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INDIAN RIVER HOSPITAL FOUNDATION, INC.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$35.00

Amended
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2014 AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
INDIAN RIVER HOSPITAL FOUNDATION, INC.
(A Corporation Not for Profit)

WHEREAS, the Board of Directors of INDIAN RIVER HOSPITAL FOUNDATION, INC., a Florida not-for-profit corporation deems it advisable to amend and restate the existing Articles of Incorporation and supersede the existing Articles of Incorporation filed with the Secretary of State on September 11, 1985; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of INDIAN RIVER HOSPITAL FOUNDATION, INC. that the Articles of Incorporation are hereby restated and amended in their entirety to read as follows:

ARTICLE I
NAME

The name of the Corporation shall be: INDIAN RIVER HOSPITAL FOUNDATION, INC.

ARTICLE II
PURPOSE

The purposes for which the Corporation is organized are exclusively charitable, scientific and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, its Regulations or the corresponding provision of any applicable future United States Internal Revenue Law or Regulations (hereinafter collectively referred to as the "Code"). Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer, or individual. It shall not have the power to issue certificates of stock or declare dividends.

The Corporation is further organized to operate exclusively for the benefit of, to perform the functions of and to carry out the purposes of Indian River Memorial Hospital, Inc., a Florida not-for-profit corporation (d.b.a. Indian River Medical Center)(hereinafter referred to as "Indian River Memorial Hospital"), and, in the discretion of the Corporation's Board of Directors, to support other not-for-profit entities organized for charitable purposes; provided that each such entity, including Indian River Memorial Hospital Inc., is an organization which is qualified as an exempt organization under Section 501(c)(3) of the Code and as a public charity under Section 509(a) of the Code, and, further provided that the Corporation shall be operated, supervised, or controlled by each supported organization within the meaning of Section 509 (a)(3) of the Code (such entities collectively being hereinafter referred to as "Supported System Members").

The Corporation shall, itself, operate exclusively for charitable, scientific, and/or educational purposes, and in furtherance of such charitable, scientific and educational purposes, causes and objects now or at any time hereafter fostered by said Indian River Memorial

Hospital and such other Supported System Members, including, without limitation, to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and as public charities under Section 509(a) of the Code.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of Indian River Memorial Hospital, if still in existence and qualifying as an exempt organization under Section 501(c)(3) of the Code, or if not still in existence and qualifying as tax exempt, then the Corporation's property shall be conveyed or distributed to a Supported System Member, so long as such Supported System Member at the time of such conveyance or distribution qualifies as an exempt organization under Section 501(c)(3), and as a public charity under Section 509(a) of the Code. In the event that a Supported System Member does not qualify, or is not then in existence, the Corporation's property shall be conveyed or distributed to such Florida organization or organization(s) organized and operated exclusively for charitable, educational, and/or scientific purposes similar to those of the Corporation which at the time of such conveyance or distribution qualifies as an exempt organization under Section 501(c)(3) of the Code, and as a public charity under Section 509(a) of the Code, as the Board of Directors shall determine to be calculated to carry out the object and purposes of the Corporation. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction 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 for such purpose.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III
POWERS

The Corporation shall possess and may exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the Corporation, and limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE IV
TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

**ARTICLE V
MEMBERSHIP**

The Corporation shall be organized as a nonstock, membership corporation.

5.1 QUALIFICATIONS.

The Corporation shall have one voting member who shall be Indian River Memorial Hospital, Inc. ("Sole Member"), a Florida not-for-profit corporation. The Corporation may establish such classes of non-voting membership through its Bylaws as it may deem appropriate.

5.2 ADMISSION.

The Sole Member was automatically admitted to membership upon the filing of the Articles of Incorporation on September 11, 1985. Non-voting members shall be admitted to membership in the manner established in the Bylaws of the Corporation.

**ARTICLE VI
DIRECTORS**

6.1 NUMBER.

The affairs of the Corporation are to be managed by a Board of Directors consisting of no fewer than three (3) Directors as shall from time to time be fixed by, or in the manner provided in, the Bylaws of the Corporation.

6.2 POWERS.

The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation.

6.3 ELECTION-AND TERM OF OFFICE.

The Directors of the Corporation shall be elected and shall serve terms as provided for in the Bylaws of the Corporation.

**ARTICLE VII
OFFICERS**

7.1 NUMBER.

The Officers of the Corporation shall be a Chairman, one or more Vice Chairmen, a Secretary, a Treasurer and the President of the Sole Member.

7.2 ELECTION AND TERM OF OFFICE.

The officers of the Corporation shall be elected and shall serve as provided for in the Bylaws of the Corporation.

7.3 ADDITIONAL OFFICERS.

The Corporation may, at the discretion of the Board of Directors, provide for different categories of Officers, and may have additional Officers including, without limitation, one or more Assistant Secretaries, and/or Assistant Treasurers.

7.4 POWERS AND DUTIES.

The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of the Corporation.

**ARTICLE VIII
BYLAWS**

The power to make, alter, amend, repeal, or adopt the Bylaws of this Corporation shall be as provided for in the Bylaws of the Corporation.

**ARTICLE IX
AMENDMENTS**

The power to make, alter, amend, repeal or adopt these Articles of Incorporation shall be as provided for in the Bylaws of the Corporation.

**ARTICLE X
REGISTERED AGENT AND REGISTERED OFFICE**

The address of the initial registered office of the corporation is 1000 - 36th Street, Vero Beach, Florida 32960.

The registered agent at that address is Jeffrey L. Susi.

**ARTICLE XII
EFFECTIVE DATE**

These Amended and Restated Articles of Incorporation shall be effective upon the filing hereof with the Secretary of State, State of Florida.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors at a meeting on December 15, 2014 and were confirmed by the Sole Member at a meeting of its Board of Directors on January 28, 2015. The number of votes cast in favor of the adoption of such at both such meetings were sufficient for approval of same.

Dated this 30 day of April, 2015.

INDIAN RIVER HOSPITAL FOUNDATION, INC.

BY: Anthony C. Woodruff
Anthony C. Woodruff, Chairman

ATTEST:

BY: James J. Daly
James J. Daly, Secretary

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ANTHONY C. WOODRUFF and JAMES J. DALY, well known to me to be the Chairman and Secretary respectively of INDIAN RIVER HOSPITAL FOUNDATION, INC. and that they severally acknowledged executing the same freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 30 day of April, 2015.

Nancy E. DiAngelo
Notary Public, State of Florida at Large

My Commission Expires: April 12, 2016

