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FILED
2010 FEB -3 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated w/NC

TB

FEB - 4 2010

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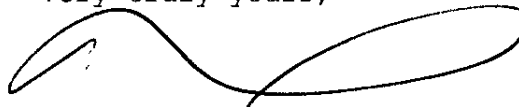
February 1, 2010

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

Dear Sir/Madam:

Please file the enclosed amended and restated articles of incorporation. The \$35.00 filing fee is enclosed.

Very truly yours,

A handwritten signature in black ink, consisting of a large, stylized loop followed by a horizontal stroke and a final upward curve.

Mark E. Raymond

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BETHESDA HEALTHCARE FOUNDATION, INC.
(formerly Bethesda Hospital Foundation, Inc.)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name of Corporation

The name of this Corporation shall be Bethesda Healthcare Foundation, Inc. (hereinafter the "Corporation").

ARTICLE II
Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE III
Prohibited Activities

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

This Corporation shall not carry on any activity 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 1986, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE IV
Qualification and Admission of Members

The sole member (hereinafter the "Member") of this Corporation shall be Bethesda Healthcare System, Inc., a Florida corporation not for profit, the document number of which is N03785.

ARTICLE V
Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI
Board of Directors

The number of Directors shall be established as provided in the Bylaws, but shall never be less than three (3). Directors shall be elected or appointed at such times and for such terms as provided in the Bylaws.

ARTICLE VII
Officers

This Corporation shall have such officers as described in the Bylaws who shall be elected or appointed at such times and for such terms as provided in the Bylaws.

ARTICLE VIII
Bylaws

The Bylaws of this Corporation shall be made, altered, amended or rescinded only by vote of the Member.


ARTICLE IX
Amendment to Articles of Incorporation

These Articles of Incorporation may be amended only by vote of the Member.

ARTICLE XI
Dissolution

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or to the federal, or a state, or a local government for exclusively public purposes. Subject to the foregoing, in the event of dissolution, any residual assets of this Corporation will be distributed to the Member.

These Amended and Restated Articles of Incorporation are adopted on February 1, 2010.

By: 
Name: Daniel E. Burns
Title: Chairman, Board of Directors

CERTIFICATE REQUIRED BY SECTION 617.1007, FLORIDA STATUTES

I, Daniel E. Burns, the Chairman of the Board of Directors of this Corporation, certify that this corporation has no members and that the foregoing Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation.

By: 

Name: Daniel E. Burns

Title: Chairman, Board of Directors

Date: February 1, 2010