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DEBBIE-RAND MEMORIAL SERVICE LEAGUE, INC.

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*Amended & Restated
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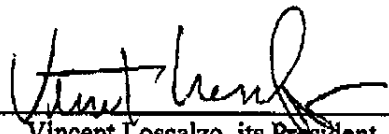
**CERTIFICATE OF FIRST AMENDED AND
RESTATED ARTICLES OF INCORPORATION
OF
DEBBIE-RAND MEMORIAL SERVICE LEAGUE, INC.**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned President of DEBBIE-RAND MEMORIAL SERVICE LEAGUE, INC. ("Corporation") hereby executes and files this Certificate of First Amended and Restated Articles of Incorporation and states as follows:

1. The attached First Amended and Restated Articles of Incorporation contain amendments to the Corporation's Articles of Incorporation requiring Member approval.
2. The name of the Corporation is Debbie-Rand Memorial Service League, Inc.
3. The text of the First Amended and Restated Articles of Incorporation of the Corporation, including all amendments, is attached to this Certificate.
4. The date of adoption of the First Amended and Restated Articles of Incorporation of the Corporation by the Member of the Corporation was May 8, 2009, and the number of votes cast for the First Amended and Restated Articles of Incorporation of the Corporation was sufficient.

In Witness Whereof, the undersigned officer has executed this Certificate as of
MAY 11, 2009.

DEBBIE-RAND MEMORIAL SERVICE LEAGUE, INC.,
a Florida not for profit corporation

By: 
Vincent Loscalzo, its President

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**
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**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DEBBIE-RAND MEMORIAL SERVICE LEAGUE, INC.**

(A Corporation Not for Profit)

ARTICLE I

NAME

The name of this corporation (hereinafter referred to as the "Corporation") shall be:

DEBBIE-RAND MEMORIAL SERVICE LEAGUE, INC.

ARTICLE II

PURPOSE

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder ("IRC").

The purposes and objects for which this corporation is organized and the general nature of the business to be transacted shall be:

- (a) To have all the powers mentioned in Section 617.021, Florida Statutes, 1959.
- (b) To receive and hold by gift, bequest, devise, grant or purchase any real or personal property, and to invest and reinvest, and to use and dispose of the same for the purpose of providing funds for hospital facilities, hospital materials and supplies, and laboratory services to or for the benefit of persons residing within Boca Raton, Palm Beach County, Florida, and surrounding areas; for the purpose of providing funds to carry on any proper activities connected with the health and welfare; and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out; except that no part of the net earnings or income shall enure to the benefit of, to, or be distributed to its members, directors, officers and/or

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any private shareholder or individual; and that no substantial part of its activities shall be the carrying of propaganda or otherwise attempting to influence legislation.

(c) To act and perform the duties of trustee or to act in any other fiduciary capacity under any deed of trust, will, codicil, agreement, whether oral or written, or other instrument incidental to and for the purpose of carrying out any of the foregoing objects or matters and things kindred thereto.

The objects and purposes specified in the foregoing clauses of this ARTICLE II shall, except where otherwise expressed in this Article, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of these Articles of Incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE III

MEMBERSHIP

The membership of the corporation shall consist of the classes of membership set forth in the Bylaws of the Corporation.

ARTICLE IV

TERM

The Corporation shall have perpetual existence.

ARTICLE V

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 800 Meadows Road, Boca Raton, Florida, 33486.

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ARTICLE VI

BOARD OF TRUSTEES

The Board of Trustees shall manage the operations of the Corporation and have no fewer than eleven (11) members who shall be elected in accordance with the Bylaws.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the Registered office of the Corporation is:

Boca Raton Community Hospital
800 Meadows Road
Boca Raton, Florida 33486

The Registered Agent at that address is:

Janna King, General Counsel of Boca Raton Community Hospital, Inc.

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may only be amended in accordance with this provision. An amendment recommended by a resolution of the Board of Trustees shall be approved at a duly constituted meeting of the Members by the affirmative vote of two-thirds (2/3) of the Members present who are entitled to vote. Such amendment shall only become effective upon the adoption of a resolution of the Board of Trustees of BRCH Corporation approving the amendment.

ARTICLE IX

DISSOLUTION

In the event of dissolution of the Corporation, any assets of the Corporation remaining after all obligations and liabilities of the Corporation have been paid or discharged, or adequate

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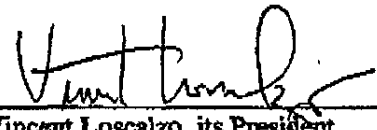
provisions made, and after all assets held by the Corporation upon a condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, are returned, transferred, or conveyed in accordance with such requirements, shall be conveyed or distributed to B R C H Corporation for one or more exempt purposes if, at the time of such conveyance or distribution, B R C H Corporation qualifies as an exempt organization under IRC section 501(c)(3) and is engaged in activities substantially similar to those of the Corporation, or, if B R C H Corporation does not so qualify, or is not then in existence, then to Boca Raton Community Hospital, Inc. for one or more exempt purposes if, at the time of such conveyance or distribution, Boca Raton Community Hospital, Inc. qualifies as an exempt organization under IRC section 501(c)(3) and is engaged in activities substantially similar to those of the Corporation, or, if Boca Raton Community Hospital, Inc. does not so qualify, or is not then in existence, then to such organization or organizations created and operated for non-profit purposes and engaged in activities substantially similar to those of the Corporation as shall be designated by the Board of Trustees of the Corporation, so long as such organization or organizations at the time of such conveyance or distribution qualifies as an exempt organization or organizations under IRC section 501(c)(3).

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Debbie-Rand Memorial Service League, Inc. has caused these First Amended and Restated Articles of Incorporation to be signed in its name by its President, this 11th day of May, 2009.

DEBBIE-RAND MEMORIAL SERVICE LEAGUE, INC.,
a Florida not for profit corporation

By: 
Vincent Loscalzo, its President

REGISTERED AGENT ACCEPTANCE

Having been named as the registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Registered Agent

Date: May 11, 2009