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Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
FLAGLER HOSPITAL, INC.

Certificate of Status	0
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*Amended
Restated
@ 4-29-14*

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF
FLAGLER HOSPITAL, INC.**

- A. The name of the corporation is Flagler Hospital, Inc. (the "Corporation").
- B. The Articles of Incorporation were first filed with the Florida Secretary of State on May 12, 1906. The Articles of Incorporation were last amended on April 3, 1984.
- C. On April 17, 2014, the sole member and the Board of Trustees of the Corporation resolved to amend and restate the Articles of Incorporation in their entirety to read as follows, and to authorize the officers of the Corporation to file the same with the Secretary of State of the State of Florida:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLAGLER HOSPITAL, INC.**

**ARTICLE I
NAME**

The name of the Corporation is Flagler Hospital, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The street address of the principal place of business and mailing address of the Corporation are 400 Health Park Boulevard, St. Augustine, Florida 32086.

**ARTICLE III
PURPOSE**

The Corporation is a nonstock not for profit corporation organized and operated exclusively for charitable, religious, educational and scientific purposes. The general nature of the objects and purposes of the Corporation are to:

- (a) be irrevocably dedicated and operated exclusively for purposes described in and contemplated by the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as

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amended, or the corresponding provision of any future United States federal tax laws (the "Code");

- (b) establish and maintain a hospital for the care of persons suffering from illnesses or disabilities which require that the patient receive in- or out-patient hospital care;
- (c) carry on any educational activities related to rendering care to the sick and injured or the promotion of health which, in the opinion of the Board of Directors, may be justified by the facilities, personnel, funds or other requirements that are, or can be, made available;
- (d) promote and carry on scientific research related to the care of the sick and injured insofar as, in the opinion of the Board of Directors, such research can be carried on in, or in connection with, the Corporation;
- (e) participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community; and
- (f) provide a community benefit.

The activities of the Corporation shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any individual member, director, officer or individual that is not itself qualified as a §501(c)(3) organization. It shall not have the power to issue certificates of stock or declare dividends.

Notwithstanding any provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Code, or a corporation the contributions to which are deductible under §170(c)(2) of the Code.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IV POWERS

The powers of the Corporation shall include and be governed by the following:

- (a) The Corporation shall have all of the common law and statutory powers of a not for profit corporation under the laws of the State of Florida that are not in conflict with the provisions of these Articles of Incorporation or the Bylaws of the Corporation and shall have all of the powers necessary or desirable and consistent with §501(c)(3) of the Code. In furtherance of the objectives of the Corporation, the property of the

Corporation is irrevocably dedicated to the exempt purposes of §501(c)(3) of the Code.

- (b) No part of the net earnings or net income of the Corporation shall inure to the benefit of, or otherwise be distributed to, any director, officer, member, or individual or any entity that is not itself qualified as a §501(c)(3) organization. No director, officer, member, individual, or entity that is not itself qualified as a §501(c)(3) organization shall receive any recurring benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

ARTICLE V **MEMBERS**

The Corporation shall not have Members.

ARTICLE VI **REGISTERED AGENT AND ADDRESS**

The name and address of the registered agent are Joseph Gordy, 400 Health Park Boulevard, St. Augustine, Florida 32086.

ARTICLE VII **BOARD OF DIRECTORS**

The Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least three (3) members of the Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of directors shall be as stated in the Corporation's Bylaws.

ARTICLE VIII **DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to one or more organizations selected by the Board of Directors organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Florida exclusively for such purposes or to such organization or organizations as the court shall determine.

ARTICLE IX
AMENDMENTS

The Board of Directors may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

ARTICLE X
INCORPORATOR

The name and street address of the incorporator are Joseph Gordy, 400 Health Park Boulevard, St. Augustine, Florida 32086.

ARTICLE XI
INDEMNIFICATION

Directors and officers of the Corporation shall be, and other employees, agents, attorneys and representatives of the Corporation may be, indemnified to the fullest extent permitted by Florida law, as more fully provided in the Corporation's Bylaws.

D. The Board of Directors was entitled to vote on these amendments, subject to approval by the sole member of the Corporation. The number of votes cast by the Board of Directors for the amendments was sufficient for approval, and the sole member approved the amendments.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment and Restatement of the Articles of Incorporation this 25th day of April, 2014.

FLAGLER HOSPITAL, INC.

By: 

Len Tucker
Chairman

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