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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Hospital Association, Inc.

DOCUMENT NUMBER: 706910

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bill Bell
(Name of Contact Person)

Florida Hospital Association
(Firm/ Company)

306 E. College Ave.
(Address)

Tallahassee, FL 32301
(City/ State and Zip Code)

For further information concerning this matter, please call:

Bill Bell at (850) 222-9800
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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| ☐ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

Florida Hospital Association, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

706910

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

(See attachment)

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The date of adoption of the amendment(s) was: September 16, 2005

Effective date if applicable: Date adopted - September 16, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

Wayne NeSmith
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Wayne NeSmith

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

**ARTICLES OF INCORPORATION - Florida Hospital Association
REVISED COMPOSITE
ARTICLES OF INCORPORATION**

OF

FLORIDA HOSPITAL ASSOCIATION, INC.

ARTICLE I - NAME

The name of this corporation shall be FLORIDA HOSPITAL ASSOCIATION, INC.

ARTICLE II - PLACE OF BUSINESS

The principal office and place of business of the corporation shall be Tallahassee Orlando. The Board of Trustees may change said principal office and place of business, and may establish other offices and places of business as may be deemed necessary.

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is to promote the ability of member hospitals and health care systems to effectively serve the health care needs of their communities through advocacy, representation, and service. ~~serve its members by developing and promoting programs and services that will enhance their ability to provide comprehensive, efficient, high quality health care to the people in Florida consistent with financial and civic responsibility. The Association shall represent its members at the state and national levels in providing an effective health care system.~~

ARTICLE IV - CORPORATE POWERS

The powers for which this corporation is organized are:

Section 1. To receive by bequest, gift, devise, or in any other manner, money, assistance and any other form of contribution whether of real, personal, or mixed property, from any and every source, governmental as well as private, and particularly from any person or firm or from any public or private corporation or association of whatsoever nature, to be used in the furtherance of the objectives of this corporation.

Section 2. To establish one or more offices and to employ such agents, employees, and clerical force as may be deemed necessary or proper to conduct and carry on the work of the corporation and to pay for the services of such persons a reasonable compensation.

Section 3. To contract and be contracted with, sue and be sued, invest and reinvest the funds of the corporation, and to do all acts and things requisite, necessary, proper or desirable to carry out and further the purpose for which this corporation is formed.

ARTICLES OF INCORPORATION - Florida Hospital Association

Section 4. The corporation shall have such powers as are granted corporations not for profit under the provisions of Florida Statutes, Chapter 617, Part I, Corporations Not for Profit, Generally, as amended.

ARTICLE V - MEMBERSHIP

Section 1. The membership of the corporation shall be composed of:

- (a) Institutions licensed as hospitals in the state of Florida which provide services to persons who are ill.
- (b) ~~Agencies or organizations which provide for or are interested in providing services to persons who are ill.~~
- (c) Persons who are interested in the purposes of the corporation and other criteria as determined by the Board of Trustees.
- (d) ~~Honorary members who shall be elected to such membership as recognition of outstanding and distinguished services in carrying out the purposes of the corporation.~~

Section 2. The persons representing the institutional members shall constitute the Association, for voting purposes, Assembly, which shall meet annually.

Section 3. Institutions shall be represented in the Association Assembly by a person or persons designated by such institution. The voting power of the corporation shall be vested in the institutional members.

Section 4. The voting rights of the institutional members shall be fixed in the bylaws of the corporation.

ARTICLE VI - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII - SUBSCRIBERS

The names and residences of the subscribers are as shown in the original charter approved by the Circuit Court of Duval County on July 11, 1928.

ARTICLES OF INCORPORATION - Florida Hospital Association

ARTICLE VIII - MANAGEMENT

Section 1. The affairs of the corporation shall be managed by a Board of Trustees.

Section 2. The Board of Trustees shall be elected by the Association Assembly. The elected officers of the Board of Trustees shall be the Chairman, Chairman Elect-Vice Chairman, Past Chairman and Treasurer. The President shall be a member of the Board and shall serve as Secretary. The number of members of the Board of Trustees other than the designated officers shall be fixed by the bylaws Assembly.

Section 3. The Board of Trustees may recognize ~~Regional organizations and~~ councils.

Section 4. The Board of Trustees shall have the authority to set up such Committees, in addition to those committees provided for in the Bylaws, as may be necessary for the carrying on of the work of the corporation. Such Committees shall have such power and duties as may be determined by the Board of Trustees and the members thereof shall be appointed by the Chairman.

Section 5. Persons representing the institutional members shall be the only members eligible to serve as elected officers or as elected members of the Board of Trustees.

Section 6. The officers of the corporation who shall serve until their successors are named and qualified shall be the officers duly elected and serving as said officers at the time of the adoption of this revised composite charter.

ARTICLE IX - BY-LAWS

Section 1. By-Laws may be adopted or amended at any regular or special meeting of the Association Assembly by a majority vote of the entire institutional membership~~those present~~, provided notice stating the substance and purpose of the proposed amendment has been given to the membership not less than at least thirty (30) days ~~and not more than ninety (90) days~~ prior to the meeting at which said By-Laws or amendments thereto are to be considered.

ARTICLE X - AMENDMENTS TO CHARTER

The Articles of Incorporation of this corporation may be amended at any regular or special meeting of the Association Assembly by two-thirds vote of the entire institutional membership~~those present~~, ~~provided at least one half (1/2) of the institutional members are present and voting at said meeting~~, and further provided that a notice stating the substance and purpose of the proposed amendment has been given to all the members not less than at least thirty (30) days ~~and not more than ninety (90) days~~ prior to said meeting.

ARTICLES OF INCORPORATION - Florida Hospital Association

ARTICLE XI - INDEMNIFICATION

Any person or future trustee or officer of the corporation and any present or future trustee or officer of any other corporation serving as such at the request of this corporation, because of this corporation's interest in such other corporation, or the legal representative of any such trustee or officer shall be indemnified by this corporation against reasonable costs and expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which any trustee or officer, or his legal representative, may be made a party by reason of his being or having been such trustee or officer; provided:

(1) Such action, suit or proceeding shall be prosecuted against such trustee or officer or against his legal representative to a final determination and shall not be finally adjudged in said action, suit or proceeding that he has been derelict in the performance of his duties as such trustee or officer, and

(2) Said action, suit or proceeding shall be settled or otherwise terminated as against said trustee or officer, or his legal representative, without a final determination on the merits, and it shall be determined by the Board of Trustees in such other manner as may be provided in the bylaws that said trustee or officer had not in any substantial way been derelict in the performance of his duties as charged in such action, suit or proceeding.

The privilege and power conferred by this article shall be in addition to and not in restriction or limitation of any other restriction or power which a corporation not for profit in Florida may have in respect to indemnification or reimbursement of trustees or officers.

ARTICLE XII - DISSOLUTION

Upon dissolution of the corporation its assets shall become the property of Florida Hospital Research and Education Foundation, Inc., A Florida corporation not for profit.

As amended September 16, 2005.