

Division of Corporations

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LEE MEMORIAL HOSPITAL, INC.**

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Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation:

FIRST: Article III of the Articles of Incorporation of Lee Memorial Hospital, Inc., is amended to read as follows:

"ARTICLE III

PURPOSE

The Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, on a non-stock basis, exclusively for such charitable, educational and scientific purposes as will qualify it for exemption from federal income tax as an organization described by 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 Law. Within the scope of the foregoing, the specific and exclusive purpose of this Corporation is to operate for the benefit of, perform the functions of, or carry out the purposes of (each within the meaning of Section 509(a)(3) of the Code): (i) Lee Memorial Health System, a special tax district, public body corporate and politic of Florida, created by Chapter 2000-439, Laws of Florida, as amended, that is a governmental unit within the meaning of Section 170(b)(1)(A)(v) of the Code, and (ii) Cypress Cove at HealthPark Florida, Inc., a corporation not for profit formed under the laws of the State of Florida that is exempted from federal income tax as an organization described by Section 501(c)(3) of the Code and classified as an organization other than a private foundation pursuant to Section 509(a)(2) of the Code. In the described manner, the Corporation will serve to promote both (a) the general health of the residents of Lee County, Florida, and (b) the well-being of the senior citizens residing within Lee County, Florida, and the surrounding area by addressing their needs for housing, health care, and financial security.

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In carrying out the foregoing purpose and within the scope thereof, the Corporation is authorized to exercise the powers permitted not for profit corporations under Chapter 617, Florida Statutes, or any corresponding provisions of any future Florida law, including:

(a) receiving, accepting, holding, administering, investing, and disbursing grants, contributions, or other sources of funds as may from time to time be received by it from any person, persons, or corporations and making expenditures or distributions for the previously-stated purposes; and

(b) engaging in any and all lawful activities that may be incidental or reasonably necessary to the furtherance of the Corporation's stated purposes, and in doing so, exercising all other power and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

Provided, however, that the Corporation while exercising any one or more powers shall do so exclusively in furtherance of a charitable, educational or scientific purpose within the meaning of Section 501(c)(3) of the Code."

SECOND: Article IV of the Articles of Incorporation of Lee Memorial Hospital, Inc., is amended to read as follows:

"ARTICLE IV

LIMITATIONS

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, or any corresponding provisions of any future Florida law, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence

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legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law."

THIRD: There are no members entitled to vote for the amendments to the Articles of Incorporation. The foregoing amendments were adopted by the Board of Directors of this Corporation on the 4th day of January, 2012, and the number of votes cast by the Board of Directors were sufficient for approval.

The undersigned Chair/President/CEO of this Corporation has executed these Articles of Amendment on the 16th day of March, 2012.



John A. Noland, Chair/President/CEO