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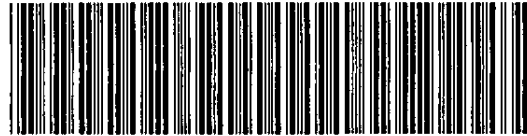
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TALLAHASSEE, FLORIDA

*clb*  
7/24/12

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Telford Foundation, Inc.

**DOCUMENT NUMBER:** 711887

The enclosed *Notice of Invalidity of Amendment to Amended and Restated Articles of Incorporation of The Telford Foundation, Inc. Adopted April 28, 2009* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lawrence A. Farese  
(Name of Contact Person)

Robins, Kaplan, Miller & Ciresi L.L.P.  
(Firm/Company)

711 5th Avenue South, Suite 201  
(Address)

Naples, FL 34102  
(City/State and Zip Code)

For further information concerning this matter, please call:

Lawrence A. Farese at (239) 213-1973  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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 32301

**NOTICE OF INVALIDITY OF AMENDMENT TO AMENDED  
AND RESTATED ARTICLES OF INCORPORATION OF  
THE TELFORD FOUNDATION, INC. ADOPTED APRIL 28, 2009**

PLEASE TAKE NOTICE that the Resolution Further Amending the Amended and Restated Articles of Incorporation and the Bylaws of The Telford Foundation, Inc. purportedly adopted by the Board of Directors on April 28, 2009, and filed with the Secretary of State on May 1, 2009, has been declared unlawful, void, and not binding upon The Telford Foundation, Inc. pursuant to a Final Summary Judgment entered by The Circuit Court of the Twentieth Judicial Circuit in and for Collier County, Florida, on December 6, 2010, in a case entitled *NCH Healthcare System, Inc. v. The Telford Foundation, Inc.*, Case No. 09-5052-CA, which Final Summary Judgment was affirmed by the Second District Court of Appeal of Florida on November 16, 2011, Case No. 2D11-151. A Certified Copy of the Final Summary Judgment and Per Curium Affirmed Opinion is attached hereto.

By: \_\_\_\_\_



Lawrence A. Farese  
Florida Bar No. 252808  
Robins, Kaplan, Miller & Ciresi L.L.P.  
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Naples, Florida 34102  
(239) 213-1973 - Telephone  
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TALLAHASSEE, FLORIDA

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IN THE CIRCUIT COURT OF THE TWENTIETH JUDICIAL CIRCUIT  
IN AND FOR COLLIER COUNTY, FLORIDA  
CIVIL ACTION

NCH HEALTHCARE SYSTEM, INC.,

Plaintiff,

v.

Case No. 09-5052-CA

THE TELFORD FOUNDATION, INC.,

Defendant. /

Filed in Open Court.  
Date 12-6-10  
Clerk of Court  
By *[Signature]* D.C.

**FINAL SUMMARY JUDGMENT**

THIS CAUSE, having previously come before the Court on August 31, 2010 on the Plaintiff's Motion for Final Summary Judgment on Counts I and II of its Complaint for Declaratory Judgment and Writ of Mandamus, and on The Telford Foundation, Inc.'s Motion for Summary Judgment, and the Court, having granted the Plaintiff's Motion for Final Summary Judgment and denied Defendant's Motion for Summary Judgment by its Order dated September 14, 2010, hereby enters Final Judgment for the Plaintiff for the relief requested in its Complaint based on the Plaintiff's Motion for Final Summary Judgment and the Court's Order Granting Plaintiff's Motion for Final Summary Judgment as follows:

IT IS ORDERED AND ADJUDGED that:

1. The Resolution of the Board of Directors of The Telford Foundation, Inc. purportedly adopted on April 28, 2009 (Exhibit "G" to the Complaint), is hereby declared to be unlawful, void, and not binding upon The Telford Foundation, Inc., in that the Resolution did not

receive the affirmative vote of a majority of the Directors from NCH Healthcare System, Inc. and the First Presbyterian Church of Richmond, Kentucky, Inc., as required by Article VI, Section 3 of the Articles, and Article III, Section 8 and Article VIII of the Bylaws.

2. The action of the Board of Directors of the Foundation at its Special Meeting of March 26, 2009, purporting to elect William R. Lickert as President of the Foundation, is hereby declared to be unlawful, void, and not binding upon The Telford Foundation, Inc., in that the action did not receive the affirmative vote of a majority of the Directors from NCH Healthcare System, Inc. and the First Presbyterian Church of Richmond, Kentucky, Inc. as required by Article VI, Section 3 of the Articles, and Article III, Section 8 of the Bylaws.

3. Unless and until properly amended by act of the Board of Directors, the Foundation, and its officers and directors, must act in accordance with the existing Articles and Bylaws, those being the Amended and Restated Articles of Incorporation of The Telford Foundation, Inc. and the Amended and Restated Bylaws of The Telford Foundation, Inc., adopted February 7, 2006. In particular, the Foundation, and its officers and directors, must follow the mandate of Article VI, Section 3 of the Articles, and Article III, Section 8 of the Bylaws, that no action of the Board shall be binding upon the Foundation unless a majority of the directors from NCH Healthcare System, Inc. and the First Presbyterian Church of Richmond, Kentucky, Inc. vote with the majority. Further, in the event of a deadlock on any matter coming before the Board, the decision of the majority of the Directors representing NCH and the First Presbyterian Church shall control.

4. The Court, having been advised that the issues raised in Count II of NCH's Complaint seeking a Writ of Mandamus have been rendered moot by the election of Dr. Allen

Weiss to the Board of the Foundation at the Board's meeting of October 22, 2010, Count II of the Complaint is hereby dismissed without prejudice as moot.

5. The Court reserves jurisdiction to award costs and to enter such further orders as may be necessary to carry out and enforce this Final Summary Judgment.

DONE AND ORDERED at Naples, Collier County, Florida this 06 day of December, 2010.

Hugh D. Hayes  
Hugh D. Hayes  
Circuit Court Judge

**Conformed copies to:**

Lawrence A. Farese, Esq.  
Blaine H. Winship, Esq.  
Kiernan P. Moylan, Esq.  
Mark M. Barber, Esq.

65239694.1

Dwight E. Brock, Clerk of Courts in and for Collier County, do hereby certify that the above instrument is a true and correct copy of the original which is on file in my office in the courthouse in Naples Collier County, Florida

Witness under my hand and seal this 10 day of February, 2012

DWIGHT E. BROCK, CLERK

By: [Signature]

Deputy Clerk

NOT FINAL UNTIL TIME EXPIRES TO FILE REHEARING  
MOTION AND, IF FILED, DETERMINED

IN THE DISTRICT COURT OF APPEAL  
OF FLORIDA  
SECOND DISTRICT

THE TELFORD FOUNDATION, INC., )  
 )  
Appellant, )  
 )  
v. )  
 )  
NCH HEALTHCARE SYSTEM, INC., )  
 )  
Appellee. )  
\_\_\_\_\_ )

Case No. 2D11-151

Opinion filed November 16, 2011.

Appeal from the Circuit Court for Collier  
County; Hugh D. Hayes, Judge.

Steven G. Burton, Mark M. Barber, and  
Mercedes G. Hale of Broad and Cassel,  
Tampa, for Appellant.

Lawrence A. Farese of Robins, Kaplan,  
Miller & Ciresi L.L.P., Naples, for Appellee.

PER CURIAM.

Affirmed.

NORTHCUTT, DAVIS, and KELLY, JJ., Concur.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA