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BASIC AMENDMENT

SARASOTA MEMORIAL HEALTHCARE FOUNDATION, INC.

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Amended Restat. / Rev
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H05000077879 3

ARTICLES OF INCORPORATION

of

SARASOTA MEMORIAL HEALTHCARE FOUNDATION, INC.

(AMENDED AND RESTATED)

The Articles of Incorporation of Sarasota Memorial Healthcare Foundation, Inc., Florida Charter No. 735050 (the "Corporation") were amended and restated by the Board of Trustees of the Corporation by Resolution dated March 16, 2005. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

I.

EFFECTIVE DATE

The effective date of these amended and restated Articles of Incorporation is upon filing. The original Articles of Incorporation were filed and the Corporation was incorporated on February 25, 1976, under the name Sarasota Memorial Hospital Foundation, Inc.. The name of the Corporation was changed to The Sarasota Memorial Hospital Century Foundation, Inc. by amendment filed on December 6, 1994, and was changed to Sarasota Memorial Healthcare Foundation, Inc. by amendment filed on December 18, 2000.

II.

NAME

The name of this Corporation is: SARASOTA MEMORIAL HEALTHCARE FOUNDATION, INC.

III.

STREET ADDRESS

The street address of the Corporation is 1838 Waldemere Street, Sarasota, Florida 34239-2919. The mailing address of the Corporation is the same as the street address.

IV.

PURPOSE AND POWERS

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes. The general purpose of the Corporation is, and shall be, to form and execute a public trust to encourage, aid, enrich and support, as its main purpose, the health care programs and activities of Sarasota Memorial Hospital and other not-for-profit hospital and health care organizations and facilities supported or controlled by the Sarasota County Public Hospital Board. The Corporation may also act in such capacity for other not-for-profit hospital or health care organizations and facilities in Sarasota County, Florida. Any hospital or health care organization or facility must qualify as an exempt organization under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future

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H05000077879 3

United States Internal Revenue Law), or organizations, contributions to which are deductible under §170(c)(1) or (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United State Internal Revenue Law). The Corporation is, and shall be, empowered to receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real or personal property, and to hold, use, improve, operate, manage, lease, convey, convert, invest, dispose of by gift, sale, lease or otherwise, and transfer any or all of such real or personal property, and to use the same in any lawful manner for the furtherance of its purposes herein stated, and to do and perform generally all acts reasonably incident to the corporate purposes and objectives.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, 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 herein. 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The Internal Revenue Service issued a determination letter in April 1978 granting the Corporation exemption from federal income tax under §501(c)(3) of the Internal Revenue Code. That letter, as updated to reflect the current name of the Corporation, is still in effect.

V. DIRECTORS

Directors of the Corporation shall be known as "Trustees" and the Corporation shall be governed by a Board of Trustees. The method of election of the Trustees shall be stated in the Bylaws.

VI. REGISTERED AGENT AND OFFICE

The Registered Agent of the Corporation is Elizabeth C. Marshall. The registered office of the Corporation is Williams, Parker, Harrison, Dietz & Getzen, 200 South Orange Avenue, Sarasota, Florida 34236. The original designation of Registered Agent and acceptance of designation of Registered Agent by Elizabeth C. Marshall was filed with the Department of State on March 25, 2002.

VII. TERM

The Corporation shall exist perpetually unless dissolved according to law.

H05000077879 3

VIII.
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision 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 §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under §170(c)(1) or (2) of the Internal Revenue Code, as the Board of Trustees 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 charitable, educational or scientific purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such charitable, educational or scientific purposes.

IX.
AMENDMENT

These articles may be amended by a two-thirds majority vote of the Trustees voting at any regular or special meeting of the Board of Trustees of the Corporation at which a quorum is present, provided that the proposed amendment shall have been included in the notice of the meeting.

X.
CERTIFICATE PURSUANT TO F.S. §617.1007

This certificate is issued pursuant to F.S. §617.1007 by the undersigned. These amended and restated Articles of Incorporation do not include any amendment to the Articles of Incorporation which requires member approval. The Board of Trustees adopted these amended and restated Articles of Incorporation by a two-thirds vote of Trustees present at a duly noticed meeting of the Board of Trustees at which a quorum was present, which vote was sufficient to adopt these amended and restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the President and the Chairman of the Board of Trustees, have executed these amended and restated Articles of Incorporation this 21st day of March 2005.


Alexandra Quarles, President


Johnson S. Savary, Chairman

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