768533

800280032108

12/15/15--01005--019 **43.75

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

RECEIVED
15 DEC 15 AM 11:33
NOT INTENDED TO ACKNOWLEDGE SUFFICIENCY OF FILING

DEC 16 2015
T. LEMIEUX

FILED
15 DEC 15 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated

Holland & Knight

Requester's Name

315 South Calhoun Street, suite 600

Address

Tallahassee, FL 32301 (850)425-5686

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Santa Fe HealthCare, Inc
(Corporation Name) (Document #)

2. ______________________
(Corporation Name) (Document #)

3. ______________________
(Corporation Name) (Document #)

4. ______________________
(Corporation Name) (Document #)

- [ ] Walk in
- [ ] Pick up time ____________
- [x] Certified Copy
- [ ] Mail out
- [ ] Will wait
- [ ] Photocopy
- [ ] Certificate of Status

NEW FILINGS

- [ ] Profit
- [ ] Not for Profit
- [ ] Limited Liability
- [ ] Domestication
- [ ] Other

AMENDMENTS

- [x] Amendment
- [ ] Resignation of R.A., Officer/Director
- [ ] Change of Registered Agent
- [ ] Dissolution/Withdrawal
- [ ] Merger

OTHER FILINGS

- [ ] Annual Report
- [ ] Fictitious Name

REGISTRATION/QUALIFICATION

- [ ] Foreign
- [ ] Limited Partnership
- [ ] Reinstatement
- [ ] Trademark
- [ ] Other

Examiner's Initials

CR2E031(7/97)

ARTICLES OF AMENDMENT AND
AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
SANTAFE HEALTHCARE, INC.

These Articles of Amendment and Amended and Restated Articles of Incorporation of **SANTAFE HEALTHCARE, INC.**, a corporation not-for-profit under the laws of the State of Florida (the "Corporation"), are adopted and filed pursuant to the provisions of Sections 617.1002 and 617.1007, *Florida Statutes*, as amended.

FIRST: The name of the Corporation is **SANTAFE HEALTHCARE, INC**. The Corporation's Document Number is 768533. The Corporation's Articles of Incorporation were originally filed on May 19, 1983, previously amended and restated on July 8, 1997, October 1, 2002, October 11, 2004 and further amended by amendments filed on January 30, 2014.

SECOND. Article II, Section 1D of the Articles of the Corporation is amended to read as follows:

D. To support the activities and functions of affiliated organizations (the "Affiliates"; which includes but not limited to AvMed, Inc., North Central Florida Hospice, Inc. (and its wholly-owned subsidiary, Haven Medical Group, LLC), Hospice of the Florida Keys, Inc., SantaFe Senior Living, Inc., North Florida Retirement Village, Inc., East Ridge Retirement Village, Inc., BVG Acquisition, Inc., Bonita Springs Retirement Village, Inc., SantaFe Senior Living Foundation, Inc. and SF Holding Corp., Inc.) as a "supporting organization" within the meaning of Section 509(a)(3)(B)(ii) of the Code (a Type II supporting organization).

THIRD: Set forth below are the Amended and Restated Articles of Incorporation of the Corporation, which amend and supersede in their entirety the Corporation's Articles of Incorporation, as previously amended and restated.

FOURTH: The Corporation has no members. All amendments contained in these Articles of Amendment and Amended and Restated Articles of Incorporation were duly adopted by the Corporation's board of directors on December 2, 2015, in accordance with Section 617.1002, *Florida Statutes*. The vote of the board of directors, being unanimous, was sufficient for approval.

FIFTH: In accordance with Article VII of the Articles of Incorporation of the Corporation and Article XII, Section 12.3 of the Bylaws of the Corporation, this amendment of the Articles of Incorporation has been approved by the board of directors of SantaFe HealthCare, Inc. (the "SFHC Board"), by the unanimous vote of the directors on the SFHC Board. Prior to the SFHC Board's consideration of this amendment, the amendment was presented to the SantaFe HealthCare, Inc. Governance & Nominations Committee for its consideration and recommendation, and the Governance & Nominations Committee presented is recommendation to the SFHC Board.

SIXTH: The amendment of the Articles of Incorporation set forth above shall be effective as of the date of filing of these Articles of Amendment with the Florida Secretary of State.

FILED
15 DEC 15 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * * * * * * * * * * *

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

SANTAFE HEALTHCARE, INC.

ARTICLE I
Name

The name of the Corporation is **SANTAFE HEALTHCARE, INC.**

ARTICLE II
Purposes and Powers

SECTION 1. Purposes. This Corporation is organized as a not-for-profit Corporation within the meaning of Chapter 617, *Florida Statutes*, for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("Code"), and its activities shall be conducted for such exempt purposes. In furtherance of its exempt purposes, the Corporation may carry on activities constituting an "unrelated trade or business" (as defined in Section 513 of the Code), provided that such activities shall not constitute a significant part of its activities. The Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for political office, or any other activity, except to the extent that such activity is permitted to be engaged in by corporations described in Section 501(c)(3) of the Code. No part of the Corporation's net earnings shall inure to the benefit of any private individual or organization, except for the affiliated non-profit organizations which are supported by the Corporation.

The primary purposes of this Corporation are:

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;

C. To serve as the not-for-profit system parent for affiliated organizations, coordinating governance, financial, management, technical and other resources to promote the effective provision of healthcare and related services;

D. To support the activities and functions of affiliated organizations (the "Affiliates"); which include but not limited to AvMed, Inc., North Central

Florida Hospice, Inc. (and its wholly-owned subsidiary, Haven Medical Group, LLC), Hospice of the Florida Keys, Inc., SantaFe Senior Living, Inc., North Florida Retirement Village, Inc., East Ridge Retirement Village, Inc., BVG Acquisition, Inc., Bonita Springs Retirement Village, Inc., SantaFe Senior Living Foundation, Inc. and SF Holding Corp., Inc.) as a "supporting organization" within the meaning of Section 509(a)(3)(B)(ii) of the Code (a Type II supporting organization);

E. To participate in educational and any other activity designed and carried on to promote the general health of the citizens of the State of Florida; and

F. To promote and carry on scientific research related to the care of the sick and injured.

SECTION 2. Powers. This Corporation shall have all of the powers, and be subject to the restrictions, applicable to a corporation organized under the Florida Not-For-Profit Corporation Act, Florida Statutes Ch. 617. Without limitation, this Corporation shall have the power 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 and to have such powers as shall be desirable and necessary in furtherance on any of the powers or purposes herein above enumerated which are not in derogation of the laws of the State of Florida.

ARTICLE III
Members

The Corporation shall not have Members.

ARTICLE IV
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE V
Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with the Bylaws. Members of the Board of Directors shall be divided among three (3) classes and shall serve staggered terms as set forth in the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3).

ARTICLE VI
Officers

The officers of the Board of Directors shall be a Chairman and Vice Chairman of the Board, a Chief Executive Officer, a President, Secretary and Treasurer, and such other officers as may be provided for in the Bylaws. Officers shall be elected or appointed as provided in the Bylaws.

ARTICLE VII
Amendments

The Articles of Incorporation and Bylaws of the Corporation may be amended or restated by the Corporation's Board of Directors upon the affirmative vote of two-thirds of the Directors then in office in accordance with the procedures set forth in the Bylaws.

ARTICLE VIII
Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to one or more organizations described in Section 501(c)(3) or 170(c)(2) of the Code, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such charitable purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment and Amended and Restated Articles of Incorporation this 2nd day of December, 2015.

Michael P. Gallagher, as Chief Executive Officer