

727350

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

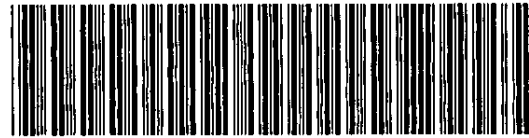
(Business Entity Name)

(Document Number)

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13 JUL -5 PM 3:30

SECRETARIAT OF STATE
PALM BEACH, FLORIDA

C. LEWIS

JUL 10 2013

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Spectrum Programs Real Estate Holdings, Inc.

DOCUMENT NUMBER: 727350

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kevin M. Crain

(Name of Contact Person)

MMHC Holding Corporation

(Firm/ Company)

11031 NE 6th Avenue

(Address)

Miami, Florida 33161

(City/ State and Zip Code)

cboyett@banyanhealth.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kevin M. Crain

(Name of Contact Person)

at (**305**) **984-8002**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|---|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

13 JUL -5 PM 3:31

SPECTRUM PROGRAMS REAL ESTATE HOLDINGS, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

727350

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	<u>N/A</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

The date of each amendment(s) adoption: July 11, 2013

Effective date if applicable: July 1, 2013
(no more than 90 days after amendment file date)

FILED

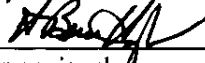
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 6/28/13

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

H. Bruce Hayden

(Typed or printed name of person signing)

President & CEO

(Title of person signing)

**ATTACHMENT E
TO
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SPECTRUM PROGRAMS REAL ESTATE HOLDINGS, INC.**

FILED
13 JUL -5 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following are amendments to the Articles of Incorporation ("Articles") of Spectrum Programs Real Estate Holdings, Inc. (the "Corporation"):

1. Article 2 (Purpose) of the Articles is hereby deleted in its entirety and replaced with the following:

"The Corporation will purchase, solicit, and receive property which it will hold, manage, develop, or sell to the public for the benefit of Banyan Community Health Foundation, Inc. (formerly known as Banyan Health Systems, Inc.), and its program related organizations."

2. Article 7 (Member) of the Articles is hereby deleted in its entirety and replaced with the following:

"The member or members of the Corporation shall be as prescribed from time-to-time in the Bylaws of the Corporation."

3. Article 8 (Management) of the Articles is hereby deleted in its entirety and replaced with the following:

"The affairs and business of the Corporation shall be vested in and managed by a Board of Directors, all of whom shall be elected and serve as provided in the Bylaws of the Corporation."

4. Article 12 (Dissolution) is hereby deleted in its entirety and replaced with the following:

"In the event of dissolution of the Corporation, or termination of its affairs, the Board of Directors shall, after paying or making provisions for payment of all its liabilities, distribute all the assets to Banyan Community Health Foundation, Inc. (formerly known as Banyan Health Systems, Inc.), as long as Banyan Community Health Foundation, Inc. (formerly known as Banyan Health Systems, Inc.), continues to qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding provisions of any future United States Internal Revenue Law. In the

event Banyan Community Health Foundation, Inc. (formerly known as Banyan Health Systems, Inc.), no longer exists or no longer qualifies under Section 501 (c)(3), then the Board of Directors shall distribute the remaining assets to an organization or organizations which would then qualify under Section 501 (c)(3). No individual shall be entitled to share in the distribution of any of the assets upon dissolution or termination.”