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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BETHESDA HEALTHCARE FOUNDATION, INC.**

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**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BETHESDA HOSPITAL FOUNDATION, INC.
(formerly Bethesda Healthcare Foundation, Inc.)**

The Articles of Organization of Bethesda Hospital Foundation, Inc., formerly Bethesda Healthcare Foundation, Inc., a Florida nonprofit corporation filed with the Department of State on July 13, 1962, Florida Document Number 704282, and said Articles are hereby, amended and restated in their entirety as follows:

**ARTICLE I
Name of Corporation**

The name of this Corporation shall be Bethesda Hospital 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
Sole Member**

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, which Member shall have those reserved corporate powers over the operation of the Corporation, as established by the Member and set forth in the Bylaws of the Corporation. Pursuant to F. S. 617.0202 (i), the Corporation will be subordinate to and

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subject the authority of its Member, as it relates to those reserved powers.

ARTICLE V
Corporate Duration

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

ARTICLE VI
Principal Office and Mailing Address

The principal place of business for the Corporation shall be 2815 South Seacrest Boulevard, Boynton Beach, Florida 33435 and the mailing address shall be P.O. Box 243628, Boynton Beach, Florida 33424.

ARTICLE VII
Registered Agent and Office

The name and address of the registered agent of the Corporation is Joel T. Strawn, 54 NE Fourth Avenue, Delray Beach, Florida 33483.

ARTICLE VIII
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 IX
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 X
Bylaws

The Bylaws of this Corporation shall be made, altered, amended or rescinded only by vote of the Member.

ARTICLE XI
Amendment to Articles of Incorporation

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

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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, or to an affiliate of the Member that meets the foregoing qualifications, if the Member is the sole member of the affiliate.

Pursuant to the authority of F. S. 617.1002 (2), these Fourth Amended and Restated Articles of Incorporation are adopted on February 24, 2010 by the Member, without action by the Directors, at a meeting for which notice of the changes to be made was given.

Bethesda Healthcare System, Inc., a Florida nonprofit corporation, as the sole member of the Corporation.

By: Robert B. Hill
Robert B. Hill, President & CEO

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent and authorized to accept service of process for Bethesda Healthcare Foundation, Inc., a Florida nonprofit corporation, at the place designated in these Fourth Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Joel T. Strawn
Joel T. Strawn

Date: March 3, 2010