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SHANDS

HealthCare

Legal Services

June 11, 2004

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment and Second Restatement of Articles of Incorporation of Shands
Teaching Hospital and Clinics, Inc.
Document #: 749322

Dear Sir/Madam:

Enclosed you will find the original Articles of Amendment and Second Restatement of Articles of Incorporation of Shands Teaching Hospital and Clinics, Inc. Also enclosed is a check in the amount of \$43.75 representing payment of the fees for the filing of the Amendment and a certified copy.

Once the Amendment has been received and processed, please send the certified copy of the Articles of Amendment to:

ATTN: Lisa Coggins
Shands HealthCare
P.O. Box 100303
Gainesville, FL 32610-0303

Thank you for your prompt attention in this matter and call me at 352-265-8051 if you require any further information.

Sincerely,

Lisa Coggins
Shands Legal Services

**ARTICLES OF AMENDMENT AND SECOND RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
SHANDS TEACHING HOSPITAL AND CLINICS, INC.**

(A) The name of this Corporation is Shands Teaching Hospital and Clinics, Inc.

(B) The Members of this Corporation voted to amend and restate the Articles of Incorporation on October 22, 2003, at a duly held meeting of the Members of the Corporation at which a sufficient number of votes were cast to adopt these Articles of Amendment and Second Restatement of the Articles of Incorporation. The Board of Trustees of the University of Florida approved such amendment and restatement on December 5, 2003. After amendment and restatement, the Articles of Incorporation read as follows:

ARTICLE I - NAME

The name of the Corporation is Shands Teaching Hospital and Clinics, Inc.

ARTICLE II - PURPOSES

The Corporation is organized as a private, not for profit corporation under Chapter 617, Florida Statutes, for the following purposes:

(A) To manage, control, operate, govern, construct, reconstruct, repair and lease existing medical, hospital and related support facilities and equipment at the J. Hillis Miller Health Center of the University of Florida, Gainesville, Florida, also known as University of Florida Health Science Center.

(B) To own, operate, construct, or lease hospitals, health care services, and related support facilities wherever deemed appropriate by the Board for the purpose of meeting the healthcare needs of those communities.

(C) To provide support for the colleges of the University of Florida Health Science Center and other related universities and community colleges and educational or research activities relating to the care of the sick and injured.

(D) To participate in any activity designed and carried on to promote the general health of the citizens of the State of Florida and others who seek services from the Corporation.

(E) To promote research related to the care of the sick and injured.

(F) To solicit and receive funds, gifts, endowments, donations, devises and bequests directly, through the University of Florida Foundation or through a foundation organized and operated pursuant to the terms of Chapter 617, Florida Statutes.

(G) To lease or purchase land or lands and building or buildings, and purchase and construct buildings for purposes in connection with the activities of the Corporation, including, but not limited to, hospitals, doctors' offices, clinics, laboratories or any kind of related activity.

(H) To exercise all of the powers enumerated in Chapter 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in the furtherance of the Corporation's purpose.

The Corporation is organized exclusively for charitable purposes as a not for profit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its activities shall be conducted for such purposes in such manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual. In addition, the Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) or any additions or amendments thereto, and in a manner consistent with the provisions of Florida Statutes, Section 1004.41, as amended.

ARTICLE III - MEMBERSHIP

Section One: There shall be not less than eighteen (18) nor more than twenty (20) Members of the Corporation, which also shall constitute the Board of Directors;. The Members of the Corporation shall be appointed by the President of the University of Florida upon meeting the qualifications set forth below.

Section Two: Members of the Corporation shall be divided into three categories as follows:

Category One: Four (4) Members shall be the following ex-officio Members appointed by the President of the University of Florida:

1. The President of the University of Florida.
2. The Vice President for Health Affairs of the University of Florida.
3. The Dean of the College of Medicine of the University of Florida.
4. The Chief Executive Officer of the Corporation.

In the event that any person holds more than one of the qualifying positions they shall only be entitled to one vote on any issue and shall only be counted once for the purpose of establishing a quorum.

Category Two: Five (5) Members shall be appointed by the President of the University of Florida from a slate of candidates proposed by the Chief Executive Officer following consultation with and consideration of the recommendations of the Vice President for Health Affairs of the University of Florida and the Dean of the College of Medicine of the University of Florida who shall consult with and consider the recommendations of the Faculty Council of the College of Medicine of the University of Florida prior to forwarding their recommendations to the Chief Executive Officer. The President may appoint one or more of those candidates or, in his discretion, any other qualified person to fill any vacancy or to succeed a Member when that Member's term expires. All candidates and appointees shall be members of the Faculty of the University of Florida who have demonstrated an interest and ability in fostering the development and growth of the Corporation, and at all times no less than four (4) members of this Category shall be members of the active category of the Medical Staff of a hospital operated by the Corporation or a Corporation-controlled affiliate.

Category Two Members shall be appointed for a period of two years. Members may be appointed to succeed themselves subject to the limitation that no Member shall serve on the Board for a period in excess of eight (8) consecutive years, the calculation of which shall begin October 31, 2001. Persons having served on the Board for the maximum allowable number of consecutive years shall again be eligible for appointment following a minimum of one year's absence from membership on the Board. Category Two Members may be removed at any time, with or without cause, by the President of the University of Florida.

Category Three: Not less than ten (10) nor more than eleven (11) Members shall be citizens at large of the State of Florida who are appointed for a term of four years by the President of the University of Florida from a slate of candidates proposed by the Chief Executive Officer which shall include one or more candidates nominated by the Board of Directors for each Membership that is about to expire or is vacant. The President may appoint one or more of these candidates or, in his discretion, any other person to fill any vacancy or to succeed any Member when that Member's term expires. Members may be appointed to succeed themselves subject to the limitation that no Member shall serve on the Board for a period in excess of eight (8) consecutive years, the calculation of which shall begin October 31, 2001. Persons having served on the Board for the maximum allowable number of consecutive years shall again be eligible for appointment following a minimum of one year's absence from membership on the Board. No members in this category shall be appointed to represent any constituency, but shall be appointed for their knowledge and expertise in one or more areas that would be of value to the Corporation. No more than one Member in this category may be a member of the faculty of a college of the University of Florida Health Science Center or an employee of the University of Florida. Category Three Members may be removed at any time, with or without cause, by the President of the University of Florida.

Section Three: The terms of office of the Members of Category Two and Three shall be staggered as provided in the Bylaws so as to preserve the continuity of the institutional knowledge and experience of the Board.

Section Four: There shall be an Emeritus Category of Board membership. The Emeritus Category shall consist of former Members whose service on the Board has ended due to attainment of the maximum service age of 70 years, or who have served the permitted maximum number of consecutive years of service, and who are elected by the Board in recognition of outstanding service to the Board. Members of the Emeritus Category shall receive all communications and documentation that are distributed to the Members in the other Categories, and shall receive notice of and shall be entitled to attend all regular Board meetings. Members of the Emeritus Category shall not be counted for the purpose of establishing a quorum at any meeting, and shall not be entitled to vote on any matter coming before the Board.

Section Five: The Annual Meeting of Members shall be held during the month of October of each year, or as soon thereafter as practicable, at such time and place, within the State of Florida, as the Chairman from time to time may determine.

ARTICLE IV - TERM

The term of the Corporation shall be perpetual.

ARTICLE V - BOARD OF DIRECTORS

The Corporation shall be managed by or under the direction of the Board of Directors, which shall consist of the Members of the Corporation. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE VI - OFFICERS

The officers of the Corporation shall consist of a President, who shall be the President of the University of Florida; a Chairman, who shall be the President of the University of Florida or his designee; a Vice Chairman, who shall be the Vice President for Health Affairs of the University of Florida; a Chief Executive Officer, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary by the Board. The officers other than the President, Chairman, and Vice Chairman shall be elected by the Board of Directors for one year terms at the annual meeting and also may be elected at other times during the year to serve during the remainder of that fiscal year. Additional restrictions or limitations, if any, pertaining to the officers of the Corporation shall be stated in the Bylaws.

ARTICLE VII - AMENDMENTS

The Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner provided by Florida law; provided that, any such amendment shall be approved by the University of Florida Board of Trustees. Such amendments shall be adopted by the approval of the Board of Directors at a meeting for which notice has been given that such amendments are to be considered and shall be forwarded to the University of Florida Board of Trustees. No such amendment shall become effective until it has been approved by the University of Florida Board of Trustees.

ARTICLE VIII - BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation and from time to time may modify, alter, amend or rescind the same as provided in the Bylaws.

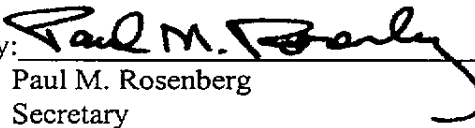
ARTICLE IX - DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the University of Florida Board of Trustees to be used exclusively for public purposes. None of these assets shall be distributed to any Member, officer or director of the Corporation.

The Members of this Corporation were entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the Members.

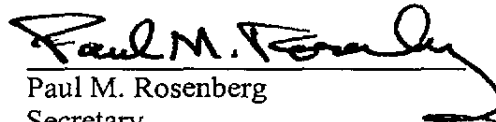
IN WITNESS WHEREOF, Shands Teaching Hospital and Clinics, Inc. has caused these Articles of Amendment and Second Restatement of the Articles of Incorporation to be signed in its name by its Secretary this 22nd day of October, 2003.

SHANDS TEACHING HOSPITAL AND CLINICS, INC.

By: 
Paul M. Rosenberg
Secretary

CERTIFICATE OF RESTATEMENT

I, Paul M. Rosenberg, as Secretary of the Board of Directors of Shands Teaching Hospital and Clinics, Inc., do certify that these Articles of Amendment and Second Restatement of the Articles of Incorporation, as amended and restated, have been adopted by the Board of Directors as submitted. These Articles of Amendment supersede the original Articles of Incorporation and all previous amendments.


Paul M. Rosenberg
Secretary