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Account Number : 120000000022
Phone : (386)425-4340
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HALIFAX MEDICAL CENTER AUXILIARY, INC.**

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**ARTICLES OF AMENDMENT
AND
RESTATEMENT OF ARTICLES OF INCORPORATION
OF**

HALIFAX MEDICAL CENTER AUXILIARY, INC.

Pursuant to the provisions of Sections 617.1002 and 617.1007, Florida Statutes, the undersigned corporation, HALIFAX HOSPITAL MEDICAL CENTER AUXILIARY, INC. hereby adopts the following Articles of Amendment and Restatement of Articles Incorporation.

ARTICLE I - NAME

The name of this corporation shall be HALIFAX MEDICAL CENTER AUXILIARY, INC.

ARTICLE II - PURPOSE
(amended)

The purpose of the corporation shall be to promote and advance the welfare of the Halifax Hospital Medical Center through means approved by its Board of Commissioners. This purpose shall be accomplished through service to the District's medical facilities and its patients, and through fund raising in a manner satisfactory to the Board of Commissioners and in harmony with the community.

ARTICLE III - MEMBERSHIP

Membership in this corporation shall be as provided for in the corporation's Bylaws.

ARTICLE IV - TERM

This corporation shall exist perpetually

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ARTICLE V - BOARD OF DIRECTORS

(amended)

Section 1. The executive power of the corporation shall be vested in the Board of Directors. The number of directors shall be as provided in the Bylaws of the Corporation, but at no time shall be less than three (3) nor more than five (5).

Section 2. Members of the Board of Directors shall be appointed as provided in the Bylaws of the corporation.

ARTICLE VI - OFFICERS

(amended)

Section 1. Officers of the Board. The officers of the Board of Directors shall be a Chair and a Vice Chair, each of whom shall be elected annually in accordance with the Bylaws of the corporation.

Section 2. Officers of the Corporation. The officers of the corporation shall be a President (who shall also serve as the Director of Volunteer Services) and a Secretary, and each other officers as may be provided in the Bylaws of the corporation. The officers of the corporation shall be appointed as provided in the Bylaws of the corporation. The President and the Secretary shall have such duties as set forth in the Bylaws or as established by the sole member of the corporation.

ARTICLE VII - BYLAWS

Section 1. The Board of Directors of this corporation may provide such Bylaws 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 Bylaws may be amended as provided in the Bylaws of the Corporation.

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

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ARTICLE IX - PRINCIPAL OFFICE

(amended)

The principal office of the corporation shall be located at 303 North Clyde Morris Boulevard, Daytona Beach, Florida.

ARTICLE X - DISSOLUTION

In the event of the dissolution of this corporation, all of the assets remaining after all indebtedness and/or liabilities have been paid, shall be placed in the custody of the Board of Commissioners of Halifax Hospital Medical Center, a special taxing district, to be held by the Board of Commissioners, in escrow, for a period of three years; and if the corporation shall be reactivated or reorganized within the three year period, such assets shall be returned to the corporation, as reactivated or reorganized. If the corporation is not reactivated or reorganized within the period of three years, such assets shall be utilized by the Board of Commissioners of Halifax Hospital Medical Center for the benefit of the medically indigent patients of the Halifax Hospital Medical Center special taxing district. None of the assets may be distributed to any member, director or officer of this corporation.

SECRETARY'S CERTIFICATE

This is to certify that the foregoing Articles of Amendment and Restatement of Articles of Incorporation of Halifax Hospital Medical Center Auxiliary, Inc. were duly adopted by the membership of the Corporation on the 12th day of June, 2023, and that the number of votes cast was sufficient for approval of same.

IN WITNESS WHEREOF, the undersigned, duly appointed and acting as Recording Secretary of the Corporation, has signed this Certificate and affixed the seal of the Corporation herein dated this 22 day of June, 2023.


Acting Recording Secretary

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