

737604

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BASIC AMENDMENT

MIAMI CHILDREN'S HOSPITAL FOUNDATION, INC.

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Amendment

04/17/03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 15, 2003

MIAMI CHILDREN'S HOSPITAL FOUNDATION, INC.
3000 S.W. 62ND AVE.
MIAMI, FL 33155

SUBJECT: MIAMI CHILDREN'S HOSPITAL FOUNDATION, INC.
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ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

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MIAMI CHILDREN'S HOSPITAL FOUNDATION, INC.
 (Present Name)

737604
 (Document Number of Corporation (if known))

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: Article I, II, IV, X, XII.

The Articles of Incorporation are amended and restated in their entirety to read as follows:

Article I

The name of this corporation shall be Miami Children's Hospital Foundation, Inc.

Article II
Purpose

The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes. The general purpose of this corporation is, and shall be, to perform and execute a public trust to, encourage, aid, enrich and support, as its main and primary purpose, the health care programs and activities, and health care organizations and facilities supported, controlled by or affiliated with Variety Children's Hospital (d/b/a Miami Children's Hospital) and/or its governing board. Any health care organization or facility must, in order to be considered for support, qualify, either directly or through the parent institution as an exempt organization under Section 501 (c) 3 of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law, or organizations, contributions to which are deductible under Section 170 (c) (1) or (2) of the Internal Revenue Code. This 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 transfer any and 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 Directors, officers, or other private persons, except that the corporation shall be authorized and

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empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influencing 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 Section 501 (c) 3 of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

Article III.

Initial Registered Office and Initial Registered Agent

The initial registered office of the corporation is 6125 S.W. 31st Street, Miami, Florida, 33155. The initial registered agent of the corporation is William H. Coleman.

Article IV.

Membership

This corporation shall not have members and shall not issue membership certificates.

Article V.

Term

This corporation shall exist in perpetuity unless dissolved according to law. In the event of dissolution or loss by Variety Children's Hospital (d/b/a Miami Children's Hospital), of exempt status under Section 501 (c) 3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), the corporation shall undertake to support selected alternate charities qualified under Section 501 (c) 3 that supports causes for the health and well-being of children.

Article VI.

Subscribers

The names and residences of the subscribers to this Certificate are:

William H. Coleman
2911 N.E. 41st Street
Ft. Lauderdale, FL

John S. Chowning
1000 Southeast First National Bank Building
Miami, FL 33131

Louis V. Venditelli
1000 Southeast First National Bank Building
Miami, FL 33131

Article VII.

Officers

The Officers of the corporation shall be a Chairman, President, First Vice-President, Second-Vice

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President, Secretary and Treasurer, and such other officers as may be provided for in the Bylaws, all of whom shall be elected by the Board of Directors of the corporation at their annual meeting.

The names of the first officers who are to serve until the first meeting of the Board are:

- President - George C. Hoover
- Executive Vice President -
- Vice President - Jerome Blank
- Secretary - Atwood Dunwody
- Treasurer -

Article VIII.
Management of Corporate Affairs

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, which shall consist of not less than three nor more than 21. For the purposes of incorporating, the corporation shall have initially three Directors. The names and address of the initial Directors, all of whom shall hold office until the first meeting, shall be:

Col. Robert Pentland
Tides Apartments
3800 North Surf Road
Hollywood, Florida 33020

Archie Stone
104 Crandon Blvd.
Key Biscayne, Florida 33149

Atwood Dunwody
Mershon, Sawyer, Johnston, Dunwody & Cole
1600 First National Bank Building
Miami, Florida 33131

Article IX.
Bylaws

The Board of Directors shall provide such Bylaws as they may deem necessary, and may from time to time, alter or rescind the same by a simple majority vote.

Article X.
Amendment

This certificate may be amended by the Board of Directors at any regular or special meeting, by a majority vote of those present, provided that notice of intention to submit such amendment shall have been given.

Article XI.
Committees

The corporation may establish committees in the manner provided by the Bylaws, as may be necessary to

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officially carry out the general purposes and activities of the corporation.

Article XII
Distribution Upon Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for Variety Children's Hospital (d/b/a Miami Children's Hospital), or to any health-care organization supported or controlled by Variety Children's Hospital (d/b/a Miami Children's Hospital) and/or its governing board if the recipient organization shall at the same time qualify as an exempt organization under Section 501 (c) 3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); in the event that such qualification is not met, then to such organization or organizations established and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 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 Section 170 (c) (1) or (2) of the Internal Revenue Code of 1986, as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the circuit court of the county in which the principle 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 for such charitable, educational or scientific purposes.

SECOND: The date of adoption of the amendment(s) was April 9, 2003.

THIRD: Adoption of Amendment (CHECK ONE):

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



Signature of Chairman, Vice Chairman, President and other officer

Robin Reiter-Faragalli

Typed or printed name

President

Title

4/10/03

Date

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