716049

The Restated Amendments for Holmes Regional Medical Center, Inc. filed from November 04, 1994 through December 09/1996. And a Corporate Merger filed September 11, 1992, are missing from microfilm.

900268109959

MARGARET V. FREEMAN

CERTIFICATION SECTION

STORMS, PAPPAS AND KRASNY

ELTING L. STORMS
ERIC W. PAPPAS
MIKE KRASNY

POST OFFICE BOX 1376
2723 NORTH BABCOCK STREET
MELBOURNE, FLORIDA 32901
AREA CODE 305
PHONE 723-5646

February 5, 1969

CHARTER SECTION

REPLY REFER TO:
LS:3057.24

16,049

Honorable Tom Adams
Secretary of State
The Capitol
Tallahassee, Florida 32304

FEB 12 69 2 523 0 *****2.00
FEB 12 69 2 522 0 *****3.00
FEB 12 69 2 521 0 ****25.00

FILED
1969 FEB 13 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Brevard Hospital Association Incorporated

Dear Sir:

Please find enclosed herewith the original and duplicate copy of the Articles of Incorporation of the above referenced corporation, together with the original Application for Reincorporation.

The duplicate copy has been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return to this office.

A check is enclosed to cover the cost of the filing fee of $25.00 and the $5.00 fee for the certified copy.

Your cooperation in the premises will be appreciated.

Yours very truly,

Elting L. Storms

/ls
encls.

C. TAX	
FILING	25
R. AGENT FEE	2
C. COPY	3
TOTAL	30
N. BANK	30
BALANCE DUE	
REFUND	

4. To maintain a school for the ... nurses.

ARTICLES OF INCORPORATION

OF

BREVARD HOSPITAL ASSOCIATION, INCORPORATED

(A Corporation Not for Profit)

FILED
1963 FEB 13 PM 2:?
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, with other persons being desirous of forming a corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

NAME

The name of this corporation is BREVARD HOSPITAL ASSOCIATION, INCORPORATED.

ARTICLE II

PURPOSES

The purpose or purposes for which the corporation is organized are:

1. To purchase, erect, own and maintain a hospital or hospitals and similar institutions for the care of the sick, to be known as "Brevard Hospital".

2. To teach the science and practice of medicine, surgery, social hygiene and the best methods of restoring and maintaining health and preventing disease.

3. To purchase, erect, own and maintain laboratories for the discovery of the causes of disease and the treatment thereof, including all such research work as may be directed by its Board of Governors.

4. To maintain a school for the instruction of nurses

in caring for the sick, with power to issue Certificates or diplomas to the graduates of the school.

5. To receive, manage, invest, care for and disburse any gifts, donations or bequests made, appropriated or set apart to said corporation to promote any or all of its purposes set forth in this Article.

6. To purchase, own, sell, lease, mortgage or pledge any real estate incident to the purpose of this corporation; to do any and all things incident to the carrying out and the exercising of any or all of the objects aforesaid; to have all the rights and powers enumerated in Section 617.021, and conferred upon corporations not for profit under Chapter 617, Florida Statutes.

ARTICLE III

QUALIFICATION OF MEMBERS

The membership of this Corporation shall constitute all persons who have been heretofore admitted and in good standing and thos persons hereinafter named as subscribers and such other persons as, from time to time may become members as provided by the By-Laws.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

SUBSCRIBERS

The names and residences of the subscribers to these Articles are:

James E. Holmes	101-C, 1002 Albemarl Melbourne, Florida
R. P. Sullivan, Jr.	705 Roxy Avenue Melbourne, Florida
Frederick L. McFarlin	109 Fairway Drive Melbourne, Florida
Reuel T. Platt, Jr.	639 Indian River Drive Eau Gallie, Florida
Mrs. W. D. Lowery	405 Orlando Blvd. Indialantic, Florida
T. J. Kaminski, M. D.	920 Melbourne Avenue Melbourne, Florida
Mrs. Elliott C. Newell	Magnolia Boulevard Melbourne, Florida
Mrs. Clark Maxwell, Sr.	630 Redwood Court Satellite Beach, Florida
Dr. Joseph A. Boyd	1406 So. Riverside Drive Indialantic, Florida
John M. Langstaff, M. D.	204 Riverside Drive Melbourne Beach, Florida
Harvey C. Poe, Jr.	507 Alice Drive Eau Gallie, Florida
G. Merritt Preston	300 Poinciana Drive Indian Harbour Beach, Florida

ARTICLE VI

OFFICERS

Section 1. The officers of the Corporation shall be a President, such number of Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the by-laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Governors are:

President		James E. Holmes
Vice-President		R. P. Sullivan, Jr.
Vice-President		Frederick L. McFarlin
Treasurer		Reuel T. Platt, Jr.
Secretary		Mrs. W. D. Lowery

Section 3. The officers shall be elected at the annual meeting of the Board of Governors or as provided in the By-Laws.

ARTICLE VII

BOARD OF GOVERNORS

Section 1. The business affairs of this Corporation shall be managed by the Board of Governors consisting of twelve (12) members and by officers elected by said Board of Governors from the membership of this Corporation.

Section 2. The Board of Governors shall be members of the Corporation.

Section 3. Members of the Board of Governors shall be elected and hold office in accordance with the By-Laws.

Section 4. The names and addresses of the members of the Board of Governors for the ensuing year and until their successors are elected in accordance with the By-Laws are:

James E. Holmes	101-C, 1002 Albemarl Melbourne, Florida
R. P. Sullivan, Jr.	705 Roxy Avenue Melbourne, Florida

Frederick L. McFarlin	109 Fairway Drive Melbourne, Florida
Reuel T. Platt, Jr.	639 Indian River Drive Eau Gallie, Florida
Mrs. W. D. Lowery	405 Orlando Blvd. Indialantic, Florida
T. J. Kaminski, M. D.	920 Melbourne Avenue Melbourne, Florida
Mrs. Elliott C. Newell	Magnolia Boulevard Melbourne, Florida
Mrs. Clark Maxwell, Sr.	630 Redwood Court Satellite Beach, Florida
Dr. Joseph A. Boyd	1406 So. Riverside Drive Indialantic, Florida
John M. Langstaff, M. D.	204 Riverside Drive Melbourne Beach, Florida
Harvey C. Poe, Jr.	507 Alice Drive Eau Gallie, Florida
G. Merritt Preston	300 Poinciana Drive Indian Harbour Beach Florida

ARTICLE VIII

BY-LAWS

Section 1. The Board Of Governors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. The By-Laws of the Association and of the Board Of Governors may be amended by affirmative vote of two-thirds majority of the members of the Board Of Governors, provided notice shall have been mailed to each member of the Board Of Governors at least seven (7) days prior to said meeting and provided, further, that such written notice shall fully present the proposed amendments; or by affirmative vote of a majority of the Members present (or represented by proxy) at the annual meeting or any Special Meeting of the Association, providing a full presentation of such proposed Amendments shall have been published in the Notice calling the Meeting.

ARTICLE IX

AMENDMENTS

These Articles Of Incorporation may be amended at a regular or special meeting of the membership, by a majority vote of those present, upon notice given of intention by the membership to submit such amendments.

ARTICLE X

LOCATION

The location of this corporation shall be at 945 Hickory Street in the City of Melbourne, County of Brevard, State of Florida.

ARTICLE XI

INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall never be greater than fifty (50%) percent of the value of the property of the corporation.

ARTICLE XII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (C) (3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals, this 27th day of January, 1969, for the purpose of forming this corporation not for profit under laws of the State of Florida.

James E. Holmes (SEAL)
James E. Holmes

(SEAL)
R. P. Sullivan, Jr.

Frederick L. McFarlin (SEAL)
Frederick L. McFarlin

Reuel T. Platt, Jr. (SEAL)
Reuel T. Platt, Jr.

Mrs W. D. Lowery (SEAL)
Mrs. W. D. Lowery

T. J. Kaminski, MD (SEAL)
T. J. Kaminski, M. D.

Mrs Elliott C. Newell (SEAL)
Mrs. Elliott C. Newell

Mrs Clark Maxwell, Sr. (SEAL)
Mrs. Clark Maxwell, Sr.

Joseph A Boyd (SEAL)
Dr. Joseph A. Boyd

_____________________________(SEAL)
John M. Langstaff, M. D.

_____________________________(SEAL)
Harvey C. Poe, Jr.

_____________________________(SEAL)
G. Merritt Preston

STATE OF FLORIDA)
ss
COUNTY OF BREVARD)

BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared [redacted], R. P. SULLIVAN, JR., FREDERICK L. McFARLIN, REUEL T. PLATT, JR., MRS. W. D. LOWERY, T. J. KAMINSKI, M. D., MRS. ELLIOTT C. NEWELL, MRS. CLARK MAXWELL, SR., DR. JOSEPH A. BOYD, JOHN M. LANGSTAFF, M. D., HARVEY C. POE, JR., and G. MERRITT PRESTON, to me known to be the persons described as subscribers in and who executed the foregoing Articles Of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles Of Incorporation.

WITNESS my hand and official seal in the County and State named above this 27th day of January, 1969.

____
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES DECEMBER 7, 1972.

STATE OF FLORIDA)
) ss
COUNTY OF BREVARD)

BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared JAMES E. HOLMES, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 27th day of January, 1969.

Notary Public

My Comm. Expires:

Notary Public, State of Florida at Large
My Commission Expires Nov. 16, 1969
Bonded By American Fire & Casualty Co.

President

APPLICATION FOR REINCORPORATION

TO: The Honorable Tom Adams
Secretary of State
Tallahassee, Florida

Pursuant to the provisions of Chapter 617.021, Florida Statutes, the undersigned nonprofit corporation hereby submits a certified copy of its original Charter and Amendments thereto, approved by the Circuit Court Judge in Brevard County, Florida, dated the 7th day of August, 1931, which documents constitute all of the Articles of Incorporation and Amendments, together with proposed Articles of Incorpora-tion for the purpose of reincorporation.

These proposed Articles of Incorporation were duly authorized at a meeting of the membership held on January 20th, 1969, at which a quorum was present, and the proposed Articles of Incorporation received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to vote.

DATED at Melbourne, Brevard County, Florida, this 27th day of January, 1969.

BREVARD HOSPITAL ASSOCIATION, INCORPORATED

By ____________________
President

Attest:

____
Secretary

STATE OF FLORIDA)
) ss
COUNTY OF BREVARD)

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared JAMES E. HOLMES and MRS. W. D. LOWERY, to me known to be the President and Secretary, respectively, of BREVARD HOSPITAL ASSOCIATION, INCORPORATED described in and who executed the foregoing instrument, and they acknowledged before me that they executed it in the name of and for that corporation, affixing its corporate seal, and that they were duly authorized by that corporation to do so.

WITNESS my hand and official seal in the county and state named above this 27th day of January, 1969.

Notary Public

My Commission Expires:

Notary Public State of Florida at Large
My commission expires May 2, 1972

NP 16,049

BREVARD HOSPITAL ASSOCIATION,
INCORPORATED

AMENDING OR ADDING
ARTICLE 11

amendment

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA
Jan 30 1969

TOM ADAM[illegible]
SECRETARY OF STATE

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE ATTACHED COPIES ARE THE BEST AVAILABLE.

SOME OR ALL OF THE ORIGINAL DOCUMENTS SUBMITTED FOR FILING WERE NOT SUITABLE FOR MICROFILMING.

CERTIFICATION SECTION

MANAGER

PROPOSED CHARTER

OF

BREVARD HOSPITAL ASSOCIATION, a

corporation not for profit.

ARTICLE I.

The name of this corporation shall be BREVARD HOSPITAL ASSOCIATION, and the place where it is to be located shall be in the City of Melbourne, Brevard County, Florida.

ARTICLE II.

The general nature of the object of this corporation shall be as follows: To buy, lease, build, own, maintain and operate one or more hospitals [illegible] in the City of Melbourne, Brevard County, Florida, [illegible] and to have such corporate powers as are granted to corporations not for profit by Article 4 of Chapter 10096 of the Laws of Florida, [illegible]

ARTICLE III.

The qualification of members of this corporation shall be the payment [illegible]

CORPORATIONS [illegible] ARTICLE IV.

[illegible] 4 [illegible] 146

The term for which this corporation shall exist [illegible]

[illegible]

ARTICLE V.

The names and residences of the subscribers to this corporation are as follows:

American Legion Auxiliary No. 81	Melbourne, Florida.
F. J. Anderson	Sebastian, Florida.
Mr. [illegible]	Melbourne, Florida.
Mr. and Mrs. [illegible] R. Beaujean	Melbourne Beach, Florida.
[illegible] Berg	Melbourne, Florida.
[illegible]	Melbourne, Florida.
[illegible]	Melbourne, Florida.
[illegible]	Melbourne, Florida.
[illegible]	Melbourne, Florida.
[illegible]	Melbourne Beach, Florida.
[illegible]	Melbourne, Florida.
[illegible]	Melbourne, Florida.
[illegible]	Melbourne, Florida.
[illegible]	[illegible] Beach, Florida.
[illegible]	[illegible]
[illegible]	[illegible]
[illegible]	[illegible]
[illegible]	[illegible]
[illegible]	[illegible]

[illegible]	[illegible]
[illegible]	Melbourne, Florida
[illegible]	[illegible]
Hospital Guild	Melbourne, Florida
[illegible] and J. W. [illegible]	Melbourne, Florida
Elizabeth Greene Johnson	Melbourne, Florida
Mrs. M. I. Johnson	West Palm Beach, Florida
R. B. Johnson	Melbourne, Florida
John Jorgensen	Grant, Florida
Mrs. Agnes B. Koepfer	Melbourne, Florida
Wm. B. Koepfer	Melbourne, Florida
J. W. LaBruce	Valkaria, Florida
Mrs. John W. Lamb	Melbourne Beach, Florida
[illegible] McNulty	Melbourne, Florida
Melbourne Rotary Club	Melbourne, Florida
[illegible]	Melbourne, Florida
Mrs. [illegible] Oliver	Melbourne Beach, Florida
[illegible] Peel	Melbourne, Florida
[illegible] Robinson	Melbourne, Florida
Saint Josephs Catholic Church	Melbourne, Florida
[illegible]	Melbourne, Florida
[illegible]	Melbourne, Florida
[illegible]	Melbourne, Florida
[illegible] Shelton	Melbourne, Florida
[illegible] Company	Melbourne, Florida
[illegible]	Melbourne, Florida
Albert [illegible]	Melbourne, Florida
[illegible]	[illegible]
[illegible]	[illegible]
[illegible]	[illegible]

BOOK 4 PAGE 448

ARTICLE VI.

The affairs of this corporation are to be managed by the following officers: a President, two Vice-Presidents, a Secretary and a Treasurer, who shall be elected by the Board of Governors from the membership of said Board of Governors, at it's annual meeting to be held on the 3rd Monday in January of each year; also a Board of Governors consisting of not less than five (5) nore more than twenty-one (21) members as may be prescribed from time to time by the By-Laws of this corporation, which said Board of Governors shall perform such duties as may from time to time be prescribed by the By-Laws. The said Board of Governors shall be elected at the annual meeting of the members of the said corporation to be held on the 3rd Monday in January of each and every year and said Board of Governors shall be elected for a period of three years, saving and excepting that at the first election of said Board of Governors under this Charter, one-third of said Board shall be elected for the period of one year; one-third for the period of two years and one-third for the period of three years.

ARTICLE VII.

The names of the officers who are to manage all the affairs of this corporation until the first election under this Charter are as follows:

President,	W. H. Kampfer
Vice- Presidents,	[illegible] and Geraldine F. [illegible]
Secretary,	G. M. Simmons
Treasurer	Josephine D. Guerin

and a Board of Governors comprising the following: W. H. Kampfer, [illegible], Geraldine F. [illegible], G. M. Simmons, Josephine D. Guerin, Adelaide [illegible] and [illegible].

ARTICLE VIII.

The by-laws of this corporation are to be made, altered or rescinded by the Board of Governors of this corporation provided that at a special meeting of the [illegible] of the corporation which has been duly called by giving [illegible] in a newspaper published in [illegible] Brevard County, Florida, any by-law may be made, altered or [illegible] [illegible] [illegible].

ARTICLE IX.

The highest amount of indebtedness or liability to which the corporation may at any time subject itself, shall never be greater than the sum of [illegible] ([illegible]) Dollars, excepting that under the provisions in [illegible] of the Compiled General Laws of Florida, 1927, the said corporation [illegible] secured or mortgage indebtedness in addition to the general indebtedness herein set forth in the sum of Fifty Thousand ($50,000.00) Dollars, for the purpose of acquiring land and erecting a building thereon to be used as a hospital building.

ARTICLE X.

The amount in value of the real estate which the corporation may hold, [illegible] by the approval of the Circuit Judge, shall be in the sum of One Hundred Thousand ($100,000.00) Dollars.

ARTICLE XI.

[illegible] members shall constitute a quorum for the transaction of any and all business at any annual or special meeting of the membership of said corporation or any adjournment thereof, providing that notice of said meeting has been given at least two times by publishing same in a newspaper published in the City of [illegible], Brevard County, Florida.

State of Georgia
County of [illegible]

[illegible]

[illegible signature]
Notary Public, State of Georgia at Large
My commission expires Jan. [illegible]

State of Georgia
County of [illegible]

[illegible] personally appeared before me an officer duly authorized [illegible] W. H. [illegible], who being first duly sworn [illegible] in good faith [illegible] purposes and objects set forth therein.

W. H. K[illegible]

[illegible] before me this 7th day of [illegible]

[illegible signature]
Notary Public, State of Georgia [illegible]
My commission expires Jan. [illegible]

[illegible]

Whereas the present Corporate Charter of the Brevard Hospital Association contains certain provisions which unduly hamper the operation of the Brevard Hospital in that, due to expansion and the increase in the cost of operation far exceed that contemplated by the original incorporators, now, therefore, be it resolved by the Board of Governors of the Brevard Hospital Association that articles IX and X of the Charter of the Brevard Hospital Association shall be amended by replacing the present articles IX and X with the following articles IX and X, to wit:

Article IX

The highest amount of indebtedness or liability to which the Corporation may, at any time, subject itself, shall never be greater than the sum of Two Hundred and Fifty Thousand ($250,000.00) Dollars excepting that under the provisions in Chapter 617 of the Florida Statutes of 1957, the said Corporation may subject itself to bonded or mortgaged indebtedness in addition to the general indebtedness herein set forth in the sum of Two Million ($2,000,000.00) Dollars for the purpose of acquiring land and erecting a building thereon to be used as a hospital building or other accessory buildings.

Article X

The amount in value of the real estate which the Corporation may hold, subject always to the approval of the Circuit Judge, shall be in the sum of Five Million ($5,000,000.00) Dollars.

This Resolution passed at a meeting of the Board of Governors of Brevard Hospital Association held on August 19, 1959, at Melbourne, Florida.

James E. Holmes

James E. Holmes
President

Reuel T. Platt, Jr.

Reuel T. Platt, Jr.
Secretary

On this day personally appeared before me James E. Holmes, President of the Brevard Hospital Association and Chairman of the Board of Governors of Brevard Hospital and the following members of the Board of Governors of the Brevard Hospital Association, to me well known to be members of the said Board of Governors and who acknowledge before me and subscribe their names to the proposed amendment to the Corporate Charter of the said Brevard Hospital Association.

James E. Holmes, Pres.

James H. [illegible]

D. J. Fitzhugh V. Pres.

R. Harris [illegible]

George [illegible]

[illegible]

John W. McLaughlin

Sworn to and subscribed before me this 19th day of Aug. 1959.

Elsie Crowe

Notary Public State of Florida at Large

My commission expires: June 19, 1962

INCORPORATIONS BOOK 8 PAGE 230

This amendment to the Charter of the Brevard Hospital Association is approved by me in Chambers in Titusville, Florida, this 31st day of August 1959.

Judge Ninth Judicial Circuit
of the State of Florida

205367
FILED AND RECORDED
BREVARD COUNTY, FLA.
VERIFIED

1959 AUG 31 PM 12 27

[illegible]

[illegible]
[illegible]
[illegible] OFFICE [illegible] 70 [illegible] Feb 1963
CURTIS [illegible] BARNES
CLERK OF CIRCUIT COURT
[illegible] C. Crosby