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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
VARIETY CHILDREN'S HOSPITAL**

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*Amended And
Restated Act*

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
VARIETY CHILDREN'S HOSPITAL****FILED**
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(Florida Document Number: 705162)

The undersigned hereby certifies the following: The corporation was originally chartered in Florida prior to 1959. It filed a certificate of reincorporation under the Florida Statutes on February 4, 1963 under the name Variety Children's Hospital. Several amendments to the Articles of Reincorporation have been filed. Pursuant to Sections 617.01201, 617.1001, and 607.1007, Florida Not For Profit Corporation Act, these Amended and Restated Articles of Incorporation were approved by the members and directors of the corporation at a meeting duly called on October 19, 2011, and the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

The Articles of Reincorporation, and any prior amendments thereto, are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
NAME**

The name of the corporation is: Variety Children's Hospital.

**ARTICLE II
ADDRESS**

The street address of the initial principal office and the mailing address of the corporation are: 3100 SW 62nd Street, Miami, FL 33155.

**ARTICLE III
PURPOSE**

This corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code ("Code"), and more specifically to:

- (1) foster the advancement of health and welfare of all people, especially children.
- (2) Build, maintain and operate a hospital and medical center designed to render all medical, surgical, therapeutic and educational services necessary and proper for the prevention, diagnosis and treatment of illness and for the correction and treatment of injuries and deformities of all people, especially children.
- (3) Carry on basic, applied and clinical research, which will tend to advance the means of preventing, diagnosing and treating illnesses and of correcting and treating injuries and deformities of all people, especially children.

(4) To develop and participate in the evaluation of any and all substances, devices, equipment, or techniques which may tend to facilitate the treatment or correction of injuries or deformities of all people, especially children.

(5) Educate students at all academic levels.

(6) Foster widespread interest throughout the world in the prevention, diagnosis and treatment of illnesses of all people, especially children, in correction and treatment of injuries and deformities, in research relating to illness, injuries and deformities, and in education of students for the medical and paramedical professions.

(7) Conduct auxiliary enterprises as a means of financing the operation of the corporation.

(8) Encourage the formation of other organizations, incorporated or unincorporated, for the purpose of assisting in the maintenance and operation of Variety Children's Hospital; and to affiliate itself with other organizations in order better to carry out the stated purpose of the corporation.

ARTICLE IV LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(1) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(2) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(3) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation qualifying as a supporting organization under Section 509(a)(3) of the Internal Revenue Code, or (iii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**ARTICLE V
MEMBERS**

The corporation will have one (1) member, which shall be Miami Children's Health System, Inc. The rights and responsibilities of the member shall be set forth in the corporation's bylaws.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The corporation designates 3100 SW 62nd Street, Miami, FL 33155 as the street address of the initial registered office of the corporation and names Vivian Gallo, Esq. as the corporation's initial registered agent at that address to accept service of process within the state.

**ARTICLE VII
DIRECTORS**

Section 8.1. Number. The corporation shall have no less than seven (7) nor more than twenty (20) directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than three (3).

Section 8.2. Method. All of the directors shall be appointed or elected as provided in the bylaws.

**ARTICLE VIII
DISSOLUTION**

If this corporation should ever be dissolved or should its corporate existence ever be discontinued for any reason, all of the assets of the corporation remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have been qualified for exemption under Section 501(c)(3) of the Code or to the federal government or to a state or local government for a specific purpose and none of the assets shall be distributed to any officer or director of the corporation.

**ARTICLE IX
AMENDMENT**

The officers of the corporation shall apply to the proper authority of the State of Florida for amendment of these Amended and Restated Articles of Incorporation in accordance with state law, after a proposed amendment has been duly approved by a vote of sixty percent (60%) of the entire Board of Directors, provided that a notice shall have been sent to each member of the Board at least seven days prior to said meeting stating the proposed amendment, and provided, further, that such amendment is approved by the member

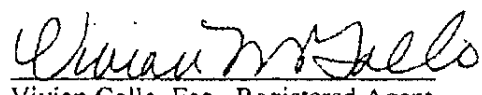
IN WITNESS WHEREOF, pursuant to Section 617.01201, Florida Statutes, the Board of Directors and the members adopt and execute these Amended and Restated Articles of Incorporation this 14 day of February, 2012.

VARIETY CHILDREN'S HOSPITALBy: 

M.Narendra Kini, M.D., President & CEO

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the above Amended and Restated Articles of Incorporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of a registered agent.

By: 

Vivian Gallo, Esq., Registered Agent

Dated: Feb. 14, 2012