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COMMUNITY HEALTH OF SOUTH FLORIDA, INC.

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Page Count	09
Estimated Charge	\$43.75

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Amended & Restated
Art.
5-4-07

5/2/2007



May 3, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

COMMUNITY HEALTH OF SOUTH FLORIDA, INC.
10300 S.W. 216 STREET
MIAMI, FL 33190

SUBJECT: COMMUNITY HEALTH OF SOUTH FLORIDA, INC.
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TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMMUNITY HEALTH OF SOUTH FLORIDA, INC.

Pursuant to the provisions of Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act, the undersigned Florida not-for-profit corporation hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is: COMMUNITY HEALTH OF SOUTH FLORIDA, INC. (hereinafter referred to as the "Corporation").
2. There are no members entitled to vote on an amendment to the Corporation's Articles of Incorporation.
3. The following Amended and Restated Articles of Incorporation were adopted by a majority vote of the Board of Directors of the Corporation on April 26 2007, in the manner prescribed by Section 617.1002 of the Florida Not for Profit Corporation Act, and by the Articles of Incorporation and By-Laws of the Corporation.
4. The text of the Corporation's Amended and Restated Articles of Incorporation is as follows:

ARTICLE I

NAME

The name of this corporation is COMMUNITY HEALTH OF SOUTH FLORIDA, INC. (the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized is to deliver safe, compassionate, accessible and culturally competent quality health care services to the people of South Florida. In connection therewith, the Corporation may receive and maintain personal or real 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,

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educational, literary or 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, as amended.¹ The activities of the Corporation shall be consistent with Section 501(c)(3), as amended.

In furtherance of the foregoing, the Corporation shall be authorized:

- (a) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- (b) To receive assistance, money, real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes.
- (c) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.
- (d) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions or other funds received by it in carrying out charitable, educational, and scientific, programs of the Corporation in furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.
- (e) To contract and be contracted with, and to sue and be sued.

¹Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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- (f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.
- (g) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary; but this shall not be compulsory unless required by law.
- (h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits, of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.
- (i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.
- (j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the charitable, educational, literary and scientific purposes for which this Corporation is formed.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 10300 S.W. 216 Street, Miami, Florida 33190.

ARTICLE IV

MEMBERSHIP

Regular membership shall consist of the Board of Directors of the Corporation, hereinafter named, and such other directors as may be elected to membership in accordance with the By-Laws of the Corporation.

The Board may provide for such additional classifications of membership as it deems appropriate, the conditions of such membership of any class thereof and the rights and duties, if any, of the members of any class thereof, in accordance with the By-Laws of the Corporation.

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ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors comprised of not less than three (3) directors, but which may be comprised of any number in excess thereof, as provided by the By-Laws. Directors will be elected by majority vote of the existing Board of Directors, or as provided in the By-Laws.

The names and addresses of current directors, who are to serve until the next annual meeting of the Board of Directors and their successors have been elected and qualified, are as follows:

NAME	ADDRESS
Helen Bhagwandin	11860 SW 136 Terrace, Miami, FL 33186
Preston Cowvins	6061 SW 63 Court, Miami, FL 33143
Walter Hagan	705 S.E. 27 Lane, Homestead, FL 33033
Alma Humphrey	16732 SW 107 Avenue, Miami, FL 33157
Joseph James	816 North Krome Avenue, Homestead, FL 33030
Diego L. Mella	10730 SW 146 Avenue, Miami, FL 33186
Lizzierene Pope	10720 SW 222 Drive, Miami, FL 33170
Nancy Rivera	29355 S. Federal Highway, Homestead, FL 33030
Juanita Smith	706 NW 3 Street, Florida City, FL 33034
Carolyn Taylor-Pates	14285 SW 287 Street, Homestead, FL 33033
Luis M. Torrens	14300 SW 236 Street, Homestead, FL 33032
Susan E. Webster, PhD	11010 SW 153 Street, Miami, FL 33177
Joycilda Williams	15625 SW 288 Street B 205, Homestead, FL 33030
David Young	5963 NW 201 Terrace, Miami, FL 33015
Anita Youngkin	26229 SW 141 Place, Homestead, FL 33032
Jose Zayas	24974 SW 128 Place, Princeton, FL 33032

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ARTICLE VII

OFFICERS

The Corporation's officers shall include a President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors as prescribed in the By-Laws. The Board of Directors may also elect a Chairman of the Board, one or more Vice Chairmen, one or more Assistant Secretaries and Assistant Treasurers and such other officers, as the Board of Directors shall deem appropriate. Two or more offices may be held simultaneously by the same person.

The names and addresses of the current officers of the Corporation, who are to serve until the next annual meeting of the Board of Directors and their successors have been elected and qualified, are as follows:

NAME	ADDRESS	OFFICE
Luis M. Torrens	14300 SW 236 Street, Homestead, FL 33032	Chairman
David Young	5963 NW 201 Terrace, Miami, FL 33015	Vice Chairman
Lizzierene Pope	10720 SW 222 Drive, Miami, FL 33170	Vice Chairman
Brodes H. Hartley, Jr.	19338 SW 80 Court, Cutler Bay, FL 33157	President
Juanita Smith	706 NW 3 Street, Florida City, FL 33034	Secretary
Joseph James	816 North Krome Avenue, Homestead, FL 33030	Treasurer
Natalie Windsor	10300 S.W. 216 Street, Miami, FL 33190	Assistant Secretary

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Office of the Corporation is 10300 S.W. 216 Street, Miami, Florida 33190, and the Registered Agent of the Corporation at that address is Brodes H. Hartley, Jr.

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ARTICLE IX

COMPENSATION AND INDEMNIFICATION
OF DIRECTORS AND OFFICERS

A. Compensation. A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the By-Laws.

B. Indemnification. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably (including any appeal thereof) incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the directors present, such interested director or directors, officer or officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary

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to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE X

CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors, or officers of the Corporation, or to any other private person; nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes; it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

- (a) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;
- (b) Shall not engage in any act of self-dealing as defined in Section 4941(d);
- (c) Shall not retain any excess business holdings as defined in Section 4943(c);
- (d) Shall not make any investments in such manner as to subject it to tax under Section 4944; and
- (e) Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3).

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ARTICLE XI

DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any such 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

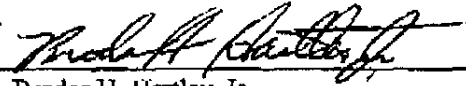
AMENDMENTS

The Articles of Incorporation may be amended by the Board of Directors by a majority vote of the members present and voting at a special meeting called for that purpose, provided notice of the proposed amendment has been forwarded to each director not less than five (5) or more than thirty (30) days prior to the meeting at which the amendment is to be voted upon.

The power to adopt, alter, amend or repeal the By-Laws of the Corporation shall be vested in the directors in accordance with the provisions of the By-Laws.

IN WITNESS WHEREOF, the undersigned has executed these Restated and Amended Articles of Incorporation by its duly authorized officer this 26 day of April, 2007

COMMUNITY HEALTH OF SOUTH FLORIDA,
INC.

By: 
Brodes H. Hartley, Jr.,
as President

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CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE

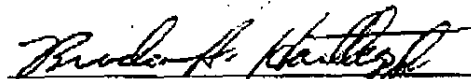
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

COMMUNITY HEALTH OF SOUTH FLORIDA, INC. hereby designates BRODES H. HARTLEY, JR. as its Registered Agent and 10300 S.W. 216 Street, Miami, Florida 33190, as its Registered Office.

ACCEPTANCE

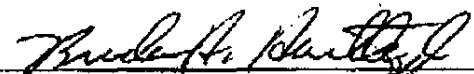
Having been named as Registered Agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its Registered Office.



Brodes H. Hartley, Jr.

Registered Agent

COMMUNITY HEALTH OF SOUTH FLORIDA, INC.

By: 

Brodes H. Hartley, Jr., as President

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