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Amend

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Carlton Fields wanted
me to white out the
word "Restated"
throughout the
documents (since the
title on the first &
second page was
different. A full

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Date: 11/1/02

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen, CLA (x261)

Corporation Name: Health Improvement, Inc.

Entity Number:

Authorization: Kim Pullen

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☒	NEW FILINGS/OTHER FILINGS	☒	AMENDMENTS/REGISTRATION/ QUALIFICATION
	PROFIT	☒	AMENDMENT
	NONPROFIT		RESIGNATION OF R.A., OFFICER/DIRECTOR
	LIMITED LIABILITY		CHANGE OF REGISTERED AGENT
	DOMESTICATION		DISSOLUTION/WITHDRAWAL
	OTHER		MERGER
	ANNUAL REPORT		FOREIGN CORPORATION
	FICTITIOUS NAME		LIMITED PARTNERSHIP
	NAME RESERVATION		REINSTATEMENT
			TRADEMARK
			OTHER

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Client: 45042 Matter: 04566

TAL#501656.02

Articles of Amendment

To

Articles of Incorporation

Of

SantaFe HealthCare, Inc.

Corporation Document Number: 768533

FILED
02 NOV - 1 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendments to its articles of incorporation.

FIRST: The Amended Articles of Incorporation are attached;

SECOND: The date of the Amended Articles of Incorporation was October 26, 2002;

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

SantaFe HealthCare, Inc.

Corporation Name



Signature of Chairman, Vice Chairman, President or other Officer

Robert C. Hudson

Typed or printed name

President & CEO

Title

October 31, 2002

Date

AMENDED
ARTICLES OF INCORPORATION
OF
SANTAFE HEALTHCARE, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not-for-profit under Chapter 617 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is SantaFe HealthCare, Inc.

ARTICLE II - PURPOSES

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

- (a) To improve health and health care.
- (b) To improve the general health of the citizens through the establishment, promotion, and provision of comprehensive, coordinated health care services through an integrated delivery system.
- (c) To serve as the not-for-profit system parent for subsidiary organizations, coordinating financial, management, technical and other resources to promote the effective provision of healthcare and related services.
- (d) To support the activities and functions of North Central Florida Hospice, Inc., North Florida Retirement Village, Inc., the University of Florida, and AvMed, Inc. which further charitable purposes.
- (e) To conduct educational and research activities related to the care of the sick and injured within the system.
- (f) To solicit and receive funds, gifts, endowments, donations, devises and bequests.
- (g) To lease or purchase land or lands, 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 the powers enumerated in Section 617.0302 Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts to have such powers as shall be desirable and necessary in the furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida.

This 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, and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. In addition, the Corporation shall be authorized to exercise the powers permitted non-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 amendments or additions thereto.

Notwithstanding any other provisions of these articles, this 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 of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE III - MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV - TERM

The term of the Corporation shall be perpetual.

ARTICLE V - SUBSCRIBERS

The name and residence of the subscribers to these Amended and Restated Articles of Incorporation are as follows: (All addresses are 4300 NW 89th Blvd., Gainesville, FL 32606)

1. Edward C. Peddie
2. Philip J. Hughey

ARTICLE VI - DIRECTORS

The property, affairs, business, and operation of the Corporation shall be managed by a Board of Directors, which shall be elected as provided in the Bylaws.

ARTICLE VII - OFFICERS

The officers of the Board shall consist of a Chairman and Vice Chairman of the Board, a President, a Secretary, a Treasurer, and such other officers as may be elected or appointed. All officers shall be elected or appointed as provided in the Bylaws.

ARTICLE VIII - DISSOLUTION

Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to an organization which has qualified for exemption under 501 (c) (3) of the Internal Revenue Code for the same or similar purposes as this corporation or to a political subdivision of the State of Florida, for a public purpose, and none of the assets will be distributed to any officer or director of the Corporation.

**AMENDMENTS TO THE
ARTICLES OF INCORPORATION
OF
HEALTH IMPROVEMENT, INC.**

1. Article I is amended to read as follows:

The name of the corporation is SantaFe HealthCare, Inc.

2. Article II, Section (d) is amended to read as follows:

(d) To support the activities and functions of North Central Florida Hospice, Inc., North Florida Retirement Village, Inc., the University of Florida, and AvMed, Inc. which further charitable purposes.

3. Article VII is amended to read as follows:

The officers of the Board shall consist of a Chairman and Vice Chairman of the Board, a President, a Secretary, a Treasurer, and such other officers as may be elected or appointed. All officers shall be elected or appointed as provided in the Bylaws.

4. Article VIII is amended to read as follows:

Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to an organization which has qualified for exemption under Section 501(c)(3) of the Internal Revenue Code for the same or similar purpose as this Corporation or to a political subdivision of the State of Florida, for a public purpose, and none of the assets will be distributed to any officer or director of the Corporation.