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DAVID J. BARON (1)
JAMES O. FERGESON, JR. (2)
RICHARD R. GANS (4)
STEPHEN B. KEYSER (3)
DAVID S. MAGLICH (1) (6)
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- (1) BOARD CERTIFIED CIVIL TRIAL LAWYER
- (2) BOARD CERTIFIED TAX LAWYER
- (3) BOARD CERTIFIED REAL ESTATE LAWYER
- (4) BOARD CERTIFIED WILLS, TRUSTS AND ESTATES LAWYER
- (5) BOARD CERTIFIED APPELLATE LAWYER
- (6) BOARD CERTIFIED BUSINESS LITIGATION LAWYER

rgans@fsskbt.com

July 15, 1999

Division of Corporations
P.O. Box 1300
Tallahassee, Florida 32302-1300

Re: Auxiliary of Doctors Hospital of Sarasota, Inc.
File No. 8304/15220

Ladies or Gentlemen:

300002942313--1
-07/27/99--01001--023
*****70.00 *****43.75

Enclosed are Amended and Restated Articles of Incorporation of Auxiliary of Doctors Hospital of Sarasota, Inc. Also **enclosed** is our check in the amount of \$70.00 for the filing fee.

If you have any questions, please contact me.

Sincerely,

Richard R. Gans

RRG/ghf
Enclosures
cc: Mr. Charles W. Becker Jr.
215627

FILED
99 JUL 27 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Aristark

T. LEWIS " 27 1999

CERTIFICATE

The foregoing Amended and Restated Articles of Incorporation for Auxiliary of Doctors Hospital of Sarasota, Inc., were adopted on April 14, 1999, by a vote of a majority of the corporation's members entitled to vote on the matter, which vote was sufficient for the adoption of these Amended and Restated Articles.

In addition, these Amended and Restated Articles of Incorporation were approved by the Board of Directors of Doctors Hospital of Sarasota, Inc., on May 26, 1999.

ATTEST:

**AUXILIARY OF DOCTORS
HOSPITAL OF SARASOTA, INC.**

By: *Aurelia Myers*
As Recording Secretary
Aurelia Myers

By: *Charles W. Becker Jr.*
As President
Charles W. Becker Jr.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AUXILIARY OF DOCTORS HOSPITAL OF SARASOTA, INC.
(A Corporation Not For Profit)**

FILED
99 JUL 27 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of Incorporating for charitable and philanthropic purposes, under the terms and provisions of Chapter 617 of the Florida Statutes do agree as follows:

ARTICLE I

The name of this corporation is AUXILIARY OF DOCTORS HOSPITAL OF SARASOTA, INC.

ARTICLE II

The general nature of the objects and purposes of this corporation shall be to render assistance to the patients of Doctors Hospital and to advance the state of the healing arts by any means which may lie within the power of this corporation. These objects and purposes may be accomplished by general contact with the public, by encouraging persons to enter the hospital and medical profession in Sarasota County by making scholarships available to qualified students, and by such activities as may meet the approval of the Board of Directors of said hospital.

ARTICLE III - POWERS

This corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida which are necessary or convenient to effect the purposes of the corporation.

ARTICLE IV - LIMITATIONS ON POWERS

No part of the assets or net earnings of the corporation shall enure to the benefit of, or be distributable to , its members(if any), directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions for furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda , or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code; or the corresponding section of any future federal tax code; or (b) a corporation , contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V - REGISTERED OFFICE AND AGENT; PRINCIPLE OFFICE

The registered office for this corporation shall be: 5731 Bee Ridge Road , Sarasota , FL. 34233. The registered agent at such registered office shall be: Charles W. Becker Jr. The principal office and the mailing address of the corporation are the same.

ARTICLE VI

SECTION 1 - Membership. There shall be five types of membership:

(a) **ACTIVE MEMBERS** - Those who have paid their Annual Dues and who actively participate in the volunteer services which are rendered to patients of Doctors Hospital or to the healing arts by the Auxiliary of Doctors Hospital of Sarasota, Inc.

(b) **TEEN AGE VOLUNTEERS (TAV's)** - Students between the ages of 14 and 17 years. TAV's are assigned to designated areas for service. TAV's are not required to pay dues.

(c) **CONTRIBUTING MEMBERS** - Those who shall have contributed the sum of Twenty-five Dollars (\$25.00) or more to the Auxiliary of Doctors Hospital of Sarasota, Inc. Any Contributing Member may also be an Active Member if the member actively participates in the volunteer service rendered by the Auxiliary of Doctors Hospital, Inc., as set forth in sub-paragraph (a) hereof.

(d) **HONORARY LIFE MEMBERS** - Members who have been dedicated to the activities and purposes of the Auxiliary of Doctors Hospital, Inc., as demonstrated by having given a minimum of 2000 hours or a minimum of ten (10) years service to the corporation, but who are no longer able to render these services, shall be eligible to become Honorary Life Members. Honorary Life Members may be named from time to time by the Board of Directors.

(e) HONORARY MEMBER - Individuals who are not Active Members and who are not eligible for Honorary Life Membership status, may, upon selection by the Board of Directors become Honorary Members. Status as an Honorary Member is contingent upon making of annual donations in the minimum amount of \$25.00 to the corporation's Scholarship Fund.

SECTION 2 - Eligibility. Membership in the Auxiliary of Doctors Hospital of Sarasota, Inc. shall be open to both men and women 18 years of age and older, and to Teenage Volunteers ages 14 to 17 years.

ARTICLE VII

This corporation is to exist perpetually.

ARTICLE VIII

The names and residences of the subscribers are:

Donna Balcom	4418 Rum Cay Circle Sarasota, FL. 34233
Richard Majetic	4334 Breckenridge Way Sarasota, FL. 34235
Robert Barrington	6861 Superior Street Circle Sarasota, FL. 34243
Mary Krueger	3651 Longmeadow Sarasota, FL. 34235
Edith Sichler	4120 Marseilles Avenue Sarasota, FL. 34233
Patricia Glass	4459 McIntosh Lake Avenue Sarasota, FL. 34233
Beverly Packer	5700 Seven Oaks Drive Sarasota, FL. 34241
Elvira Eckardt	6802 Superior Street Circle Sarasota, FL. 34243

ARTICLE IX

Section 1. The officers of the corporation shall be a President, one or more Vice-Presidents, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer and such other officers as may be provided in the by-laws.

Section 2. The officers shall be elected at the annual meeting of the members of the corporation or as provided in the by-laws.

ARTICLE X

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have eight directors initially. The number of directors may be increased or decreased from time to time, as provided in the corporation's by-laws, but never less than three.

Section 2. The Board of Directors must be Active Members of the corporation.

Section 3. Members of the Board of Directors shall elected or appointed and hold office in accordance with the By-laws.

ARTICLE XI

Section 1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as it may be necessary from time to time, provided, however, the by-laws shall not become effective until approved by the Board of Directors of Doctors Hospital of Sarasota, Inc.

Section 2. The by-laws may be amended at any regular meeting by a majority vote of the corporation, providing that notice of the proposed change has been sent to all Active Members at least two weeks in advance of the meeting. Such amendments to the by-laws shall not become effective until approved by the Board of Directors of the Doctors Hospital of Sarasota, Inc.

(3) the corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(4) the corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and

(5) the corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XV - INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation) , by reason of the fact he is or was a director or officer of the corporation, against any and all expenses (including attorney's fees, court costs and appellate costs and fees), judgements, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for a director or officer who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall enure to the benefit of the heirs and personal representative of such person; provided, however, that if any past or present officer or director sues the corporation, other than to enforce this indemnification, the past or present officer or director instituting such suit shall not have the right of indemnification hereunder in connection with that suit. The corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth and, if such insurance is purchased but the proceeds thereof are not sufficient to cover the cost of indemnification, the deficiency shall be paid from corporate funds. If there are no funds available to pay the costs of indemnification or deficiency resulting from insufficient insurance coverage, then the members of the Board of Directors shall cover such costs. This indemnification is an absolute right, and any such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

ARTICLE XII

Section 1. These Articles of Incorporation may be amended at a special meeting of the Active Members called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the by-laws of intention to submit such amendments.

Section 3. Amendments to the Articles of Incorporation shall not become effective until approved by the Board of Directors of Doctors Hospital of Sarasota, Inc.

ARTICLE XIII - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after first paying or making provision for the payment of any and all liabilities of the corporation, distribute the assets of the corporation for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall distribute the assets of the corporation to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for one or more of such purposes or to such organization or organizations as the court shall determine; provided, however, that such organizations must be organized and operated exclusively for one or more of such exempt purposes.

ARTICLE XIV - PRIVATE FOUNDATION PROVISIONS

If the corporation is ever classified as a "private foundation" under Section 509 (a) of the Internal Revenue Code, or the corresponding section of any future federal tax code, then the following provisions shall apply:

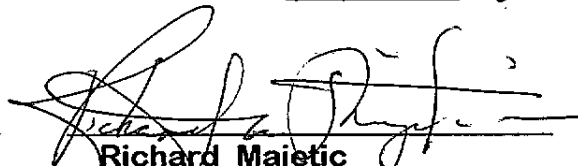
(1) the corporation shall distribute its income for each tax year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(2) the corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, we have hereunto set our hands the 14th day of April, 1999.



Donna Balcom
4418 Rum Cay Circle
Sarasota, FL. 34233

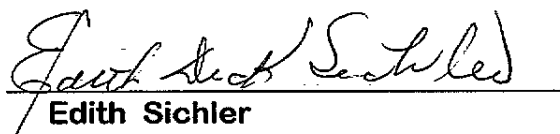

Richard Majetic
4334 Breckenridge Way
Sarasota, FL. 34235



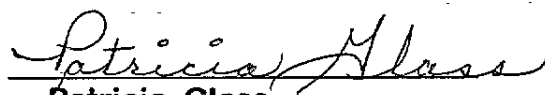
Robert Barrington
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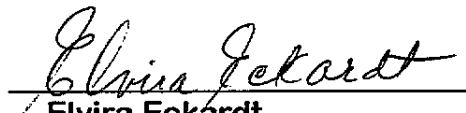
Edith Sichler
4120 Marseilles Avenue
Sarasota, FL. 34233



Patricia Glass
4459 McIntosh Lake Avenue
Sarasota, FL. 34233



Beverly Packer
5700 Seven Oaks Drive
Sarasota, FL. 34241



Elvira Eckardt
6802 Superior Street Circle
Sarasota, FL. 34243

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on July 2, 1999 by DONNA BALCOM, RICHARD MAJETIC, ROBERT BARRINGTON, MARY KRUEGER, EDITH SICHLER AND ELVIRA ECKARDT who are personally known to me or have produced _____ as identification and who did (did not) take oaths.

Marilyn K. Kallotte

Notary Public

Serial Number (if any) _____

Commission Expiration Date: _____



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing articles of incorporation as registered agent, hereby accepts such designation and agrees to serve as registered agent.

Charles W. Becker, Jr.
CHARLES W. BECKER, JR.