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FLORIDA PROFIT/NON PROFIT CORPORATION

Martin Memorial Hospital Auxillary, Inc.

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TALLAHASSEE, FLORIDA

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SEVEN COUNTY
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MARTIN MEMORIAL HOSPITAL AUXILIARY, INC.**

These Amended and Restated Articles of Incorporation of MARTIN MEMORIAL HOSPITAL AUXILIARY, INC., a Florida not-for-profit corporation ("Corporation"), are being duly executed and filed to amend and restate the Corporation's original Articles of Incorporation which were filed on June 15, 1971. These Amended and Restated Articles of Incorporation are being filed in accordance with Chapter 617, Florida Statutes (2014) and the Corporation does hereby certify as follows:

**ARTICLE I
NAME**

The name of this Corporation is MARTIN MEMORIAL HOSPITAL AUXILIARY, INC.

**ARTICLE II
DEFINITIONS**

All terms used herein are to have the same meaning as said terms have in the Bylaws of the Corporation and any amendments thereto, subject to definitions set forth in Florida law.

**ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the Corporation is: 200 SE Hospital Avenue, Stuart, Florida 34995 and the mailing address of the Corporation is: P.O. Box 9010 - Auxiliary, Stuart, Florida 34995.

**ARTICLE IV
TERM**

This Corporation shall exist perpetually.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office and the name of its registered agent at that address are as follows:

Shelley Guerard

200 SE Hospital Avenue
Stuart, Florida 34994

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ARTICLE VI
PURPOSES AND POWERS

Section 1. The specific purposes of the Corporation shall be to promote the purposes and activities of Martin Memorial Health Systems, Inc., and its subsidiary organizations, (collectively, the Health System) in ways approved by Martin Memorial Medical Center, Inc.'s Board of Directors and the Health Systems' Chief Executive Officer. These purposes include but are not limited to public relations, fund raising, gifts, grants and services to and for the Health System and the communities it serves, and to engage in other activities permitted for charitable organizations under the laws of the State of Florida, any other state and the United States.

Section 2. The Corporation is incorporated for the charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1954, or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said section. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, Members or other private persons, except that the Corporation shall be authorized and empowered to reimburse reasonable expenses and pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth above. The Corporation shall not carry on any activities not permitted to be carried on by an organization 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. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under §501(a) described in §501(c)(3) of the Internal Revenue Code of 1954 or the subsequent federal tax laws, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent federal tax laws.

Section 3. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to Martin Memorial Health Systems, Inc., or another entity designated by Martin Memorial Health Systems, Inc. Any such assets not so disposed shall be disposed of by the Circuit Court of Martin County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(a), described in Section 501(c)(3), of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent federal tax law.

Section 4. The Corporation shall have the power to do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Corporation shall have all of the powers of a Corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

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ARTICLE VII **MEMBERS**

Section 1. The Sole Member of the Corporation is Martin Memorial Health Systems, Inc., a Florida not-for-profit corporation. The term "Sole Member" shall be separate and distinct from "General Members" or "General Membership," which shall refer to those individuals who have volunteered their time and efforts to further the purposes of the Corporation. The Sole Member has reserved powers further described in the Bylaws.

- Section 2.** General Membership shall be open to all persons who:
- A. are interested in the Health System and are willing to uphold the purpose of the Corporation;
 - B. complete the approved application form for General Membership;
 - C. complete interview, orientation and training program;
 - D. complete twenty-five (25) hours of service to the Corporation.

Persons who have become General Members of the Corporation are hereinafter referred to as "Member(s)."

Honorary Membership may be conferred by the Board of Directors in recognition of distinguished service to the Health System or community.

ARTICLE VIII **BOARD OF DIRECTORS**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors may be changed from time to time in accordance with the Bylaws but shall never be less than three (3).

Section 2. The Board of Directors shall be General Members of the Corporation.

Section 3. The members of the Board of Directors shall be elected and appointed to hold office in accordance with the Bylaws.

Section 4. The names and addresses of the current Directors who shall serve until their successors are elected or appointed, are as follows:

<u>Name</u>	<u>Address</u>
William R. Michaud	P.O. Box 9010 - Auxiliary Stuart, FL 34995
Nancyann Taylor	P.O. Box 9010 - Auxiliary Stuart, FL 34995
Shelley Guerard	P.O. Box 9010 - Auxiliary Stuart, FL 34995

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Susan Dyall	P.O. Box 9010 - Auxiliary Stuart, FL 34995
Barbara Pitts	P.O. Box 9010 - Auxiliary Stuart, FL 34995
Cindi Johansen	P.O. Box 9010 - Auxiliary Stuart, FL 34995
Rose Lillich	P.O. Box 9010 - Auxiliary Stuart, FL 34995

ARTICLE IX
OFFICERS

Section 1. The Officers of the Corporation shall be President, Vice-President, Recording Secretary, Treasurer and such other Officers as may be provided for in the Bylaws.

Section 2. The names of the current elected or appointed Officers of the Corporation are as follows:

<u>Name</u>	<u>Office Held</u>
William R. Michaud	President
Nancyann Taylor	Vice President
Shelley Guerard	Treasurer
Susan Dyall	Recording Secretary
Barbara Pitts	Corresponding Secretary

Section 3. The Officers shall be elected or appointed at the annual meeting of its membership or as otherwise provided in the Bylaws.

ARTICLE X
AMENDMENT OF ARTICLES

The Articles of Incorporation of the Corporation may be amended upon ten (10) days' written notice, by the Board of Directors by a majority vote of those directors present at any regular meeting or at any special meeting called for that purpose. Amendments so made, shall become effective upon approval by the Board of Directors of the Sole Member or its designee.

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ARTICLE XI

BY-LAWS

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Shelley Gustard

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**CERTIFICATE OF ADOPTION
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MARTIN MEMORIAL HOSPITAL AUXILIARY, INC.**

THE UNDERSIGNED HEREBY CERTIFY the following with respect to the Amended and Restated Articles of Incorporation of MARTIN MEMORIAL HOSPITAL AUXILIARY, INC., a Florida not-for-profit corporation (the "Corporation") to which this Certificate is attached:

1. The Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation requiring member approval.
2. The Amended and Restated Articles of Incorporation were approved by a majority vote of the Board of Directors of the Corporation on September 21, 2015 at a meeting duly called and held.
3. The amendments in the Amended and Restated Articles of Incorporation were adopted by the General Members of the Corporation on October 8, 2015 at a meeting duly called and held for that purpose.
4. The number of votes cast by the General Members of the Corporation for the amendments in the Amended and Restated Articles of Incorporation was sufficient for approval.
5. The Board of Directors of the Sole Member has approved the Amended and Restated Articles of Incorporation.

Dated this 20th day of APRIL, 2016.

MARTIN MEMORIAL HOSPITAL AUXILIARY, INC., a
Florida not-for-profit corporation

By: 
Its: President

ATTEST: 
Susan Dyall, Recording Secretary

(Corporate Seal)