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7116872
Patricia Pzyt

97 DEC - 1 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : December 1, 1997

ORDER TIME : 2:0 PM

ORDER NO. : 617094-005

CUSTOMER NO: 7116872

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CUSTOMER: Mr. Gary S. Barber
Memorial Healthcare System
1011 North 35th Avenue

Hollywood, FL 33021

DOMESTIC AMENDMENT FILING

NAME: MEMORIAL FOUNDATION, INC.

EFFECTIVE DATE:

97 DEC - 1 PM 2:58
RECEIVED
DIVISION OF CORPORATION

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

AMEND
REG
12/2

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MEMORIAL FOUNDATION, INC.

FILED
97 DEC - 1 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Ch. 617.1006, Fla. Stat., the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The following Amendments were adopted:

1. Change Article II to read as follows:

"ARTICLE II
PRINCIPAL OFFICE

The principal office of the Corporation is to be located at 3501 Johnson Street, Hollywood, Florida 33021, in the City of Hollywood, Broward County, Florida, or such other place as the Board of Directors may, from time to time, designate."

2. Change Article V to read as follows:

"ARTICLE V
MEMBERSHIP

The Corporation shall be open to any person, corporation, firm, partnership or entity desiring to participate in the advancement of the purposes of this Corporation. The qualification of members and the manner of their admission shall be prescribed, from time to time, by the Bylaws and the Board of Directors of the Corporation."

3. Change Article VII to read as follows:

"ARTICLE VII

POST OFFICE ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida is:

3501 Johnson Street
Hollywood, Florida 33021

The Board of Directors may from time to time move the principal office to any other address in Florida."

4. Change Article IX to read as follows:

"ARTICLE IX

MANAGEMENT

The affairs of this Corporation are to be managed by its Chairman, First Vice Chairman, Second Vice Chairman and Secretary/Treasurer and such other officers as the Board of Directors may deem appropriate. Such officers shall be elected by the Board of Directors and shall serve for a period of three years, or until their successors are duly elected."

5. Change Article XI to read as follows:

"ARTICLE XI

BOARD OF DIRECTORS

(1) Number, composition and qualification. The affairs of the Corporation are to be managed by a Board of Directors consisting of 36 Directors, 6 of which shall be known as Ex Officio Directors and 30 of which shall be known as Elected Directors.

The six Ex Officio Directors are described as follows:

- (a) Chairman of Board of Commissioners, South Broward Hospital District, or his or her designee
- (b) Chief Executive Officer, South Broward Hospital District
- (c) Chief of Staff, Memorial Regional Hospital
- (d) Chief of Staff, Memorial Hospital West
- (e) Chief of Staff, Memorial Hospital Pembroke
- (f) Chief of Staff, Joe DiMaggio Children's Hospital, at Memorial.

The remaining 30 Elected Directors shall be persons who are active in either the business, commercial, social, civic, political or religious affairs of the area that is located within the jurisdictional boundaries of South Broward Hospital District. Further, the Ex Officio Directors shall not be required to be residents of the jurisdictional area of South Broward Hospital District.

(2) Powers. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation.

(3) Initial terms of initial directors; election and terms of office; subsequent elections and regular terms of office. There shall be three classes of initial Directors, other than the Ex Officio Directors.

There shall be ten Class A Directors, ten Class B Directors and ten Class C Directors.

The ten initial Class A Directors shall serve for a term of one year until the next annual meeting of the Board of Directors following the date of their election.

The ten initial Class B Directors shall serve until the annual meeting occurring two years after the date of their election

The ten initial Class C Directors shall serve until the until the third annual meeting of the Board of Directors following the date of their election.

Thereafter, the members of the Board of Directors, other than the Ex Officio Directors, shall be nominated and elected in a manner which shall be fixed in the Bylaws from time to time.

All directors, including the Ex Officio Directors shall have one vote and matters shall be determined by the Board by a majority vote. Except for the initial terms of the Elected Directors, the term of the Elected Directors shall be for three years.

The Ex Officio Directors shall serve as members of the Board of Directors for so long as they occupy those positions which qualify them for membership. Except for the Ex Officio Directors, no member of the Board of Directors shall serve more than two consecutive terms, including his or her initial term. However, a former member of the Board shall again become eligible for Board membership one year following the expiration of his or her most recent term on the Board.

Members of the Board of Directors of Memorial Foundation, Inc., shall be the same persons who are Directors of Joe DiMaggio Children's Hospital Foundation, Inc."

6. Change Article XII to read as follows:

"ARTICLE XII

BYLAWS

The Bylaws of the Corporation shall be prescribed, adopted, altered, amended or repealed by a majority of the Board of Directors present at any regular meeting of the Board or any special meeting provided at least ten days written notice is given of intention to alter, amend, repeal or adopt new Bylaws at such meeting provided, further, however, that a two-thirds majority of the Board of Directors may

adopt, alter, amend or repeal any Bylaws by executing a written statement setting out such amendment.”

7. Change Article XIII to read as follows:

“ARTICLE XIII

AMENDMENT OF ARTICLES

The Articles of Incorporation may be amended, altered or modified by a majority of the Board of Directors present at any regular meeting of the Board of Directors or any special meeting provided at least ten days written notice is given of such intention to alter, amend, repeal or modify such Articles at such meeting and proposed by the Board of Directors to the members and approved at a meeting of the members of the Corporation by a majority of members entitled therein to vote.”

8. Change Article XIV to read as follows:

“ARTICLE XIV

DISTRIBUTION IN THE EVENT OF DISSOLUTION

Upon the voluntary dissolution of the Corporation, the Board of Directors shall first pay or make provision for the payment of all liabilities of the Corporation. Thereafter, the Board of Directors shall dispose of all other assets of the Corporation exclusively for the purpose of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), and as the Board of Directors shall determine to be best calculated to carry out the objects and purposes for which the Corporation is formed

including, but not limited to, the Corporation's commitment to carry out the charitable purposes of South Broward Hospital District which are incidental to the ownership, operation and control of South Broward Hospital District.

SECOND: The date of adoption of the aforesaid Amendments was on the 13th day of October, 1997.

THIRD: The Amendments were adopted by the members and the number of votes cast for the Amendments was sufficient for approval.

MEMORIAL FOUNDATION, INC.

By



Peter Livingston, MD

Typed or printed name

Chairman

11/18/97

Title

Date

By



Carl Schuster, Esq.

Typed or printed name

Secretary/Treasurer 11/18/97

Title

Date