit Corporation Act, the adoption of the following resolutions without a meeting:

WHEREAS, the sole member of the Company desires to: 1. amend the Company's Bylaws to reduce the required number of members of the Board of Trustees to three (3) pursuant to the Second Amendment to Amended and Restated Bylaws attached hereto as Exhibit A (the "**Second Amendment to Bylaws**"); 2. remove the Company's current Board of Trustees and officers; 3. elect new members to the Board of Trustees; 4. elect new officers; and 5. authorize the Company's merger (the "**Merger**") into Bayfront Health, Education and Research Organization, Inc., a Florida not-for-profit corporation (the "**Surviving Entity**") and to effectuate the Merger, the Company desires to enter into the Articles of Merger and Agreement and Plan of Merger attached hereto as Exhibit B ("**Plan of Merger**");

NOW THEREFORE, BE IT RESOLVED, that the sole member authorizes that Sections 3.4.1. and 3.4.2 of the current Company Bylaws be deleted in their entirety and that the Second Amendment to the Amended and Restated Bylaws is hereby approved and ratified.

FURTHER RESOLVED, that the sole member hereby removes the Company's previous Board of Trustees and officers and elects Steven C. Dupré, Jeff Hearn, and Jay Miller as the sole members of the Board of Trustees of the Company to serve until their successors are elected and qualified, or until their earlier resignation, removal or death.

FURTHER RESOLVED, that the Board of Trustees hereby elects the following officers to serve until their successors are elected and qualified, or until their earlier resignation, removal or death:

Steven C. Dupré	Chairman
Jeff Hearn	Vice Chairman
Jay Miller	Secretary

FURTHER RESOLVED, that (a) the Board hereby approves, and recommends that the sole member of the Company adopt, the Plan of Merger and the Merger contemplated by the Plan of Merger; (b) the sole member of the Company hereby adopts, approves and authorizes the Plan of Merger and the Merger contemplated by the Plan of Merger; (c) the Company is hereby authorized to enter into the Plan of Merger, and (d) the Company's Chairman is hereby authorized, empowered and directed for, in the name and on behalf of the Company to execute, deliver and file with the Secretary of State for the State of Florida the Plan of Merger and such other documents and instruments as are necessary.

IN WITNESS WHEREOF, the undersigned have taken this action effective as of 23rd day of December, 2013.

BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC.

By: ______________________
Steven C. Dupré, Chairman

____
Steven C. Dupré

____
Jeff Hearn

____
Jay Miller

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RESOLUTION 2013-12-09-02 OF
THE SOLE MEMBER AND THE BOARD OF TRUSTEES OF
BAYFRONT MEDICAL CENTER, INC.

The undersigned, being the sole member and all of the members of the Board of Trustees of Bayfront Medical Center, Inc., a Florida not-for-profit corporation (the "**Company**"), hereby authorize and approve pursuant to the Florida Not For Profit Corporation Act, the adoption of the following resolutions without a meeting:

WHEREAS, the sole member of the Company desires to: 1. amend the Company's Bylaws to reduce the required number of members of the Board of Trustees to three (3) pursuant to the Second Amendment to Amended and Restated Bylaws attached hereto as Exhibit A (the "**Second Amendment to Bylaws**"); 2. remove the Company's current Board of Trustees and officers; 3. elect new members to the Board of Trustees; 4. elect new officers; and 5. authorize the Company's merger (the "**Merger**") into Bayfront Health, Education and Research Organization, Inc., a Florida not-for-profit corporation (the "**Surviving Entity**") and to effectuate the Merger, the Company desires to enter into the Articles of Merger and Agreement and Plan of Merger attached hereto as Exhibit B ("**Plan of Merger**");

NOW THEREFORE, BE IT RESOLVED, that the sole member authorizes that Sections 3.4.1. and 3.4.2 of the current Company Bylaws be deleted in their entirety and that the Second Amendment to the Amended and Restated Bylaws is hereby approved and ratified.

FURTHER RESOLVED, that the sole member hereby removes the Company's previous Board of Trustees and officers and elects Steven C. Dupré, Jeff Hearn, and Jay Miller as the sole members of the Board of Trustees of the Company to serve until their successors are elected and qualified, or until their earlier resignation, removal or death.

FURTHER RESOLVED, that the Board of Trustees hereby elects the following officers to serve until their successors are elected and qualified, or until their earlier resignation, removal or death:

Steven C. Dupré	Chairman
Jeff Hearn	Vice Chairman
Jay Miller	Secretary

FURTHER RESOLVED, that (a) the Board hereby approves, and recommends that the sole member of the Company adopt, the Plan of Merger and the Merger contemplated by the Plan of Merger; (b) the sole member of the Company hereby adopts, approves and authorizes the Plan of Merger and the Merger contemplated by the Plan of Merger; (c) the Company is hereby authorized to enter into the Plan of Merger, and (d) the Company's Chairman is hereby authorized, empowered and directed for, in the name and on behalf of the Company to execute, deliver and file with the Secretary of State for the State of Florida the Plan of Merger and such other documents and instruments as are necessary.

IN WITNESS WHEREOF, the undersigned have taken this action effective as of ___ day of December, 2013.

BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC.

By: ______________________
Steven C. Dupré, Chairman

____
Steven C. Dupré

____
Jeff Hearn

____
Jay Miller

SLK_TAM:#1690853v1

RESOLUTION 2013-12-09-03 OF THE SOLE SHAREHOLDER AND BOARD OF DIRECTORS OF BAYFRONT ENTERPRISES, INC.

The undersigned, being the sole shareholder and all of the members of the Board of Directors of Bayfront Enterprises, Inc., a Florida corporation (the "**Company**"), hereby authorize and approve pursuant to the Florida Business Corporation Act, the adoption of the following resolutions without a meeting:

WHEREAS, the sole shareholder of the Company desires to: 1. amend the Company's Bylaws to reduce the required number of members of the Board of Directors to three (3) pursuant to the Amendment to Bylaws attached hereto as Exhibit A (the "**Amendment to Bylaws**"); 2. remove the Company's current Board of Directors and officers; 3. elect new members to the Board of Directors; 4. elect new officers; and 5. authorize the Company's merger (the "**Merger**") into Bayfront Health, Education and Research Organization, Inc., a Florida not-for-profit corporation (the "**Surviving Entity**") and to effectuate the Merger, the Company desires to enter into the Articles of Merger and Agreement and Plan of Merger attached hereto as Exhibit B ("**Plan of Merger**");

NOW THEREFORE, BE IT RESOLVED, that the sole shareholder authorizes that Article III, Section 6, of the current Company Bylaws be deleted in its entirety and that the Amendment to Bylaws is hereby approved and ratified.

FURTHER RESOLVED, that the sole shareholder hereby removes the Company's previous Board of Directors and officers and elects Steven C. Dupré, Jeff Hearn, and Jay Miller as the sole members of the Board of Directors of the Company to serve until their successors are elected and qualified, or until their earlier resignation, removal or death.

FURTHER RESOLVED, that the Board of Directors hereby elects the following officers to serve until their successors are elected and qualified, or until their earlier resignation, removal or death.

Steven C. Dupré	Chairman
Jeff Hearn	Vice Chairman
Jay Miller	Secretary

FURTHER RESOLVED, that (a) the Board hereby approves, and recommends that the sole shareholder of the Company adopt, the Plan of Merger and the Merger contemplated by the Plan of Merger; (b) the sole shareholder of the Company hereby adopts, approves and authorizes the Plan of Merger and the Merger contemplated by the Plan of Merger; (c) the Company is hereby authorized to enter into the Plan of Merger, and (d) the Company's Chairman is hereby authorized, empowered and directed for, in the name and on behalf of the Company to execute, deliver and file with the Secretary of State for the State of Florida the Plan of Merger and such other documents and instruments as are necessary.

IN WITNESS WHEREOF, the undersigned have taken this action effective as of 23rd day of December, 2013.

BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC.

By: ______________________________
Steven C. Dupré, Chairman

____
Steven C. Dupré

____
Jeff Hearn

____
Jay Miller

SLK_TAM:#1683440v1

RESOLUTION 2013-12-09-04 OF THE SOLE MEMBER AND BOARD OF MANAGERS OF BAYFRONT PHYSICIAN SPECIALTY SERVICES, LLC

The undersigned, being the sole member and all of the members of the Board of Managers of Bayfront Physician Specialty Services, a Florida limited liability company (the "**Company**"), hereby authorize and approve pursuant to the Florida Limited Liability Company Act, the adoption of the following resolutions without a meeting:

WHEREAS, the sole member of the Company desires to: 1. amend the Company's Operating Agreement to reduce the required number of members of the Board of Managers to three (3) pursuant to the Amendment to Operating Agreement attached hereto as Exhibit A (the "**Amendment to Operating Agreement**"); 2. remove the Company's current Board of Managers and officers; 3. elect new members to the Board of Managers; 4. elect new officers; and 5. authorize the Company's merger (the "**Merger**") into Bayfront Health, Education and Research Organization, Inc., a Florida not-for-profit corporation (the "**Surviving Entity**") and to effectuate the Merger, the Company desires to enter into the Articles of Merger and Agreement and Plan of Merger attached hereto as Exhibit B ("**Plan of Merger**");

NOW THEREFORE, BE IT RESOLVED, that the sole member authorizes that Article VI, 6.1, of the current Company Bylaws be replaced in part and that the Amendment to Operating Agreement is hereby approved and ratified.

FURTHER RESOLVED, that the sole member hereby removes the Company's previous Board of Managers and officers and elects Steven C. Dupré, Jeff Hearn, and Jay Miller as the sole members of the Board of Managers of the Company to serve until their successors are elected and qualified, or until their earlier resignation, removal or death.

FURTHER RESOLVED, that the Board of Managers hereby elects the following officers to serve until their successors are elected and qualified, or until their earlier resignation, removal or death:

Steven C. Dupré	Chairman
Jeff Hearn	Vice Chairman
Jay Miller	Secretary

FURTHER RESOLVED, that (a) the Board hereby approves, and recommends that the sole member of the Company adopt, the Plan of Merger and the Merger contemplated by the Plan of Merger; (b) the sole member of the Company hereby adopts, approves and authorizes the Plan of Merger and the Merger contemplated by the Plan of Merger; (c) the Company is hereby authorized to enter into the Plan of Merger, and (d) the Company's Chairman is hereby authorized, empowered and directed for, in the name and on behalf of the Company to execute, deliver and file with the Secretary of State for the State of Florida the Plan of Merger and such other documents and instruments as are necessary.

IN WITNESS WHEREOF, the undersigned have taken this action effective as of 23rd day of December, 2013.

BAYFRONT MEDICAL CENTER, INC.

By: ______________________
Steven C. Dupré, Chairman

____
Steven C. Dupré

____
Jeff Hearn

____
Jay Miller

SLK_TAM:#1683440v1

RESOLUTION 2013-12-09-04 OF THE SOLE MEMBER AND BOARD OF MANAGERS OF BAYFRONT PHYSICIAN SPECIALTY SERVICES, LLC

The undersigned, being the sole member and all of the members of the Board of Managers of Bayfront Physician Specialty Services, a Florida limited liability company (the "**Company**"), hereby authorize and approve pursuant to the Florida Limited Liability Company Act, the adoption of the following resolutions without a meeting:

WHEREAS, the sole member of the Company desires to: 1. amend the Company's Operating Agreement to reduce the required number of members of the Board of Managers to three (3) pursuant to the Amendment to Operating Agreement attached hereto as Exhibit A (the "**Amendment to Operating Agreement**"); 2. remove the Company's current Board of Managers and officers; 3. elect new members to the Board of Managers; 4. elect new officers; and 5. authorize the Company's merger (the "**Merger**") into Bayfront Health, Education and Research Organization, Inc., a Florida not-for-profit corporation (the "**Surviving Entity**") and to effectuate the Merger, the Company desires to enter into the Articles of Merger and Agreement and Plan of Merger attached hereto as Exhibit B ("**Plan of Merger**");

NOW THEREFORE, BE IT RESOLVED, that the sole member authorizes that Article VI, 6.1, of the current Company Bylaws be replaced in part and that the Amendment to Operating Agreement is hereby approved and ratified.

FURTHER RESOLVED, that the sole member hereby removes the Company's previous Board of Managers and officers and elects Steven C. Dupré, Jeff Hearn, and Jay Miller as the sole members of the Board of Managers of the Company to serve until their successors are elected and qualified, or until their earlier resignation, removal or death.

FURTHER RESOLVED, that the Board of Managers hereby elects the following officers to serve until their successors are elected and qualified, or until their earlier resignation, removal or death:

Steven C. Dupré	Chairman
Jeff Hearn	Vice Chairman
Jay Miller	Secretary

FURTHER RESOLVED, that (a) the Board hereby approves, and recommends that the sole member of the Company adopt, the Plan of Merger and the Merger contemplated by the Plan of Merger; (b) the sole member of the Company hereby adopts, approves and authorizes the Plan of Merger and the Merger contemplated by the Plan of Merger; (c) the Company is hereby authorized to enter into the Plan of Merger, and (d) the Company's Chairman is hereby authorized, empowered and directed for, in the name and on behalf of the Company to execute, deliver and file with the Secretary of State for the State of Florida the Plan of Merger and such other documents and instruments as are necessary.

IN WITNESS WHEREOF, the undersigned have taken this action effective as of ___ day of December, 2013.

BAYFRONT MEDICAL CENTER, INC.

By: ______________________________
Steven C. Dupré, Chairman

____
Steven C. Dupré

____
Jeff Hearn

____
Jay Miller

SLK_TAM:#1683440v1

RESOLUTION 2013-12-09-05 OF THE SOLE MEMBER AND BOARD OF MANAGERS OF BAYFRONT HOME HEALTH CARE, LLC

The undersigned, being the sole member and all of the members of the Board of Managers of Bayfront Home Health Care, LLC, a Florida limited liability company (the "**Company**"), hereby authorize and approve pursuant to the Florida Limited Liability Company Act, the adoption of the following resolutions without a meeting:

WHEREAS, the sole member and the Board of Managers of the Company desire to: 1. remove the current officers of the Company; 2. elect new officers of the Company; 3. authorize the Company's merger (the "**Merger**") into Bayfront Health, Education and Research Organization, Inc., a Florida not-for-profit corporation (the "**Surviving Entity**") and to effectuate the Merger, the Company desires to enter into the Articles of Merger and Agreement and Plan of Merger attached hereto as Exhibit A ("**Plan of Merger**");

FURTHER RESOLVED, that the sole member hereby removes the Company's previous officers.

FURTHER RESOLVED, that the Board of Managers hereby elects the following officers to serve until their successors are elected and qualified, or until their earlier resignation, removal or death:

Steven C. Dupré	Chairman
Jeff Hearn	Vice Chairman
Jay Miller	Secretary

RESOLVED, that (a) the Board hereby approves, and recommends that the sole member of the Company adopt, the Plan of Merger and the Merger contemplated by the Plan of Merger; (b) the sole member of the Company hereby adopts, approves and authorizes the Plan of Merger and the Merger contemplated by the Plan of Merger; (c) the Company is hereby authorized to enter into the Plan of Merger, and (d) the Company's Chairman is hereby authorized, empowered and directed for, in the name and on behalf of the Company to execute, deliver and file with the Secretary of State for the State of Florida the Plan of Merger and such other documents and instruments as are necessary.

IN WITNESS WHEREOF, the undersigned have taken this action effective as of 23rd day of December, 2013.

BAYFRONT MEDICAL CENTER, INC.

By: ______________________
Steven C. Dupré, Chairman

____
Steven C. Dupré

____
Jeff Hearn

____
Jay Miller

RESOLUTION 2013-12-09-05 OF THE SOLE MEMBER AND BOARD OF MANAGERS OF BAYFRONT HOME HEALTH CARE, LLC

The undersigned, being the sole member and all of the members of the Board of Managers of Bayfront Home Health Care, LLC, a Florida limited liability company (the "**Company**"), hereby authorize and approve pursuant to the Florida Limited Liability Company Act, the adoption of the following resolutions without a meeting:

WHEREAS, the sole member and the Board of Managers of the Company desire to: 1. remove the current officers of the Company; 2. elect new officers of the Company; 3. authorize the Company's merger (the "**Merger**") into Bayfront Health, Education and Research Organization, Inc., a Florida not-for-profit corporation (the "**Surviving Entity**") and to effectuate the Merger, the Company desires to enter into the Articles of Merger and Agreement and Plan of Merger attached hereto as <u>Exhibit A</u> ("**Plan of Merger**");

FURTHER RESOLVED, that the sole member hereby removes the Company's previous officers.

FURTHER RESOLVED, that the Board of Managers hereby elects the following officers to serve until their successors are elected and qualified, or until their earlier resignation, removal or death:

Steven C. Dupré	Chairman
Jeff Hearn	Vice Chairman
Jay Miller	Secretary

RESOLVED, that (a) the Board hereby approves, and recommends that the sole member of the Company adopt, the Plan of Merger and the Merger contemplated by the Plan of Merger; (b) the sole member of the Company hereby adopts, approves and authorizes the Plan of Merger and the Merger contemplated by the Plan of Merger; (c) the Company is hereby authorized to enter into the Plan of Merger, and (d) the Company's Chairman is hereby authorized, empowered and directed for, in the name and on behalf of the Company to execute, deliver and file with the Secretary of State for the State of Florida the Plan of Merger and such other documents and instruments as are necessary.

IN WITNESS WHEREOF, the undersigned have taken this action effective as of ___ day of December, 2013.

BAYFRONT MEDICAL CENTER, INC.

By: ______________________________
Steven C. Dupré, Chairman

____
Steven C. Dupré

____
Jeff Hearn

____
Jay Miller

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STATE OF FLORIDA
ARTICLES OF MERGER
OF
BAYFRONT MEDICAL CENTER, INC.
(a Florida not-for-profit corporation)
BAYFRONT ENTERPRISES, INC.
(a Florida corporation)
BAYFRONT HOME HEALTH CARE, LLC
(a Florida limited liability company)
And
BAYFRONT PHYSICIAN SPECIALTY SERVICES, LLC
(a Florida limited liability company)
INTO
BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC.
(a Florida not-for-profit corporation)

The following Articles of Merger are being submitted in accordance with Sections 607.1108, 607.1109, 608.438 and 617.0302(16) of the Florida Statutes:

FIRST: The name, street address, jurisdiction, entity type, Florida document number and tax identification number for the "Merged Entities" are as follows:

Name:	Bayfront Medical Center, Inc.
Street Address:	744 Sixth Avenue South, St. Petersburg, Florida 33701
Jurisdiction:	Florida
Entity Type:	not-for-profit corporation
Florida Doc.:	714853
FEI Number:	591218020

Name:	Bayfront Enterprises, Inc.
Street Address:	744 Sixth Avenue South, St. Petersburg, Florida 33701
Jurisdiction:	Florida
Entity Type:	corporation
Florida Doc.:	H78833
FEIN Number:	592592872

Name:	Bayfront Home Health Care, LLC
Street Address:	744 Sixth Avenue South, St. Petersburg, Florida 33701
Jurisdiction:	Florida
Entity Type:	limited liability company
Florida Doc.:	L04000040187
FEI Number:	113722443

Name:	Bayfront Physician Specialty Services, LLC
Street Address:	744 Sixth Avenue South, St. Petersburg, Florida 33701
Jurisdiction:	Florida
Entity Type:	limited liability company
Florida Doc.:	L09000029615
FEI Number:	260762089

SECOND: The name, street address, jurisdiction, entity type, Florida document number and tax identification number for the "Surviving Entity" is as follows:

Name:	Bayfront Health, Education and Research Organization, Inc.
Street Address:	744 Sixth Avenue South, St. Petersburg, Florida 33701
Jurisdiction:	Florida
Entity Type:	not-for-profit corporation
Florida Doc.:	N11407
FEI Number:	592592846

THIRD: The Agreement and Plan of Merger is attached, and meets the requirements of Sections 607.1101 and 607.1108 of the Florida Statutes.

FOURTH: The attached Agreement and Plan of Merger was adopted by the sole members, sole shareholders, Managers, and Board of Directors of each of the Merged Entities, by written consents dated December __, 2013.

FIFTH: The Agreement and Plan of Merger was also adopted by written consent of the Board of Trustees of the Surviving Entity on December ___, 2013, and the Surviving Entity does not have any members.

SIXTH: The merger shall be effective the date filed with the Florida Department of State (the "**Effective Date**").

IN WITNESS WHEREOF, the undersigned entities have caused these Articles of Merger to be executed by their duly authorized representatives this 23rd day of December, 2013.

MERGED ENTITIES:

BAYFRONT MEDICAL CENTER, INC.

By:____________________
Steven C. Dupré
Chairman

BAYFRONT ENTERPRISES, INC.

By:__________________________
Steven C. Dupré
Chairman

BAYFRONT HOME HEALTH CARE, LLC

By:__________________________
Steven C. Dupré
Chairman

BAYFRONT PHYSICIAN SPECIALTY SERVICES, LLC

By:__________________________
Steven C. Dupré
Chairman

SURVIVING ENTITY:

BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC.

By:__________________________
Steven C. Dupré
Chairman

Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "**Agreement**"), is made and entered into as of the __ day of December, 2013, by and between Bayfront Medical Center, Inc., a Florida not-for-profit corporation, Bayfront Enterprises, Inc., a Florida corporation, Bayfront Home Health Care, LLC, a Florida limited liability company, Bayfront Physician Specialty Services, LLC, a Florida limited liability company (separately, "**Merged Entity**" and collectively, "**Merged Entities**"), and Bayfront Health, Education and Research Organization, Inc., a Florida not-for-profit corporation (the "**Surviving Entity**").

WITNESSETH:

WHEREAS, each of the Merged Entities desires to merge with and into the Surviving Entity;

WHEREAS, the Board of Directors, Managers, sole shareholder and sole member of each of the respective Merged Entities deems it advisable and in the best interests of that Merged Entity that it be merged with and into the Surviving Entity, on the terms and conditions set forth herein and in accordance with Sections 607.1101, 607.1108, 608.438, and 617.0302(16) of the Florida Statutes.

WHEREAS, the Board of Trustees of the Surviving Entity deems it advisable and in the best interests of the Surviving Entity that the Surviving Entity merge with the Merged Entities and that the surviving entity shall be the Surviving Entity.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants and provisions contained herein, the parties agree as follows:

ARTICLE I
MERGER

Subject to the terms and conditions set forth in this Agreement and Plan of Merger, on the Effective Date (as defined in Article II hereof), each of the Merged Entities shall be merged with and into the Surviving Entity in accordance with applicable provisions of Florida law (the "**Merger**"). The separate existence of each Merged Entity shall cease at the Effective Date and the existence of the Surviving Entity shall be unaffected and unimpaired by the Merger. The Surviving Entity shall continue to exist and to be governed by the laws of the State of Florida under the corporation name "Bayfront Health, Education and Research Organization, Inc."

ARTICLE II
EFFECTIVE DATE

The Merger contemplated by this Agreement and Plan of Merger shall be effective the date filed with the Florida Department of State (the "**Effective Date**").

ARTICLE III
EFFECTS OF THE MERGER

On the Effective Date, all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to each Merged Entity shall be taken and be deemed to be transferred to and vested in the Surviving Entity and shall be thereafter as effectively the property of the Surviving Entity as they were the property of such Merged Entity. The title to any property, real, personal, tangible or intangible or mixed, wherever situated, and the ownership of any right or privilege vested in a Merged Entity shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Entity. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of each Merged Entity shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of each Merged Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if they had been incurred or contracted by it. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Entity shall continue unaffected and unimpaired by the Merger, except as modified by this Agreement.

ARTICLE III
MANNER AND BASIS OF CONVERTING SHARES

Each of the Merged Entities is either a wholly owned subsidiary or a subsidiary of a wholly owned subsidiary (**"Shareholder/Member"**) of the Surviving Entity. At and after the Effective Date, all of the issued and outstanding shares of capital stock or partnership units of each Merged Entity, by virtue of the Merger and without any action on the part of the Shareholder/Member, shall cease to exist by virtue of the Merger.

ARTICLE IV
APPROVAL

The Merger shall be consummated pursuant to the terms of this Agreement and Plan of Merger, which has been approved by the Board of Directors, Managers, sole shareholder and sole member of each of the respective Merged Entities by written consents dated December ___, 2013, and by the Board of Trustees of the Surviving Entity by written consent dated December __, 2013.

ARTICLE V
ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Entity in effect immediately prior to the Effective Date shall, upon the Merger becoming effective, be and remain in full force and effect after the Effective Date and shall not be amended by virtue of the Merger.

IN WITNESS WHEREOF, the undersigned entities have caused this Agreement and Plan of Merger to be executed by their duly authorized officers as of the date first above written.

SURVIVING ENTITY:

BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC.

By:________________________
Steven C. Dupré
Chairman

MERGED ENTITIES:

BAYFRONT MEDICAL CENTER, INC.

By:________________________
Steven C. Dupré
Chairman

BAYFRONT ENTERPRISES, INC.

By:________________________
Steven C. Dupré
Chairman

BAYFRONT HOME HEALTH CARE, LLC

By:________________________
Steven C. Dupré
Chairman

BAYFRONT PHYSICIAN SPECIALTY SERVICES, LLC

By:________________________
Steven C. Dupré
Chairman

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868***

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. Bayfront Health System, Inc.	**Enter filer's identifying number** Employer identification number (EIN) or 59-2592846
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 744 Sixth Avenue South	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. St. Petersburg, FL 33701	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Belinda Henderson
744 6th Avenue South - St. Petersburg, FL 33701
Telephone No. ▶ (727)893-6295 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning __________ , and ending __________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. Bayfront Health, Education and Research Organization, Inc. (FKA Bayfront Health System, Inc.)	Employer identification number (EIN) or 59-2592846
	Number, street, and room or suite no. If a P.O. box, see instructions. 744 Sixth Avenue South	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. St. Petersburg, FL 33701	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ Belinda Henderson 744 6th Avenue South - St. Petersburg, FL 33701
  Telephone No. ▶ (727)893-6295 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15, 2014.

5 For calendar year 2013 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
Additional time is requested to compile information necessary to file a complete and accurate return

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 0.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Terry Naftzger Title ▶ CPA Date ▶ 8-12-2014

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12-31-13