

Nov-18-97 02:49P H D Robuck Jr

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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS
(850) 922-4001

FAX #:

FROM: H.D. ROBUCK, JR., P.A.
072100000162

ACCT#:

CONTACT: KAREN A DAVIS
PHONE: (352) 326-3455
(352) 365-0055

FAX #:

NAME: LEESBURG REGIONAL MEDICAL CENTER FOUNDATION,
AUDIT NUMBER.....H97000016930

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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TALLAHASSEE, FLORIDA

*Amended
&
restated
Art.*

*09-19-97
J*

Oct-10-97 02:42P H D Robuck Jr

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10/10/97
2:35 PM

FLORIDA DIVISION OF CORPORATIONS

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ENTER SELECTION AND <CR>:



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 13, 1997

LEESBURG REGIONAL MEDICAL CENTER FOUNDATION, INC.
600 E. DIXIE AVE.
LEESBURG, FL 34748

SUBJECT: LEESBURG REGIONAL MEDICAL CENTER FOUNDATION, INC.
REF: 740885

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000016930
Letter Number: 397A00049981

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**RESTATEMENT AND AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LEESBURG REGIONAL MEDICAL CENTER FOUNDATION, INC.**

ARTICLE ONE- NAME

The name of the Corporation is LEESBURG REGIONAL MEDICAL CENTER FOUNDATION, INC.

ARTICLE TWO- EFFECTIVE DATE AND DURATION OF CORPORATION

The effective date of this Corporation shall be the date of acceptance by the Secretary of State, and term of its existence shall be perpetual.

ARTICLE THREE- PURPOSE

1. The specific and primary purposes for which the Corporation is organized are to receive and hold cash or other personal property or receive real property and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof, exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to any organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended. Such funds shall be paid to Central Florida Health Care Development Corporation, Leesburg Regional Medical Center, Inc. or their affiliates or subsidiaries.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying

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This instrument prepared by: M. Meredith Kirste
Fla. Bar #0079065
610 East Main Street
Leesburg, FL 34748
(352) 326-3455

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FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

7. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

8. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue code and said Regulations as they now exist or as they may hereafter be amended.

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9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, deliver all assets of the corporation to the Central Florida Health Care Development Corporation, if still in existence and qualifying as an exempt organization 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, if not still in existence and qualifying as tax exempt, to the Leesburg Regional Medical Center, Inc., if still in existence and qualifying as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954. However, if neither of these two organizations is still in existence, then the net assets of the Corporation shall be paid to another 501 (c)(3) Foundation providing health care in the areas within and surrounding the City of Leesburg.

ARTICLE FOUR- BOARD OF DIRECTORS

The Corporation and its business affairs shall be managed and governed by the Board of Directors consisting of at least seven (7) persons but no more than twenty-five (25) persons effective the 21st day of May, 1996, the exact number thereof to be fixed and named from time to time by the Member of the Corporation.

The names and addresses of the Board of Directors are:

Mr. William P. Bowersox
Chairman
Post Office Box 490480
Leesburg, FL 34749-0480

Mr. Kevin A. Sentner
Vice Chairman
P. O. Box 1299
Lady Lake, FL 32158-1299

Mrs. Iris H. Robuck
Secretary
9341 Silver Lake Drive
Leesburg, FL 34788

Mrs. Joanne B. Sherman
Treasurer
33014 Karl Street
Leesburg, FL 34788

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Mrs. Karen Bent
811 Berry Hill Circle
Fruitland Park, FL 34731

Mrs. Bettie L. Faust
1620 Loves Point Drive
Leesburg, FL 34748

Mrs. Elsie R. Griffin
Post Office Box 126
Howey, FL 34737

Mr. Wendell F. Husebo
P. O. Box 491320
Leesburg, FL 34749

Mr. P. B. Howell, Jr.
Post Office Box 490208
Leesburg, FL 34749-0208

Mr. George H. Rast
1303 S. 8th Street
Leesburg, FL 34748

Mrs. Mildred M. Rast
1303 S. 8th Street
Leesburg, FL 34748

Mr. William H. Rose
102 Orchid Way
Howey, FL 34737

Mrs. Kay A. Schlein
710 Yorktown Drive
Leesburg, FL 34748

Mrs. Barbara J. Wright
2 Palm Drive-The Springs
Yalaha, FL 34797

Mrs. Helen Elleck
176 Millwood Road
Leesburg, FL 34788

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ARTICLE FIVE-OFFICERS

The affairs of the Corporation are to be managed by a Chairman, Vice Chairman, a Secretary and a Treasurer. The officers are to be elected from the Board of Directors. Such officers will be elected per the requirements of the By-Laws.

ARTICLE SIX-MEMBERSHIP

The Corporation shall be organized as a non stock, membership corporation. The Corporation shall have one member who shall be Central Florida Health Care Development Corporation, or its successor in interest ("Sole Member"). The sole member shall automatically be admitted to membership upon the filing of these Articles of Incorporation.

ARTICLE SEVEN- BY-LAWS

The By-Laws of the Corporation are to be made, by the initial Board of Directors. Effective the date of the Restatement and Amendment to these Articles of Incorporation, the Member shall have the exclusive power to amend or to repeal these By-Laws.

ARTICLE EIGHT- AMENDMENTS TO ARTICLES

The Articles of Incorporation of the Corporation are to be made, by the initial Board of Directors. Effective the date of acceptance of the Restatement and Amendment to the Articles of Incorporation of the Corporation, the Member shall have the exclusive power to amend or to repeal these Articles of Incorporation.

ARTICLE NINE- REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be located at 600 East Dixie Avenue, Leesburg, Florida. The registered agent of the Corporation at that address shall be H. D. Robuck, Jr., 610 E. Main Street, Leesburg, FL 34748.

IN WITNESS WHEREOF, we have subscribed our names this 14th day of October, 1997.

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((H97000016930 4))

LEESBURG REGIONAL MEDICAL
CENTER FOUNDATION, INC.

By: William P. Bowersox
William P. Bowersox, Chairman

Attest: Iris H. Robuck
Iris H. Robuck, Secretary

STATE OF FLORIDA

COUNTY OF LAKE

On this 30th day of September, 1997, before me, the undersigned officer, personally appeared WILLIAM P. BOWERSOX and IRIS H. ROBUCK, Chairman and Secretary respectively of the LEESBURG REGIONAL MEDICAL CENTER FOUNDATION, INC., known to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Angela M. Lackey
Notary Public

My Commission Expires:

Acceptance by Registered Agent:

H.D. Robuck, Jr.
H.D. Robuck, Jr.



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CERTIFICATE

**RESTATEMENT AND AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LEESBURG REGIONAL MEDICAL CENTER FOUNDATION, INC.**

This Certificate hereby states that the Restatement and Amendment to Articles of Incorporation of Leesburg Regional Medical Center Foundation, Inc. contains amendments requiring member approval. The number of votes cast for the amendments were sufficient for approval. The date of adoption of the Restatement by the member was the 7th day of October, 1997.

Signed this 5 day of Nov, 1997.

CENTRAL FLORIDA HEALTH
DEVELOPMENT CORPORATION

By: R. Richard Boliek
R. Richard Boliek, Chairman

Attest: William P. Bowersox
William P. Bowersox, Secretary

((H97000016930 4))

This instrument prepared by:
M. Meredith Kirste
Fla. Bar # 0079065
610 East Main Street
Leesburg, FL 34748
(352) 326-3455

CERTIFICATE

**RESTATEMENT AND AMENDMENT
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Signed this 5 day of Nov, 1997.

LEESBURG REGIONAL MEDICAL CENTER
FOUNDATION, INC.

By: William P. Bowersox
William P. Bowersox, Chairman

Attest: Iris H. Robuck
Iris H. Robuck, Secretary