

Division of Corporations

Page 1 of 1

712822

RECEIVED

01 FEB 23 PM 2:39

DIVISION OF CORPORATIONS

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000020145 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
Account Number : 076077002775
Phone : (407) 246-8692
Fax Number : (407) 423-7014

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 FEB 23 PM 4:55

BASIC AMENDMENT

WINTER PARK MEMORIAL HOSPITAL ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

50703

Restated Art.

Electronic Filing Menu

Corporate Filing

Public Access Help

W/NAME Change

02/26/01

DC

02/23/01 14:19 FAX
850)487-6013

02/23/01 14:32 F1 Dept of State p1 /1

002/008



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 23, 2001

WINTER PARK MEMORIAL HOSPITAL ASSOCIATION, INC.
P.O. BOX 2647
SUITE 202
WINTER PARK, FL 32790-2647US

SUBJECT: WINTER PARK MEMORIAL HOSPITAL ASSOCIATION, INC.
REF: 712822

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

Please remove the new name in the heading of the document. Only the current corporate name should appear in the heading.

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

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX And. #: H01000020145
Letter Number: 701A00011506

(H01000020145 8)

**ARTICLES OF RESTATEMENT
TO
ARTICLES OF REINCORPORATION
OF**

WINTER PARK MEMORIAL HOSPITAL ASSOCIATION, INC.

The undersigned corporation, by and through its Trustees and pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Statutes, hereby amends and restates its Articles of Reincorporation in their entirety as follows:

**ARTICLE I
NAME**

The name of this corporation is:

WINTER PARK HEALTH FOUNDATION, INC.

**ARTICLE II
PURPOSES**

This corporation is organized exclusively for charitable, literary, educational and scientific purposes, to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, literary, educational and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended. Emphasis shall be given to owning, operating, or supporting facilities, and charitable organizations, which promote the health of the citizens of the City of Winter Park, Florida and surrounding areas.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers or other private persons.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 FEB 23 PM 4:55

(H01000020145 8)

(H01000020145 8)

ARTICLE III **TRUSTEES**

Section 1. The corporation's business, policies, affairs and funds shall be under the control and management of a Board of Trustees, the Members of which shall be elected in the manner provided in the bylaws.

Section 2. The names of the current Board of Trustees are:

Susan M. Ackley
Patricia M. Ashmore
Raymond Bernstein, M.D.
Ivan J. Castro, M.D.
Leslie C. Grammer, Jr.
John D. Guarneri, M.D.
M. Scott Hillman
John C. Hitt
Allan E. Keen
J. Darrell Kelley
Leila Jammal Nodarse
Michael W. Poole
Thaddeus Seymour
Marjorie Bekaert Thomas
William A. Walker II
Kitty L. Wrenn
Thomas H. Yochum

ARTICLE IV **MEMBERS**

The corporation shall have such classes of members (or no members) as set forth in the bylaws.

ARTICLE V **TERM OF EXISTENCE**

This corporation shall exist perpetually unless and until dissolved as now or hereafter provided by law.

ARTICLE VI **OFFICERS**

The affairs of the corporation shall be managed by a Chairman of the Board of Trustees, Vice Chairman of the Board of Trustees, President, a Secretary, a Treasurer, and such other officers as

(H01000020145 8)

(H01000020145 8)

may be provided for from time to time in the bylaws. An officer or trustee may hold one or more offices. The Officers shall be elected by the Board of Trustees in the manner and for the term prescribed in the bylaws.

ARTICLE VII **INITIAL OFFICERS**

The names of the persons who are presently serving as officers of the corporation are:

Chairman	William A. Walker II
Vice Chairman	J. Darrell Kelley
President	Patricia M. Ashmore
Vice President	Debra L. Watson
Treasurer	Thomas H. Yochum
Secretary	Thaddeus Seymour

ARTICLE VIII **BYLAWS**

The bylaws of the corporation shall be made, altered, or rescinded by affirmative vote of a majority of the Trustees of the corporation.

ARTICLE IX **AMENDMENTS**

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Trustees of the corporation.

ARTICLE X **MISCELLANEOUS**

Section 1. Neither the members, trustees, nor officers of the corporation shall be personally liable for any obligations of the corporation of any nature whatsoever; nor shall any of the property of any member, trustee or officer of the corporation be subject to the payment of the obligations of the corporation to any extent whatsoever.

(H01000020145 8)

(H01000020145 8)

Section 2. The corporation shall have no capital stock.

Section 3. This corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

Section 4. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

Section 5. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent Federal tax laws.

Section 6. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall either operate as a private operating foundation in a manner to qualify as a private operating foundation for purposes of Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or it shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 7. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent Federal tax laws.

Section 8. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not make any investment which would jeopardize the carrying out of any

(H01000020145 8)

of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent Federal tax laws.

Section 9. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XI **DISSOLUTION**

Upon the dissolution of this corporation the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, pursuant to the procedure of provisions of Florida Statutes §617.1406, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. In making its determination, consideration shall be given to such organizations which promote the health of the citizens of Winter Park, Florida, and surrounding areas. Any of the assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII **PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT**

The street and mailing address of the principal office of the corporation is 1870 Aloma Avenue, Suite 200, Winter Park, Florida 32789. The registered office of the corporation shall be 1870 Aloma Avenue, Suite 200, Winter Park, Florida 32789, and the registered agent of the corporation at that office shall be Patricia M. Ashmore.

IN WITNESS WHEREOF, these Articles of Restatement have been executed this 20th day of February, 2001.

WINTER PARK MEMORIAL HOSPITAL
ASSOCIATION, INC., a Florida not for profit
corporation

By: Patricia M. Ashmore
Patricia M. Ashmore, President

(H01000020145 8)

CONSENT OF REGISTERED AGENT

Patricia M. Ashmore, the undersigned hereby accepts appointment and hereby consents to serve as registered agent of Winter Park Health Foundation, Inc., a Florida corporation not for profit and agrees to maintain the registered office and accept process according to law.


DATED this 20th day of February, 2001.


PATRICIA M. ASHMORE

CERTIFICATE PURSUANT TO SECTION 617.1007(3), FLORIDA STATUTES

The undersigned, as President of Winter Park Health Foundation, Inc., f/k/a Winter Park Memorial Hospital Association, Inc., hereby certifies that the foregoing Articles of Restatement were approved by the Board of Trustees of the Corporation, and by the sole member of the Corporation by written consent dated February 20, 2001. The text of the approved amendments is set forth in the foregoing Articles of Restatement as all amendments required member approval.

DATED this 20th day of February, 2001.


Patricia M. Ashmore, President

(H01000020145 8)