



718695

ACCOUNT NO. : 072100000032

REFERENCE : 817441 7132640

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 43.75

ORDER DATE : August 31, 2000

ORDER TIME : 3:50 PM

ORDER NO. : 817441-005

CUSTOMER NO: 7132640

400003379514--3

CUSTOMER: Ms. Linda L. Fleming
Buchanan Ingersoll, P.c.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: TARPON SPRINGS HOSPITAL
FOUNDATION, INC.

EFFECTIVE DATE:

*Amend & Restate Art
9-8-00
PMS*

FILED
00 AUG 31 PM 4:46
TALLAHASSEE, FLORIDA
STATE

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

RECEIVED
00 AUG 31 PM 4:38
DIVISION OF CORPORATION

**02250, 00564, 00672*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 1, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: TARPON SPRINGS HOSPITAL FOUNDATION, INC.
Ref. Number: 718695

RESUBMIT
Please give original
submission date as file date.

We have received your document for TARPON SPRINGS HOSPITAL FOUNDATION, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 200A00046833

RECEIVED
00 SEP -8 PM 3:56
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA 32301

FILED

00 AUG 31 PM 4:46

CLERK OF THE STATE
TALLAHASSEE, FLORIDA

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TARPON SPRINGS HOSPITAL FOUNDATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, Tarpon Springs Hospital Foundation, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida, hereby amends and restates its articles of incorporation to read as follows:

ARTICLE I

Name and Principal Office

The name of the corporation is Tarpon Springs Hospital Foundation, Inc. (the "Corporation"). The Corporation's principal office and mailing address is 1395 S. Pinellas Avenue, Tarpon Springs, Florida 34689.

ARTICLE II

Purposes

The Corporation is organized and shall be operated exclusively for scientific, educational, and charitable purposes, and the purposes of the Corporation shall be:

(a) To establish, maintain, and operate or lease or contract for the operation of one or more health care services facilities for the inpatient or outpatient care and treatment of persons in need of medical and surgical attention, which facilities may include, but are not limited to, (i) hospitals and ambulatory surgical centers, (ii) medical office buildings, (iii) diagnostic and imaging facilities, (iv) birthing centers, and (v) physician clinics (collectively, the "Health Care Facilities").

(b) To promote, foster and carry out such plans as may be appropriate in order to properly and satisfactorily operate and maintain the hospital known as Helen Ellis Memorial Hospital (the "Hospital") in the City of Tarpon Springs, Florida;

(c) To solicit, accept, hold, administer, invest, and disburse for scientific, educational, and charitable purposes such funds or property as may from time to time be given to it by any person, persons, or entities, or earned by it in the operation of its Health Care Facilities or other activities.

(d) To carry on any educational activities related to rendering care to the sick and injured or the promotion of health.

(e) To promote and carry on scientific research related to the care of the sick and injured insofar as, in the opinion of the board of directors of the Corporation, may be justified by the Corporation's facilities, personnel, funds or other resources.

(f) To participate, so far as circumstances may warrant, in any activity designed and implemented to promote the general health of the communities directly served by the Health Care Facilities and the greater Tampa Bay, Florida region.

(g) To carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Act and section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Notwithstanding any of the provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE III

Powers

The Corporation shall have all powers conferred upon nonstock, not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above stated purposes.

The Corporation shall not engage in any of the following activities:

(a) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(b) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of section 501(h) of the Code.

(c) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.

ARTICLE IV

Member

The membership of the Corporation shall consist of one corporate member. The identity of, rights of and qualifications to which the member is subject shall be as set forth in the bylaws of the Corporation.

ARTICLE V

Term of Existence

The term for which this Corporation shall exist shall be perpetual.

ARTICLE VI

Directors

The property, affairs, business and operation of the Corporation are to be managed by a Board of Directors, subject and subordinate to the authority of the member of the Corporation to the extent set forth in these Articles of Incorporation and in the bylaws of the Corporation. The number of directors may be increased or diminished from time to time, but shall never be an odd number of directors nor less than twelve (12) members. One half (½) of the members of the Corporation's board of directors must be residents of the City of Tarpon Springs, Florida, or any community located in the Hospital's primary service area, who will be elected or appointed by [New Foundation] (the "Community Appointees") and the remaining one half (½) of the members of the Corporation's board of directors shall be appointed by the member (the "Member Appointees"). The directors shall be divided into three (3) classes with staggered terms with each class having an equal number of Community Appointees and Member Appointees.

The following matters shall be the responsibility of the Board of Directors, and the Board of Directors shall, subject to the approved annual budget:

- (a) have the right to review and recommend the selection of and removal of, and the compensation level of, senior management of the Corporation.
- (b) develop and recommend corporate bylaws amendments.
- (c) recommend any material changes in services at the Health Care Facilities to the member; provided, however, that any changes in service at a Health Care Facility that requires approval from any agency of the State of Florida shall require an affirmative vote of both the Board of Directors and the member.
- (d) be responsible for all quality improvement efforts and initiatives at the Health Care Facilities.
- (e) be responsible for all patient care services at the Health Care Facilities.

(f) be responsible for all employee staffing decisions (while keeping the member fully advised on all significant staffing issues).

(g) be responsible for all medical staff issues, including the approval of medical staff bylaws, peer review, and credentialing.

(h) be responsible for the development and recommendation of all capital and operating budgets and strategic plans of the Corporation.

(i) retain a right of approval over any major building programs and purchases and/or sales of property up to \$500,000 when the Corporation's net revenues are available for such purpose.

(j) be responsible for the review of regular operating and financial reports relative to the Health Care Facilities.

All decisions that are not reserved exclusively to the Board of Directors will be made by the member in its capacity as sole member of the Corporation. In particular, the following matters will be specifically reserved to, and any and all decisions relative thereto shall be made by the member:

(k) approval of the selection of and removal of, and the compensation level of, senior management of the Corporation.

(l) approval of the Corporation's Articles of Incorporation (subject to the limitations in Article VIII below).

(m) approval of any material changes in services at the Health Care Facilities.

(n) approval of major building programs and purchases or sale of property in excess of \$500,000 and purchases and/or sales of less than \$500,000 when the Corporation's net revenues are not available for such purpose.

(o) approval of the terms and conditions of borrowing of the Corporation.

(p) appointment of the Member Appointees and approval of Community Appointees.

(q) approval of all operating and capital budgets and strategic plans of the Corporation.

(r) to direct the use and application of the net income of the Corporation, including the making of gifts, capital contributions, donations, loans, investments and other transfers to or for the benefit of the Corporation, the member or other appropriate parties given the nature of the Corporation as a tax-exempt charitable organization.

The manner of election or appointment of the Directors shall be as provided in the bylaws of the Corporation.

ARTICLE VII

Bylaws

The bylaws of the Corporation shall be adopted, altered, amended or repealed by the directors of the Corporation as provided in the bylaws of the Corporation, provided that any alteration, amendment or repeal of the bylaws of the Corporation must also be approved by the member.

ARTICLE VIII

Amendment of Articles of Incorporation

Amendments to these Articles of Incorporation may be proposed by the directors at a duly called meeting of the board of directors at which a quorum is present, provided the notice of meeting contains a full statement of the proposed change or a summary thereof, which then must be approved by the member; provided, however, that no amendment to the Corporation's Articles of Incorporation shall be effective unless also approved by the City Commission of the City of Tarpon Springs, Florida, and by the voters of the City of Tarpon Springs, Florida, in a duly called referendum and held in accordance with applicable law.

ARTICLE IX

Dissolution

Upon a dissolution of the Corporation, all of its assets, tangible and intangible, shall be dedicated to the purposes for which the Corporation was created; and for such purpose, shall, under the jurisdiction of the Circuit Court of Pinellas County, Florida, be distributed to the City of Tarpon Springs, Florida. In the event that the City of Tarpon Springs, Florida, be unwilling or unable to accept the assets of the Corporation for the purposes herein expressed, then the assets shall be distributed to such other governmental or nongovernmental organization as may be designated and selected by the board of directors (failing which by the Circuit Court of Pinellas County, Florida), to be used in such manner as will accomplish the general purposes for which the Corporation was organized, provided, however, that distribution to a nongovernmental organization shall be only to an organization that is exempt from federal income taxation under section 501(c)(3) of the Code.

Under no circumstances shall any of the assets of the Corporation, upon dissolution, be distributed to any member hereof.

ARTICLE X

Registered Agent

The name of the registered agent of the Corporation is Joseph N. Kiefer and the street address of the registered office of the Corporation is 1395 South Pinellas Avenue, Tarpon Springs, Florida 34689.

These First Amended and Restated Articles of Incorporation will become effective on September 2, 2000 in accordance with the provisions of Section 617.0123, Florida Statutes.

Dated this 31st day of August, 2000.

TARPON SPRINGS HOSPITAL FOUNDATION, INC.

By: Lester H. Garner
Lester H. Garner, President

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept said appointment and agree to comply with the provision relating thereto contained in the Florida Not-For-Profit Corporation Act.

Joseph N. Kiefer 8/31/00
Joseph N. Kiefer, (Date)
CERTIFICATE

Tarpon Springs Hospital Foundation, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida (the "Corporation") hereby certifies pursuant to Sections 617.1002 and Section 617.1096, Florida Statutes, that:

1. The name under which the Corporation was originally incorporated was Tarpon Springs Hospital Foundation, Inc.
2. Its original Articles of Incorporation and as amended were filed on June 23, 1970, and as further amended were filed on December 23, 1988, with the Secretary of State, Tallahassee, Florida.
3. The First Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation at a meeting held on August 22, 2000, and the number of votes cast for the amendments were sufficient for approval; which First Amended and Restated Articles of Incorporation were further approved by the City Commission of the City of Tarpon Springs, Florida, on June 13, 2000, and by the voters of the City of Tarpon Springs at a referendum held on July 11, 2000, called and held in accordance with Florida law. The corporation has no members who are entitled to vote on amendments to the corporation's Articles of Incorporation.

4. The Amendments to the Articles of Incorporation as theretofore amended are as follows:

A. Article I is amended in its entirety to read as follows:

ARTICLE I
Name and Principal Office

The name of the corporation is Tarpon Springs Hospital Foundation, Inc. (the "Corporation"). The Corporation's principal office and mailing address is 1395 S. Pinellas Avenue, Tarpon Springs, Florida 34689.

B. Article II is amended its entirety to read as follows:

Article II
Purposes

The Corporation is organized and shall be operated exclusively for scientific, educational, and charitable purposes, and the purposes of the Corporation shall be:

(a) To establish, maintain, and operate or lease or contract for the operation of one or more health care services facilities for the inpatient or outpatient care and treatment of persons in need of medical and surgical attention, which facilities may include, but are not limited to, (i) hospitals and ambulatory surgical centers, (ii) medical office buildings, (iii) diagnostic and imaging facilities, (iv) birthing centers, and (v) physician clinics (collectively, the "Health Care Facilities").

(b) To promote, foster and carry out such plans as may be appropriate in order to properly and satisfactorily operate and maintain the hospital known as Helen Ellis Memorial Hospital (the "Hospital") in the City of Tarpon Springs, Florida;

(c) To solicit, accept, hold, administer, invest, and disburse for scientific, educational, and charitable purposes such funds or property as may from time to time be given to it by any person, persons, or entities, or earned by it in the operation of its Health Care Facilities or other activities.

(d) To carry on any educational activities related to rendering care to the sick and injured or the promotion of health.

(e) To promote and carry on scientific research related to the care of the sick and injured insofar as, in the opinion of the board of directors of the Corporation, may be justified by the Corporation's facilities, personnel, funds or other resources.

(f) To participate, so far as circumstances may warrant, in any activity designed and implemented to promote the general health of the community served by the Health Care Facilities.

(g) To carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Act and section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Notwithstanding any of the provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

C. A new Article III is added to the Articles of Incorporation reading as follows:

ARTICLE III
Powers

The Corporation shall have all powers conferred upon nonstock, not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above stated purposes.

The Corporation shall not engage in any of the following activities:

(a) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(b) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of section 501(h) of the Code.

(c) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.

D. Former Article III is renumbered as Article IV and is amended in its entirety to read as follows:

Article IV
Member

The membership of the Corporation shall consist of one corporate member. The identity of, rights of and qualifications to which the member is subject shall be as set forth in the bylaws of the Corporation.

- E. Former Article IV becomes Article V.
- F. Former Article V is deleted.
- G. Article VI is amended in its entirety to read as follows:

ARTICLE VI
Directors

The property, affairs, business and operation of the Corporation are to be managed by a Board of Directors; subject and subordinate to the authority of the member of the Corporation to the extent set forth in the bylaws of the Corporation. The number of directors may be increased or diminished from time to time, but shall never be an odd number of directors nor less than twelve (12) members. One half (½) of the members of the Corporation's board of directors must be residents of the City of Tarpon Springs, Florida, or any community located in the Hospital's primary service area, who will be appointed by [New Foundation] (the "Community Appointees") and the remaining one half (½) of the members of the Corporation's board of directors shall be appointed by the member (the "Member Appointees"). The directors shall be divided into three (3) classes with staggered terms with each class having an equal number of Community Appointees and Member Appointees.

The manner of election or appointment of the Directors shall be as provided in the bylaws of the Corporation.

- H. Former Article VII is deleted.
- I. Former Article VIII becomes Article VII and is amended in its entirety to read as follows:

ARTICLE VII
Bylaws

The bylaws of the Corporation shall be adopted, altered, amended or repealed by the directors of the Corporation as provided in the bylaws of the Corporation, provided that any alteration, amendment or repeal of the bylaws of the Corporation must also be approved by the member.

- J. Article VIII and is amended in its entirety to read as follows:

ARTICLE VIII
Amendment of Articles of Incorporation

Amendments to these Articles of Incorporation may be proposed by the directors at a duly called meeting of the board of directors at which a quorum is present, provided the notice of meeting contains a full statement of the proposed change or a summary thereof, which then must be approved

by the member; provided, however, that no amendment to the Corporation's Articles of Incorporation shall be effective unless also approved by the City Commission of the City of Tarpon Springs, Florida, and by the voters of the City of Tarpon Springs, Florida, in a duly called referendum and held in accordance with applicable law.

K. Article IX is amended in its entirety to read as follows:

ARTICLE IX
Dissolution

Upon a dissolution of the Corporation, all of its assets, tangible and intangible, shall be dedicated to the purposes for which the Corporation was created; and for such purpose, shall, under the jurisdiction of the Circuit Court of Pinellas County, Florida, be distributed to the City of Tarpon Springs, Florida. In the event that the City of Tarpon Springs, Florida, be unwilling or unable to accept the assets of the Corporation for the purposes herein expressed, then the assets shall be distributed to such other governmental or nongovernmental organization as may be designated and selected by the board of directors (failing which by the Circuit Court of Pinellas County, Florida), to be used in such manner as will accomplish the general purposes for which the Corporation was organized, provided, however, that distribution to a nongovernmental organization shall be only to an organization that is exempt from federal income taxation under section 501(c)(3) of the Code. Under no circumstances shall any of the assets of the Corporation, upon dissolution, be distributed to any member hereof.

L. A new Article X is added reading as follows:

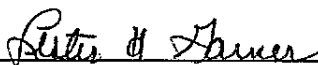
ARTICLE X
Registered Agent

The name of the registered agent of the Corporation is Joseph N. Kiefer and the street address of the registered office of the Corporation is 1395 South Pinellas Avenue, Tarpon Springs, Florida 34689.

These First Amended and Restated Articles of Incorporation will become effective on September 1, 2000 in accordance with the provisions of Section 617.0123, Florida Statutes.

Dated this 31st day of August, 2000.

TARPON SPRINGS HOSPITAL FOUNDATION, INC.

By: 
Lester H. Garner, President

STATE OF FLORIDA)
)ss:
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 31st day of August, 2000 by Lester H. Garner, as President of Tarpon Springs Hospital Foundation, Inc.

Carol Drewes

Notary Public

Commission No. _____

My commission expires: 11-6-2000

(Seal)

