

N93000005558

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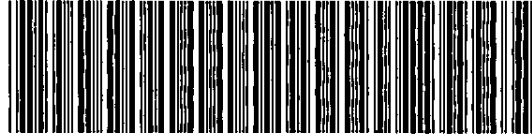
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C. Lewis
12-4-14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Healthyways, Inc.

DOCUMENT NUMBER: N93000005558

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jana H. Grubbs

(Name of Contact Person)

Healthyways, Inc.

(Firm/ Company)

555 N. Jefferson Street

(Address)

Monticello, FL 32344

(City/ State and Zip Code)

healthyways01@embarqmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jana Grubbs

(Name of Contact Person)

at (850) 997-2644

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF HEALTHYWAYS, INC.

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- A. The name of the corporation is Healthyways, Inc. (the "Corporation").
- B. The Articles of Incorporation were filed with the Florida Secretary of State on December 10, 1993.
- C. Member approval is not required to adopt amended and restated Articles of Incorporation.
- D. Amended and Restated Articles of Incorporation for the Corporation were adopted on October 06, 2014 by the Board of Directors of the Corporation in order to (i) update and simplify the provisions of the Articles of Incorporation, and (ii) amend and restate the Articles of Incorporation in their entirety to read as follows:

ARTICLE I
NAME

The name of this corporation is HEALTHYWAYS, INC.

ARTICLE II
DISTRIBUTIONS ON DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be distributed to one or more organizations selected by the Board of Directors of the Corporation which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code (the "Code"), or to the federal, state or local government for exclusively public purposes.

ARTICLE III
PURPOSES

The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and to exercise all the powers enumerated in Section 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 furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida, including but not limited to the following primary purposes:

- a) to operate within Jefferson County, Florida a medical clinic for the provision of medical services, including but not limited to dental, orthodontic, audiology, ophthalmic, and optometric services;
- b) to provide health and medical information and education through outreach programs;
- c) to provide information and education to parents and families to assist them in preparing their young children to enter elementary school;
- d) to assist needy residents of Jefferson County, Florida and their families to overcome socioeconomic obstacles; and
- e) to engage in any activities designed to enhance and improve the health and quality of life for residents of Jefferson County, Florida, whether socially, culturally or economically; including without limitation, by sponsoring or otherwise assisting Aucilla Research Institute, Inc., a not for profit corporation affiliated with the Corporation.

The corporation may undertake any action necessary to further these general purposes.

ARTICLE IV **DEDICATION OF ASSETS**

All of the funds and other property of this corporation and any monies or other benefits from its operations shall be used solely for the educational and charitable projects in furtherance of the purposes of the corporation. No dividends shall be paid and no part of the income or other funds of the corporation of any kind shall be used for the individual benefit of shareholders, directors, officers, employees or any other persons except as reasonable compensation for services rendered to the corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection therewith.

No more than an insubstantial 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 directly or indirectly participate in or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activity or activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V
MEMBERSHIP

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The corporation has no members.

ARTICLE VI
DIRECTORS

The directors shall be elected in the manner and shall have such qualification as are prescribed in the bylaws.

ARTICLE VII
LOCATION OF PRINCIPAL OFFICE

The street address of the principal office of the corporation is 555 N. Jefferson Street, City of Monticello, County of Jefferson, State of Florida, 32344.

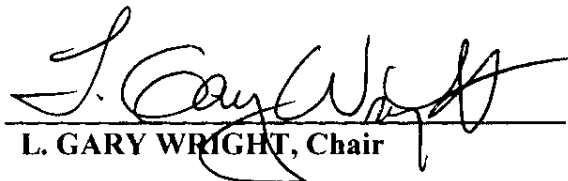
ARTICLE VIII
REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The name and street address of the registered agent of the corporation is Sandra M. Gavins and 240 West Washington Street, Monticello, Florida 32344.

ARTICLE VIII
MANAGEMENT OF CORPORATE AFFAIRS

- a) **Board of Directors:** The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors.
- b) **Corporate Officers:** The Board of Directors shall elect such officers as the bylaws of this corporation may authorize the directors to elect from time to time.

IN WITNESS WHEREOF, the undersigned, being the chair of this corporation has executed these Amended and Restated Articles of Incorporation on 16th of October, 2014.


L. GARY WRIGHT, Chair