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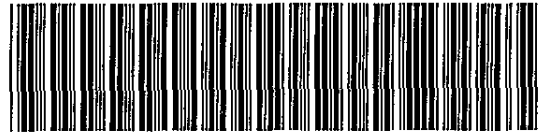
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Amend
Restated

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December 19, 2005

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

**Re: Sebastian River Medical Center Auxiliary, Inc.
Document Number: 728413
Our File No.: S882-20133**

To Whom It May Concern:

The enclosed Restatement of and Amendment to Articles of Incorporation and fee are submitted for filing.

Please return all correspondence concerning this matter to:

Gayle A. Owens, Esquire
Fishback, Dominick, Bennett, Stepter,
Ardaman, Ahlers & Bonus LLP
170 E. Washington Street
Orlando, Florida 32801-2397

For further information concerning this matter please call Gayle Owens at (407) 425-2786.

Enclosed is our firm check in the sum of \$35.00 for the filing fee.

Very truly yours,


Gayle A. Owens

GAO/gk
Enclosures

**RESTATEMENT OF AND AMENDMENT TO
ARTICLES OF INCORPORATION OF
SEBASTIAN RIVER MEDICAL CENTER AUXILIARY, INC.**

Pursuant to section 617.1006, Florida Statutes, this Florida Not For Profit Corporation hereby restates its Articles of Incorporation, including amendments to articles 5, 6, 8, 12, 15 and 16, as follows:

ARTICLE 1

The name of the Corporation is SEBASTIAN RIVER MEDICAL CENTER AUXILIARY, INC. and it is located in Indian River County, Florida, and its principal address is 13695 U.S. Highway 1, P.O. Box 780838, Sebastian, Florida 32978.

**ARTICLE 2
PURPOSE**

The corporation is organized in order to engage in any lawful purpose or purposes not for pecuniary profit. The purposes for which this corporation is formed are:

1. To operate exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 (as amended), to acquire property by grant, gift, purchase, devise, or bequest and hold and dispose of such property by mortgage, lease, rent and by all other means, borrow money, give evidences of indebtedness of all kinds, and to generally improve and develop its property, and do everything necessary, suitable and proper to carry out the object and purposes of this Corporation, with the right to exercise and enjoy all powers, privileges and rights incident to corporations not for profit organized under the laws of the State of Florida
2. To make and perform contracts of every kind and for any mutual purpose without limits as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

3. To have all the rights and powers conferred on corporations not for profit under the Florida law, as such law is now in effect or may at any time hereafter be amended.

4. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation.

5. The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they now exist or as they may hereafter be amended.

The foregoing shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

6. Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation as set forth in Paragraph 1 of this Article II, and nothing contained in the foregoing statements of purposes shall be construed to authorize this Corporation to carry on any activity for the profits of its members as such.

7. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any Member of the Corporation or any other private individual (except that reasonable compensation may be paid for services

rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer or Member of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

8. Notwithstanding any provision heretofore stated herein, if at any time the Corporation is determined to be a private foundation or private operating foundation as defined in Section 509 of the Internal Revenue Code of 1986, or by corresponding provisions of any subsequent federal tax laws, then:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

9. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by any organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they may exist or as they may hereafter be amended.

10. Upon the dissolution of the Corporation, 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 the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 401(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County 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 exclusively for such purposes.

ARTICLE 3 MEMBERS

1. The Corporation shall have members. The members of this Corporation shall constitute all persons hereinafter named as subscribers, and such other persons as from time to

time hereinafter may become members. The qualification of members and the manner of their admission shall be determined by the Board of Directors and the Bylaws of the Corporation.

2. The Bylaws may delegate to the Board of Directors the power to impose duties or dues upon the members and the power of expelling members.

ARTICLE 4

Any active member may terminate her or his membership by a letter of resignation at any time. Any member may be relieved of membership by failure to pay the stipulated dues without just cause within the grace period following due date. Any member may be relieved of membership for failure to perform her or his volunteered duties, upon review by the Board of Directors.

ARTICLE 5 OFFICERS

The affairs of the Corporation are to be managed by a President, a Vice President, a Secretary, and a Treasurer. These officers shall be elected and serve as provided in the Bylaws of the Corporation.

ARTICLE 6 BOARD OF DIRECTORS

1. The Board of Directors shall consist of four (4) elected officers together with six (6) Directors and an ex officio of the Past President. The four (4) officers shall serve as members of the Board for a normal term of office. Two (2) of the Directors shall serve a one (1) year term, two (2) of the Directors shall serve a two (2) year term and two (2) of the Directors shall serve a three (3) year term. Members of the Board of Directors shall be elected as provided in the By-Laws.

2. The Board of Directors shall establish policies and settle any matters which may come to its attention relative to the performance of the organization. The Board shall fill any

vacancies which may occur among officers or Board. The board shall authorize and define powers and duties of standing committees. The Board shall meet annually during the December meeting to hear annual reports. The Board shall have the authority to relieve any member of her and/or his membership, upon full review of complaints made against the member by any committee chairman.

ARTICLE 7 NOMINATING COMMITTEE

A three member nominating committee shall be appointed by the president to form a slate of nominees for the offices of President, Vice President, Secretary, Treasurer and Director, and the nominating committee shall submit a report to the Board of Directors at least one month prior to the annual meeting.

ARTICLE 8 ANNUAL MEETING

The annual meeting of the members of this Corporation shall be held on the date stated in the Bylaws. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members. The election of Officers and Board of Directors shall be held during the annual meeting, following sufficient notice to all members in good standing, and it shall be conducted by secret ballot under generally accepted procedure. Installation of new officers and directors shall be conducted in the manner and at the time and place as provided by the Bylaws.

ARTICLE 9 FISCAL YEAR

The fiscal year shall be from January through December.

ARTICLE 10 EXECUTIVE BOARD

An Executive Board shall be composed of the four elected officers, the six directors, and all standing committee chairmen, and any special committee chairmen as the president shall deem advisable, and shall meet monthly or more often at the discretion and call of the president.

ARTICLE 11 COMMITTEES

The Committees shall consist of those authorized by the Board of Directors and appointed by the president. All standing committee chairmen shall present an annual report during the annual meeting. Each committee chairman shall be responsible to make a full report to the Board of any malfeasance, malpractice or failure to perform duties by any member of her or his committee.

ARTICLE 12 REGULAR AND SPECIAL MEETINGS

Regular business meetings of this Corporation shall be held as provided by the Bylaws. Meetings of the Board of Directors shall be held as provided by the Bylaws. Special meetings may be held at the call of the president, providing sufficient notice is made to each member in good standing of the time, place and purpose of such meeting. Special meetings may be held upon request of the Board of Directors or upon petition from any member in good standing to the Board, providing sufficient notice shall be made to each member in good standing of the time, place and purpose of such meeting. A quorum for regular and special meetings shall be at least twenty members in good standing.

ARTICLE 13 PROCEDURES

All questions of parliamentary procedure shall be settled according to Robert's Rules of Order, unless inconsistent with the Constitution and Bylaws of this Corporation.

ARTICLE 14

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE 15 BY-LAWS

The Bylaws of the corporation may be amended only by a majority vote of the members of the corporation in attendance at any duly noticed general meeting of the members of the corporation.

ARTICLE 16 AMENDMENT

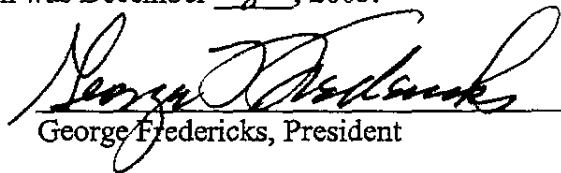
Amendments to the Articles of Incorporation of the corporation may be adopted by a majority vote of the Board of Directors in office, except that Article 15 shall not be amended unless approved by a majority vote of the members of the corporation in attendance at any duly noticed general meeting of the members of the corporation.

ARTICLE 17 REGISTERED AGENT

The current registered agent for the service of process with the state is George Fredericks, whose address is 927 Hemlock, Barefoot Bay, Florida 32976.

This restatement and the amendments to Articles 5, 6, 7, 8, 11, 12, 15 and 16, as fully set forth herein, were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

The date of adoption was December 8, 2005.


George Fredericks, President