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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

MORTON PLANT MEASE HEALTH CARE FOUNDATION, INC.

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**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**MORTON PLANT MEASE HEALTH CARE FOUNDATION, INC.**  
**(FORMERLY KNOWN AS THE MORTON F. PLANT HOSPITAL FOUNDATION, INC.)**

These Restated Articles of Incorporation have an effective date of the 1st day of July, 1997 (the "Effective Date"). The purpose of this restatement is to reflect the terms governing the Corporation since the Effective Date.

**ARTICLE I**

**Name**

The name of this Corporation not-for-profit is MORTON PLANT MEASE HEALTH CARE FOUNDATION, INC.

**ARTICLE II**

**Term**

The term for which this Corporation shall exist shall be perpetual.

**ARTICLE III**

**Principal Office**

The principal office of the Corporation is located at 1200 Druid Road South, Clearwater, Florida 33756.

**ARTICLE IV**

**Purposes**

The purposes for which this Corporation is formed are :

- A. To provide funds to or for the benefit of Morton Plant Hospital Association, Inc. (doing business as Morton Plant Hospital), and Trustees of Mease Hospital, Inc. (doing business as Mease Dunedin Hospital and Mease Countryside Hospital) to maintain, improve and advance medical care, hospital

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care, nursing care, training programs, education and research, and to allow charitable and scientific and educational objectives of the hospitals to be accomplished.

B. To provide funds to or for the benefit of organizations associated with Morton Plant Hospital Association, Inc. and Trustees of Mease Hospital, Inc. (other than Morton Plant Mease Health Care, Inc.) which are themselves tax-exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America.

C. To provide funds for the buildings, facilities and equipment of Morton Plant Hospital, Mease Dunedin Hospital and Mease Countryside Hospital.

D. To solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contribution will be used to carry out the purposes referred to in (A), (B), (C) and (D) above.

E. To own and hold title to, invest and manage such real and personal property, tangible or intangible, as is contributed to the Corporation and to distribute the principal and income therefrom for the purposes referred to in (A), (B), (C) and (D) above.

## ARTICLE V

### Powers

This Corporation shall have all of the corporate powers enumerated and as they may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article IV.

## ARTICLE VI

### Prohibited Acts

This Corporation shall operate exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code. In the course of which operation:

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A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its individual members, directors, officers or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## ARTICLE VII

### Dissolution

Upon dissolution of this Corporation, or the liquidation of its assets, whether voluntary or involuntary or by operation of law, except, as and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the Corporation and of all costs and expenses of such liquidation or dissolution, shall be distributed to Morton Plant Hospital Association, Inc., and Trustees of Mease Hospital, Inc., provided said corporations shall at that time be tax-exempt organizations qualified as such under the then-existing United States Internal Revenue Code and regulations thereunder, and in the event they cannot so qualify or in the event they will not accept such assets, then such assets shall be distributed to an organization which is a tax-exempt organization qualified as such under then-existing United States Internal Revenue Code and regulations thereunder. Provided always that none of the net assets of the Corporation shall be distributed to or for the benefit of any member, officer or director of the Corporation or to any other individual.

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## ARTICLE VIII

### Members

There shall be two classes of members:

A. Class A Members. Class A members shall be persons who evidence an interest in furthering the purposes of the Corporation and who make an annual gift of at least Twenty-five Dollars (\$25.00). The Board of Directors may establish and/or change criteria for Class A membership at any time.

B. Class B Member. Morton Plant Mease Health Care, Inc. shall be the Class B member.

## ARTICLE IX

### Board of Directors and Officers

The management of the affairs of this Corporation is vested in its Board of Directors, which shall consist of at least fifteen (15) members. All members of the Board shall be elected or appointed in the manner and for the terms prescribed in the Bylaws of the Corporation, and shall hold office until their respective successors are duly elected and qualified. The Board of Directors shall select the officers of the Corporation in the manner set forth in the Bylaws of the Corporation.

## ARTICLE X

### Amendment of Articles of Incorporation

These Restated Articles of Incorporation may be amended by the vote of two-thirds (2/3rds) of the members of the Board of Directors in office at any meeting of the Board of Directors.

## ARTICLE XI

### Registered Office and Registered Agent

The address of the Corporation's registered office is 625 Court Street, Suite 200, Clearwater, Florida 33756, and the name of the registered agent at such address is EMIL C. MARQUARDT, JR.

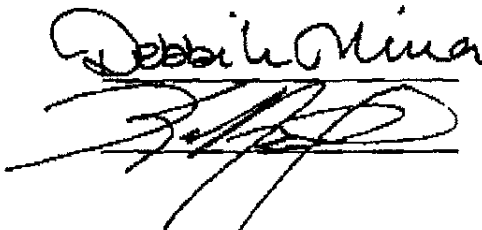
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ARTICLE XII  
Adoption of Restated Articles

These Restated Articles of Incorporation have been adopted by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 13<sup>th</sup> day of January, 2006.

In the presence of:



MORTON PLANT MEASE HEALTH  
CARE FOUNDATION, INC.

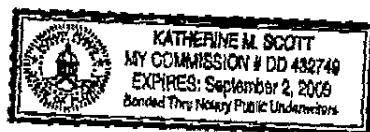
By: Holly H. Duncan  
Pres. & CEO

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Holly H. Duncan to me personally known to be the individual described in and who executed the foregoing instrument or who has produced N/A as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 13<sup>th</sup> day of January, 2006.



Katherine M. Scott  
Notary Public  
My Commission Expires: 9-2-09

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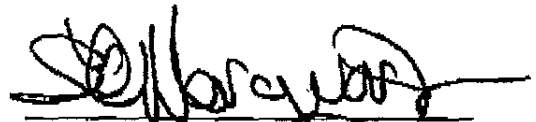
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service of process for MORTON PLANT MEASE HEALTH CARE FOUNDATION, INC. at the place designated herein, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Executed this 13<sup>th</sup> day of January, 2006.

  
\_\_\_\_\_  
EMIL C. MARQUARDT JR.