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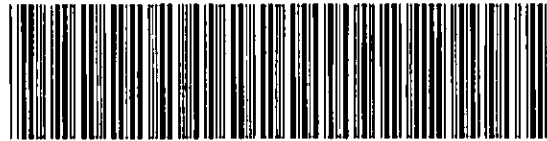
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FEB 08 2020

S. YOUNG

FREDERICK R. MACLEAN
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LAURA G. MACLEAN
BRIAN V. BERGMAN
ADAN A. AULET, JR.
AIMEE K. ARCE

MACLEAN & EMA P.A.
Attorneys and Counselors at Law

* ALSO ADMITTED IN ILLINOIS

January 9, 2020

Transmitted Via: **FEDERAL EXPRESS**

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**Re: AMENDED & RESTATED ARTICLES OF INCORPORATION FOR
HOLY CROSS HOSPITAL AUXILIARY, INC.**

Dear Sir or Madam,

The enclosed Amended & Restated Articles of Incorporation are submitted by Holy Cross Hospital Auxiliary, Inc., for filing with the Florida Department of State. Please return a certified copy of the filed Articles of Incorporation in the enclosed, self-addressed, stamped envelope. An additional copy of the Amended & Restated Articles of Incorporation is enclosed. Also enclosed is a check in the amount of \$43.75 as the filing fee and certified copy fee for same.

If you have any questions concerning this submission, please feel free to call the undersigned.

Very Truly Yours,

MACLEAN & EMA, P.A.



Adan A. Aulet, Jr.
For the Firm

encls./as noted

AMENDED & RESTATED
ARTICLES OF INCORPORATION
FOR
HOLY CROSS HOSPITAL AUXILIARY, INC.

FILED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned person, acting as the president of the Corporation not-for-profit under the Florida Not-for-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Amended and Restated Articles Of Incorporation for the Corporation:

ARTICLE I
NAME

The name of the Corporation shall be: **HOLY CROSS HOSPITAL AUXILIARY, INC.**

ARTICLE II
PRINCIPAL OFFICE & MAILING ADDRESS

The principal office of the Corporation shall be located at **4725 N. FEDERAL HIGHWAY, FORT LAUDERDALE, FL 33308.**

The mailing address of the Corporation shall be **4725 N FEDERAL HIGHWAY, FORT LAUDERDALE, FL 33308.**

ARTICLE III
PURPOSE

1. CHARITABLE PURPOSE: The Corporation is organized and at all times shall be operated exclusively as a nonstock charitable "supporting organization" within the meaning of Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Internal Revenue Code" or "Code"), or the corresponding provisions of any future United States Internal Revenue Law.

2. SUPPORT ORGANIZATION OF HOLY CROSS HOSPITAL, INC.: The Corporation is incorporated for the specific charitable purpose of serving as a "support organization" (as such term is defined in Section 509(a)(3) of the Code), to be supervised or controlled in connection with the Board of Directors of Holy Cross Hospital, Inc., a Florida corporation not-for-profit and tax exempt public charity. The Corporation shall, at all times, be operated exclusively for the benefit and support of Holy Cross Hospital, Inc., which is an organization which qualifies under Section 509(a)(1) of the

Internal Revenue Code of 1986, as amended (the "Code") to assist Holy Cross Hospital, Inc., in carrying out its charitable purposes;

3. EDUCATIONAL, SCIENTIFIC, CIVIC, AND CHARITABLE ACTIVITIES: The Corporation is to support, promote, sponsor, and pursue educational, scientific, civic, and charitable activities, which are central to the mission of Holy Cross Hospital, Inc., a Florida corporation not for profit, duly organized, existing and operating under the provisions of Chapter 617, Florida Statutes, which exists for certain purposes, including, but not limited, to:

a. FUNDRAISING: Raising funds for projects; engaging in and conducting activities and programs to solicit contributions;

b. MANAGEMENT AND DISBURSEMENT OF ASSETS FOR LISTED PURPOSES: Receiving, holding, investing, and administering the property of the Corporation, and making expenditures exclusively for the stated educational, charitable, scientific and literary purposes in connection with and to or for the benefit of Holy Cross Hospital, Inc.;

c. ACTIVITIES TO BENEFIT HOLY CROSS HOSPITAL, INC.: Engaging in and conducting special activities on behalf of Holy Cross Hospital, Inc.;

d. ENDOWMENTS: Establishing endowments that further the educational, charitable, scientific and literary purposes of the Corporation in connection with and to or for the benefit of Holy Cross Hospital, Inc.;

e. FOSTERING DONATIONS: Encouraging gifts or loans of property having cultural and educational value for use by Holy Cross Hospital, Inc.;

f. REAL PROPERTY ACQUISITION, IMPROVEMENT, MAINTENANCE, AND OPERATION: Acquiring, constructing, equipping, furnishing, repairing, remodeling, renovating, enlarging, improving, maintaining and operating buildings, structures and facilities, and to acquire real estate and interests in real estate for the use of Holy Cross Hospital, Inc.; and

g. FIDUCIARY RESPONSIBILITY: Acting in a fiduciary capacity in carrying out any and all of the foregoing purposes, and to name a bank or trust company as a fiduciary agent.

4. OTHER LAWFUL ACTIVITIES: To engage in any lawful activities which are in furtherance of the purposes of the Corporation as set forth above, and related activities thereto. Notwithstanding the foregoing, it is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under § 501(a) of the Code as an organization described in § 501(c)(3) of the Code and which is other than a private foundation by reason of being described in § 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under § 501(c)(3) of the Code. Nor shall any activity of the Corporation consist of

participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the Corporation shall have all of the powers granted to non-stock corporations by Section 617.0302 of the Florida Not For Profit Corporation Act; provided, however, that the Corporation shall not engage in any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. Subject to the foregoing, the Corporation shall have the following powers:

A. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, option or otherwise dispose of and deal in any bonds, securities, evidences of indebtedness or personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, option or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership; however, said activities shall at all times be subservient to and in furtherance of the charitable religious, educational and scientific purposes of the Corporation.

B. To receive contributions, gifts, bequests and devises, and to accept transfers and assignments of money, real or personal property, from any person, trust, firm, corporation or association, subject to such conditions, charges and retained, reserved or contracted for estates, life estates, interests, annuities, or periodic payment obligations as may exist or be agreed upon, the foregoing to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular or irregular contributions to the Corporation for its objects and purposes.

C. To establish and maintain an office or offices, and to employ such assistance, clerical force, agents and employees as may be necessary and proper in the judgment of the Board of Directors; and to pay reasonable compensation for services performed by persons so retained or employed, including Directors and officers of the Corporation, and to reimburse out of earnings or capital, such persons for expenses they may pay or incur while acting for the Corporation and in furtherance of its purposes.

D. To distribute, from time to time in the manner, form and method and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions and other property received by it, including net earnings on its property and investments, but only in carrying out the objects of the Corporation and in the furtherance of its purposes; and to distribute and apply its earnings and property, as aforesaid, either directly for the Corporation's purposes, or indirectly therefor by means of contributions or gifts to corporations, trusts, funds, associations or other organizations organized exclusively for such purposes and no part of whose net earnings shall or may inure to the benefit of any private Director, shareholder or individual, and no substantial part of whose activities consists of carrying on propaganda or otherwise attempting to influence legislation.

E. To contract and be contracted with, including, without limitation, the power to borrow or lend money, to mortgage, pledge, option or hypothecate assets; in connection with any authorized transaction; to execute or issue and deliver any appropriate document or writing, including, without limitation, bonds, debentures, notes, checks, leases, deeds, options, assignments and bills of sale, and to sue and be sued.

F. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501 (c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended.

G. To adopt and use a corporate seal, if desired and deemed necessary, but this shall not be compulsory unless required by law.

H. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed and in general to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character.

I. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of these Articles of Incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under §170(c)(2) of the Code, and Regulations as they now exist or as they may hereafter be amended.

J. All of the above and the foregoing are to be construed both as objects and powers and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation, except that no part of the net earnings of the Corporation shall in any manner, including any dissolution, inure to the benefit of any Director, officer, employee, person or persons having a personal or private interest in the affairs of the Corporation, and the Corporation shall have no power to issue stock or in any manner constitute any individual or individuals as shareholders in the sense that any part of the net income of the Corporation would inure to the benefit of such shareholder or shareholders. Upon any dissolution of the Corporation, the assets, after payment of debts and charges and reasonable necessary expenses of dissolution, shall be distributed, pursuant to law, whether by court decree or in such other manner as may now or hereafter be authorized by statute to or in furtherance of the benevolent or charitable purposes in these Articles of Incorporation or to one or more organizations which would then qualify under §501(c)(3) of the Internal Revenue Code of 1954 and Regulations now existing or as they may be hereafter amended, provided such organization or organizations be described in §170(b)(1)(A) (other than in clauses (vii) or (viii), each having been in existence and so described for a continuous period of at least sixty calendar months.

ARTICLE V

NON-STOCK CORPORATION & MEMBERSHIP

1. The Corporation is a non-stock corporation.
2. The Corporation will have members. The classes, rights, privileges, qualifications, and obligations of members of this Corporation are determined by the bylaws of this Corporation.

ARTICLE VI TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VII DIRECTORS

The authority for all affairs of the Corporation shall be vested in the Board of Directors who shall be governed by the Bylaws of the Corporation as in effect from time to time. The Board of Directors for the Corporation shall at all times be comprised of at least three (3) directors. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation.

ARTICLE VIII OFFICERS

The Officers of this Corporation shall be a President, a Secretary, and a Treasurer, and any such other officers as the Board of Directors may determine from time to time.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each person now or hereafter a director, officer, employee or agent of the Corporation (and the heirs, executors and administrators thereof), shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses (including all attorney's fees) imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding, or claim to which he is or may be made a party by reason of his being or having been a director, officer, employee or agent of the Corporation (whether or not a director, officer, employee or agent at the time such costs or expenses are incurred by or imposed upon him), in relation to matters in which he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation. The termination of any action, suit or proceeding by judgment, order, or settlement shall not of itself create a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation.

To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, proceeding or claim or in defense of any claim, issue or matter therein, he shall be indemnified against all reasonable expenses (including all attorney's fees) incurred by him in connection therewith.

Any indemnification hereunder shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth above. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs by independent legal counsel in a written opinion.

It is the intent of this provision that the Corporation indemnify directors, officers, employees or agents of the Corporation against expenses (including attorney's fees), judgments and amounts paid in settlement to the full extent permissible by law, and for this purpose the full provisions of Section 617.0831 of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, as amended, are hereby incorporated by reference. Notwithstanding anything to the contrary herein, indemnification shall not be provided if such indemnification would terminate the tax exempt status of the Corporation or its status as a supporting organization under Section 509(a)(3) of the Code.

ARTICLE X BYLAWS AND AMENDMENTS

A. The provisions of these Articles of Incorporation may be amended, altered or rescinded by a two-thirds vote of the Corporation's Board of Directors present at any general meeting, provided that any proposed change to these Articles of Incorporation has been submitted to and approved by the governing board of Holy Cross Hospital, Inc.

B. The bylaws for the Corporation may be adopted, amended, or repealed by a two-thirds vote of the Corporation's Board of Directors present at any general meeting, provided that any proposed change to the bylaws has been submitted to and approved by the governing board of Holy Cross Hospital, Inc.

ARTICLE XI REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Corporation is **2600 N.E. 14TH Street Causeway, Pompano Beach, FL 33062.** The name of its initial registered agent at that address is **MacLean and Ema, P.A.**

ARTICLE XII DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed to Holy Cross Hospital, Inc., a Florida not-for-profit corporation and public charity under § 501(c)(3) of the Internal Revenue Code, if it is then in existence as a public charity under § 501(c)(3) of the Internal Revenue Code; or, if Holy Cross Hospital,

Inc., is not in existence as a public charity under § 501(c)(3) of the Internal Revenue Code, for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or, shall be distributed to the federal government; or, to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the United States District Court, having jurisdiction over the county in which the principal office of the Corporation is then situated, exclusively for and in furtherance of the charitable, educational and religious purposes set forth in these Articles of Incorporation.

CERTIFICATION

The undersigned, being the president of this **HOLY CROSS HOSPITAL AUXILIARY, INC.**, has executed these AMENDED AND RESTATED ARTICLES OF INCORPORATION pursuant to the provisions of section 617.0202, Florida Statutes on January 8th, 2020.

These Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

WITNESS MY HAND AND SEAL ON THIS Eighth th (8) DAY OF JANUARY, 2020.



PRINTED NAME: BETTY O'CONNELL
TITLE: PRESIDENT

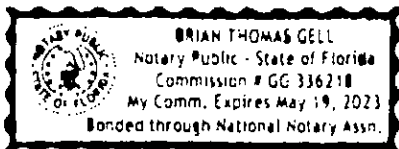
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared **BETTY O'CONNELL**, as president of **HOLY CROSS HOSPITAL AUXILIARY, INC.**, known to me to be the person described in and who executed and subscribed to the foregoing Amended and Restated Articles of Incorporation, and who acknowledged before me that she has executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at the City of Pompano Beach in said County and State, this Eighth (8th) day of January, 2020.



Notary Public, State of Florida at Large
Seal:



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **HOLY CROSS HOSPITAL AUXILIARY, INC.**, a Florida Corporation not-for-profit, at the place designated in Article XI of the attached Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this 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.

REGISTERED AGENT & REGISTERED OFFICE:

**MACLEAN AND EMA, P.A.
2600 N.E. 14TH STREET CAUSEWAY
POMPANO BEACH, FL 33062**

By: 
Christopher J. Ema, Esq.
Title: Vice President