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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE NEMOURS FOUNDATION**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE NEMOURS FOUNDATION**

Pursuant to section 617.1007 of the Florida Statutes, The Nemours Foundation, a Florida not-for-profit corporation initially incorporated in Duval County, Florida on February 25, 1936 and reincorporated under Chapter 617 of the Florida Statutes on April 23, 1974 adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be "The Nemours Foundation", and its principal office shall be located at 10140 Centurion Parkway North, in the City of Jacksonville, Duval County, Florida 32256. The operations of the Corporation shall extend to such other localities, both in and outside the State of Florida, as the Board of Directors of the Corporation shall determine, subject to the powers retained by the Members in Article VII.

**ARTICLE II
DEFINITIONS**

As used in these Articles of Incorporation, each of the following terms shall have the meaning indicated opposite the term:

"Bylaws" means the Bylaws of the Corporation as in effect from time to time;

"Corporation" means The Nemours Foundation;

"Florida Statutes" means the Florida Statutes, as amended, and each reference to a chapter of the Florida Statutes means such chapter of the Florida Statutes or the corresponding provisions of any subsequent Florida law;

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"Internal Revenue Code" means the Internal Revenue Code of 1986, as amended, and each reference to a section of the Internal Revenue Code means such section of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax law;

"Judgments" means collectively (a) the consent Final Judgment entered on December 2, 1994, in the Circuit Court of the Fourth Judicial Circuit, in and for Duval County, Florida, Case Number 93-02502-CA, (b) the Amended Final Judgment entered on January 30, 1996, in the Circuit Court of the Fourth Judicial Circuit, in and for Duval County, Florida, Case Number 93-02502-CA, (c) the Second Amended Final Judgment entered on August 28, 2002, in the Circuit Court of the Fourth Judicial Circuit, in and for Duval County, Florida, Case Number 93-02502-CA, and (d) the Final Judgment entered on December 28, 2004, in the Circuit Court of the Fourth Judicial Circuit, in and for Duval County, Florida, Case Number 16-2004-CA-007960-XXXX-MA;

"Members" means the Members of the Corporation, who shall be the Trustees serving from time to time under the Will and the Judgments;

"Mr. duPont" means Alfred I. duPont, late of Duval County, Florida, now deceased;

"Nemours" means the property known by that name situate in Brandywine Hundred, New Castle County, Delaware;

"Directors" means those individuals elected by the Members to serve as directors as provided in Article 8.2;

"Trust" means the Trust established under the Will, as modified by the Judgments, sometimes known as the Alfred I. duPont Testamentary Trust;

"Trustees" means those individuals serving as Trustees of the Trust from time to time under the Will and the Judgments;

"Will" means the Last Will and Testament of Mr. duPont, including all codicils, which Will is now of probate and record in Duval County, Florida, as it has been interpreted and/or modified by the Judgments.

ARTICLE III GENERAL NATURE AND PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. More specifically, and as stated in the Will, the Corporation shall be operated for the purpose of maintaining, supporting, and making contributions to, charitable institutions operated for (a) the care and treatment of children, but not of incurables, under eighteen (18) years of age, who by reason of a physical defect or infirmity, whether congenital or acquired by accident, injury, or disease, have been deprived of strength, activity, or capability for service or use, in any part of the human body; (b) the prevention of those conditions described in (a); and (c) the care of individuals over sixty-five (65) years of age who are in need of supportive or alleviating medical or para-medical care beyond mere food, clothing, and shelter, first consideration, in each instance, being given to beneficiaries who are residents of Delaware. The purpose of the Corporation shall also include the management and maintenance of Nemours, including the mansion house and the surrounding gardens and grounds, and the improvement of the said property as funds warrant, for the benefit of the public. The Corporation was created pursuant to the power vested by the Will in the Trustees, and shall function in accordance with the precepts set forth in the Will and the Judgments.

ARTICLE IV RIGHTS AND RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, Members, Directors, officers, or other private persons except

that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 V DURATION

The term of existence of the Corporation shall be perpetual.

ARTICLE VI DISSOLUTION

Upon the dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Corporation's remaining assets shall be distributed to one or more charitable organizations engaged in the type of activities described in Article III and organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

ARTICLE VII MEMBERS

7.1 Class of Members. The Corporation shall have one class of Members. The Members shall be those individuals serving as Trustees from time to time. The Trustees shall exclusively constitute the Members, and each Trustee shall continue as a Member so long as that person continues to serve as a Trustee. The appointment of any person as Trustee, as successor, proximate or remote, to any present Trustee, or as an additional Trustee, shall constitute the admission of that person to membership in the Corporation. The membership of any person who

is from time to time a Member shall continue during and only during the person's tenure as a Trustee.

7.2 Meetings. The Members shall meet at such times and places as set forth in the Bylaws.

7.3 Retained Powers. The Members shall have the exclusive right to vote on and determine those matters specified below, which matters shall be within the sole authority of the Members:

(a) Establish the Corporation's purpose and determine the nature and scope of the services to be offered;

(b) Appoint Directors of the Corporation and establish the total number of directors to be elected each year;

(c) Remove any Director with or without cause at any time;

(d) Approve any purchase or disposition of assets, issuance of debt, borrowing of funds, or change in affiliations, subject to such guidelines as the Members may establish from time to time;

(e) Specify that the use of distributions from the Trust shall be consistent with the purpose of the Corporation; and

(f) Amend the Articles of Incorporation and approve any changes to the Bylaws.

7.4 Members' Oversight. Notwithstanding the foregoing, the Members may, at their discretion, evaluate and audit the programs and services of the Corporation, at any time.

ARTICLE VIII DIRECTORS

8.1 General Powers. The affairs of the Corporation shall be managed by a Board of Directors appointed by the Members as set forth below. The Board of Directors shall have full charge of the management and operation of the Corporation and shall have full power to (a) employ and discharge such officers, superintendents, physicians, professional advisors, assistants, employees, and agents, and (b) establish appropriate patient care practices and procedures, as shall be required for the proper management and conduct of the affairs of the Corporation, subject to certain powers retained by the Members as set forth in Article VII.

8.2 Class, Number and Manner of Election or Appointment. The Corporation shall have a minimum of seven (7) directors but no more than fifteen (15) directors.

(a) Directors. The Corporation shall have no fewer than seven (7) directors and no more than fifteen (15) directors who are designated as Directors. Those current Directors who have served prior to 2016 shall continue to serve for one year terms subject to annual reappointment by the Members. For new Directors appointed by the Members after 2015, such directors shall be appointed to four (4) year terms, subject to annual approval by the Members, and such directors may serve up to three (3) consecutive four (4) year terms. Further, no newly appointed Director shall serve as Director beyond the Annual Meeting of the Members following the year in which that Director turns 75 years of age. No individual shall be appointed as a Director without the individual's prior consent. Finally, nothing herein is intended to restrict or limit the Members retained power to remove any Director with or without cause at any time.

8.3 Meetings. The Directors shall meet at times and places as set forth in the Bylaws.

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify its directors and officers to the fullest extent permitted by law.

**ARTICLE X
BYLAWS**

The Bylaws may be made, altered, or rescinded by the Board of Directors, subject to the approval of the Members.

**ARTICLE XI
AMENDMENT**

The Members reserve the right to amend, repeal, alter, or change any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Florida statutes or the Bylaws.

**ARTICLE XII
REGISTERED AGENT AND OFFICE**

The name of the registered agent of the Corporation is Deborah Platz. The street address of the registered office is 10140 Centurion Parkway North, Jacksonville, Florida 32256, which address is identical to the street address of the registered agent.

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The foregoing Amended and Restated Articles of Incorporation, including all amendments contained therein, were adopted at a meeting of the Members of the Corporation in accordance with sections 617.1002(1), 617.1006(3), and 617.1007 of the Florida Statutes, on July 25, 2016. The Members voted unanimously in favor of the amendments.

THE NEMOURS FOUNDATION

By: David J. Bailey
Name: David J. Bailey, M.D., MBA
Its: President & CEO
(Officer, Chairman or Vice Chairman of the Board)

Dated 8/3/16

8/5/2016 11:12:43 AM From: To: 8506176380(10/10)

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