

726395

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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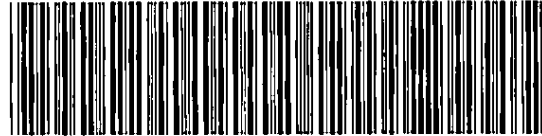
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Account Number FCA000000017

Date

12-15-20

Requestor Name: Carlton Fields

Address: Post Office Drawer 190
Tallahassee, Florida 32302

Telephone: (850) 513-3619 - direct
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

AUTHORIZED AMOUNT TO
DEDUCT FROM ACCOUNT

\$ 43.75

Corporation Name:

Jupiter Medical Center, Inc.

Email Address:

Entity Number:

726395

Authorization:

Kim Pullen

12-10-20 Amendment

☒ Certified Copy

☐ Certificate of Status

☐ New Filings

☐ Plain Stamped Copy

☐ Annual Report

☐ Fictitious Name

☒ Amendments

☐ Registration

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Name N. Polina Office TPA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JUPITER MEDICAL CENTER, INC.
(a Florida not-for-profit corporation)

The following are Amended and Restated Articles of Incorporation (these "Articles").

ARTICLE I
Name and Address

The name of the corporation is Jupiter Medical Center, Inc., a Florida not-for-profit corporation (the "Corporation"). The Corporation's principal office and mailing address are located at 1210 S. Old Dixie Highway, Jupiter, Florida 33458. The Corporation's board of trustees (the "Board of Trustees") may from time to time move the principal office of the Corporation to any other address in the State of Florida.

ARTICLE II
Purposes and Powers

Section 1. Purposes. The purposes of the Corporation shall be:

(a) To own and operate Jupiter Medical Center (the "Hospital"), a general acute care hospital, in Jupiter, Florida, as a regional medical center and to provide health care and related services exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future United States Internal Revenue Laws (collectively, the "Revenue Laws"). Notwithstanding any other provisions contained herein, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, or the corresponding provisions of any Revenue Laws, or a corporation, the contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provisions of any Revenue Laws.

(b) To promote and maintain scientific research and conduct educational activities related to the care of the sick and injured and the promotion of health.

(c) To provide extended care and long-term care.

(d) To foster the teaching function of the Hospital either by itself or in cooperation with other health care or educational institutions and thereby assist the community served by the Jupiter Healthcare System, as defined below, in its responsibility to provide training programs so that Hospital personnel maintain their skills and learn new skills in the health care field.

(e) To establish such other health care activities as the community may need, either through the operation of the Hospital or through the operation of organizations in the Jupiter

Healthcare System; 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.

(f) To do any and all things necessary, suitable, convenient, incidental or proper for the accomplishment of all the purposes, objects, powers and business of the Jupiter Healthcare System to the extent such activities are permitted of organizations that are described in Section 501(c)(3) of the Code or the corresponding provisions of any Revenue Laws.

For purposes of these Articles, the term "Jupiter Healthcare System" shall mean the healthcare facilities and system owned or operated by Jupiter Health, Inc., a Florida not for profit corporation ("JHI") and the subsidiaries and affiliates of JHI.

Section 2. Powers. The Corporation shall have and exercise all of the powers conferred by the Florida Not For Profit Corporation Act, as amended (the "Act") so far as the same shall be suitable, useful or expedient for promoting, furthering and carrying out the purposes of the Corporation.

ARTICLE III

Limitations

The assets of the Corporation are irrevocably dedicated to the purposes set forth in Article II, Section 1 of these Articles, and no part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, any private person, except that the Corporation shall be authorized and empowered to make contributions, donations and transfers in furtherance of the purposes set forth in Article II, Section 1 of these Articles to the extent not prohibited by the Act. 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 or in opposition to any candidate for public office.

ARTICLE IV

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE V

Sole Member

The sole member of the Corporation is Jupiter Health, Inc., a Florida not for profit corporation.

ARTICLE VI

Trustees

The number of trustees of the Corporation (the "Trustees") shall be specified in or fixed in accordance with the Corporation's bylaws as such bylaws may be amended from time to time (the "Bylaws"). The number of Trustees may be increased or decreased from time to time and their election or appointment shall be as specified in the Bylaws, provided that the Corporation shall always have at least three (3) Trustees.

ARTICLE VII
Amendments to the Articles

These Articles may be amended solely by the affirmative vote of at least two-thirds (2/3) of the full Board of Trustees.

ARTICLE VIII
Bylaws

The Bylaws may be altered, amended or repealed solely by the affirmative vote of at least two-thirds (2/3) of the full Board of Trustees.

ARTICLE IX
Dissolution

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to Jupiter Health, Inc.; provided, however, that Jupiter Health, Inc. is then (a) in existence and (b) exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, or the corresponding provisions of any Revenue Laws. In the event that both of the conditions set forth in the proviso of the immediately preceding sentence are not satisfied, the assets of the Corporation shall be distributed to one or more charitable organizations in Palm Beach County, Florida that provide hospital or other healthcare services and that are exempt from federal income taxation under Section 501(a) of the Code, as organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any Revenue Laws.

CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Jupiter Medical Center, Inc. (the "Corporation") (a) were approved by the sole member of the Corporation on September 3, 2020 at a meeting held for that purpose, and (b) the member vote for such amendments was sufficient for approval.

Dated as of this 15th day of December 2020.

Jupiter Medical Center, Inc.

By: _____

Name: Amir K. Koushi, MD
Title: President & CEO