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## BASIC AMENDMENT

## FORT PIERCE MEMORIAL HOSPITAL SCHOLARSHIP FOUNDATION

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 7, 2001

FORT PIERCE MEMORIAL HOSPITAL SCHOLARSHIP FOUNDATION, I  
FPMH  
P.O. BOX 12998  
FORT PIERCE, FL 34979

SUBJECT: FORT PIERCE MEMORIAL HOSPITAL SCHOLARSHIP FOUNDATION, INC.  
REF: 705385

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell  
Corporate Specialist

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DIVISION OF CORPORATIONS

Revised articles  
transmitted  
herewith

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**ARTICLES OF RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
FORT PIERCE MEMORIAL HOSPITAL SCHOLARSHIP FOUNDATION, INC.  
(Document No. 705385)**

Pursuant to the provisions of Section 617.1007, Florida Statutes, this Florida not for profit corporation adopts the following Articles of Restatement of Articles of Incorporation, revoking all prior Articles of Incorporation in order to permit their replacement by the following adopted Articles:

**FIRST:** Articles of Incorporation replacing all prior Articles are adopted as follows:

**ARTICLE I - NAME**

The name of this corporation is:

**FORT PIERCE MEMORIAL HOSPITAL SCHOLARSHIP FOUNDATION,  
INC., a corporation not for profit (the "Corporation")**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business of this Corporation shall be:

905 Ibis Avenue  
Fort Pierce, Florida 34982

By mail:  
Post Office Box 12998  
Fort Pierce, Florida 34979

**ARTICLE III - PURPOSE**

The purpose for which this Corporation is organized is to promote, encourage and sponsor the education of St. Lucie County residents in careers related to the health care industry; to hold, own, buy, sell, lease, acquire and dispose of any and all kinds of property, real or personal, necessary or expedient in order to carry out the general object of this Corporation; and to exercise generally any and all lawful powers not incompatible with the purpose for which this Corporation exists.

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#### ARTICLE IV - MEMBERS

The Members of this Corporation shall be those individuals duly elected from time to time to serve on the Board of Directors of this Corporation.

#### ARTICLE V - DURATION

This Corporation shall have perpetual existence.

#### ARTICLE VI - DIRECTORS

The affairs of the Corporation shall be directed by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) Members. Election to, and the filling of vacancies on, the Board of Directors of the Corporation shall be by election of the Members of the Corporation or in such other fashion as may be stated in the By-Laws of the Corporation.

#### ARTICLE VII - DIRECTORS

The Board of Directors shall consist of nine (9) members and the following persons shall serve as Directors until the first election of Directors:

**BASIL L. KING, Chairman**  
1013 South 12th Street  
Fort Pierce, Florida 34950

**BRUCE ABERNETHY**  
580 S. Indian River Drive  
Fort Pierce, Florida 34949

**BARBARA ALLEN**  
281 Marina Drive  
Fort Pierce, Florida 34949

**MARGARET BENTON**  
800 Virginia Avenue, Suite 10  
Fort Pierce, Florida 34982

**C. ROBERT CAMBRON, M.D.**  
715 Lagoon Road  
Vero Beach, Florida 32960

**FRANK H. FEE, III**  
2821 S. Indian River Drive  
Fort Pierce, Florida 34982

**PHILIP C. GATES, SR.**  
2323 S. Indian River Drive  
Fort Pierce, Florida 34950

**FREDERICK T. JOHNSTON**  
334 S. Naranja Avenue  
Port St. Lucie, Florida 34952

**BILL VOGEL, Ed.D.**  
4200 N. A1A, Apt. 815B  
Fort Pierce, Florida 34949

### ARTICLE VIII - OFFICERS

The Corporation shall be managed by its Officers that shall include a Chairman, Vice Chairman, and Secretary/Treasurer who shall be Members of, and elected by, the Board of Directors. The names of the Officers who are to serve until the first election or appointment under the Articles of Incorporation and By-Laws of the Corporation are as follows:

<b>BASIL L. KING</b> 1013 South 12th Street Fort Pierce, Florida 34950	-	Chairman
<b>C. ROBERT CAMBRON, M.D.</b> 715 Lagoon Road Vero Beach, Florida 32960	-	Vice Chairman
<b>FREDERICK T. JOHNSTON</b> 334 S. Naranja Avenue Port St. Lucie, Florida 34952	-	Secretary/Treasurer

### ARTICLE IX - REGISTERED AGENT AND STREET ADDRESS

The registered agent of the Corporation is **FRANK H. FEE, III, ESQUIRE**. The registered office of the Corporation shall be **401 South Indian River Drive, Fort Pierce, Florida 34950**.

### ARTICLE X - BY-LAWS

The By-Laws of the Corporation may be made, altered and rescinded by a two-thirds affirmative vote of the members of the Board of Directors present at any annual meeting or at any special meeting called for that purpose.

### ARTICLE XI - AMENDMENT

These Articles of Incorporation may be made, altered or rescinded by affirmative vote of the Members of the Corporation present at any annual meeting or any special meeting called for that purpose and following affirmative recommendation voted by the Board of Directors of the Corporation.


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## ARTICLE XII - DISSOLUTION

In the event of the dissolution of this Corporation, for any cause, or in any manner, the assets of this Corporation, after the payment of all just obligations, shall be distributed to a private organization with purposes compatible with those specified in Article III of these Articles and which is exempt from taxation under the appropriate provisions of the Internal Revenue Code, or to a quasi public body with purposes compatible with those specified in Article III of these Articles, or to the Federal Government or a State or Local Government for a public purpose. In no event shall any of the assets be distributed to a Member, Officer or Director of this Corporation.

**SECOND:** The date of adoption of these Articles of Restatement to the Articles of Incorporation of Corporation was May 8, 2001.

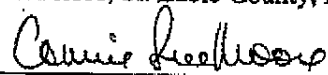
**THIRD:** These Articles of Restatement were duly adopted by unanimous vote of a combined meeting of the Members and of the members the Board of Directors of the Corporation, at which a quorum of both Members and Directors was present, duly called and noticed for the purpose of considering these Articles of Restatement.

  
BASIL L. KING,  
Chairman of the Board of Directors

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

On this day personally appeared before me, the undersigned officer, authorized by the laws of the State of Florida to take acknowledgments, BASIL L. KING as Chairman of the Board of Directors of FORT PIERCE MEMORIAL HOSPITAL SCHOLARSHIP FOUNDATION, INC., a Florida not for profit corporation, and he acknowledges that he executed the above and foregoing Certificate of Amendment as such Chairman for and on behalf of the Corporation, after having been duly authorized to do so.

WITNESS MY hand and official seal at Fort Pierce, St. Lucie County, Florida, this 20th day of July, 2001.

  
Connie Sue Moore, NOTARY PUBLIC  
My Commission No.:  
My Commission Expires:



Connie Sue Moore  
MY COMMISSION # CC995254 EXPIRES  
April 4, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

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