

756562

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

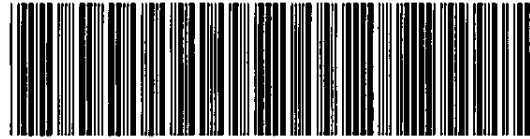
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300226973273

*Amended*<sup>ce</sup>  
*Restated*

04/03/12--01006--017 \*\*43.75

*Articles*

2012 APR -3 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*AOR*  
*4/4/12*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **Health Central Foundation, Inc.**

DOCUMENT NUMBER: **756562**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**James B. Bogner**

(Name of Contact Person)

**Mateer & Harbert, PA**

(Firm/ Company)

**225 E. Robinson Street, Suite 600**

(Address)

**Orlando, FL 32801**

(City/ State and Zip Code)

**jbogner@mateerharbert.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Jim Bogner**

(Name of Contact Person)

**407**

at ( )

**425-9044**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is  
Enclosed)

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HEALTH CENTRAL FOUNDATION, INC.**

**FILED**

**2012 APR -3 PM 2:02**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Document Number – 756562

(A Not-for-Profit Corporation  
Under Chapter 617, Florida Statutes)

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida not for profit corporation (the "Corporation") adopts the following amended and restated Articles of Incorporation:

**ARTICLE I  
NAME**

The name by which the Corporation shall be known is Health Central Foundation, Inc.

**ARTICLE II  
TERM OF EXISTENCE**

The term for which the Corporation shall exist shall be perpetual.

**ARTICLE III  
PURPOSES AND POWERS**

1. The Corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of future laws (the "Internal Revenue Code"), including:

(a) The provision of charitable, scientific and educational activities for the exclusive benefit of Orlando Health Foundation, Inc., a Florida not for profit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, through acquiring, financing, construction, and operation of hospitals, outpatient treatment facilities, extended care, nursing homes, physician practices and other health care facilities and services.

(b) The promotion of health, including the care and treatment of persons suffering from mental or physical illness, disease, or disability;

(c) The provision of any educational activities related to rendering care to the sick and injured or the promotion of health which may be justified by the facilities, personnel, funds, or other requirements that are or can be made available to the Corporation;

(d) The provision of specific research and health training related to the care of the sick and injured insofar as such research can be carried on in, or in connection with, the facilities and programs operated by the Corporation; and

(e) The participation in, so far as circumstances may warrant, any activity designed and carried on to promote the general health of the community.

2. Subject to the limitations as set forth in Article IV, in accomplishing the foregoing purposes, the Corporation will be authorized to exercise all powers of a not-for-profit corporation organized under Chapter 617, Florida Statutes.

#### **ARTICLE IV** **LIMITATION OF CORPORATE POWERS**

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members (unless such member is exempt under Section 501(c)(3) of the Internal Revenue Code), or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation by such persons.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code), and the Corporation shall not directly or indirectly 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.

3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

4. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation to Orlando Health Foundation, Inc., a Florida not for profit corporation, provided that it qualifies as an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code at such time, or to such other organization or organizations as designated by the Board of Directors of the Corporation, provided that such organization or organizations are qualified as organizations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code at such time and provided further that the assets so distributed from the Corporation shall only be used for the benefit of residents of the West Orange Community as defined in the Bylaws. Any such assets not so disposed of shall be disposed of solely by order of the Circuit Court of Orange County, Florida, exclusively for such purposes or to such organizations as said court shall determine which are organized and operated exclusively for such purposes and which benefit the residents of such West Orange Community.

**ARTICLE V**  
**MEMBER**

The sole voting member of the Corporation shall be ORLANDO HEALTH FOUNDATION, INC., a Florida not-for-profit corporation qualified as exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code (the "Member"), as long as it is so qualified under Section 501(c)(3) of the Internal Revenue Code.

The Member is, in turn, a controlled affiliate of ORLANDO HEALTH, INC. a Florida not-for-profit corporation qualified as exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code ("OHI"), as long as it is so qualified under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE VI**  
**MANAGEMENT**

1. The affairs of the Corporation are to be managed by a Board of Directors which shall consist of not less than three (3) persons. The exact number of directors shall be the number set forth in the Bylaws of the Corporation.

2. All of the members of the Board of Directors shall be elected by OHI as provided in the Bylaws, and directors shall have such qualifications and terms of office as are required by the Bylaws of the Corporation. Each director shall remain in office as a director until his or her successor shall have been elected and qualified or until his or her earlier death, resignation, or removal.

3. The Board of Directors of the Corporation shall elect the officers of the Corporation. The officers shall consist of such officers as the Board of Directors shall from time to time deem advisable as provided in the Bylaws of the Corporation. The officers of the Corporation shall have such duties, hold office for such terms, and be elected by the Board of Directors in such manner as provided in the Bylaws of the Corporation.

**ARTICLE VII**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this Corporation shall be 1414 Kuhl Avenue, Attn: President, Orlando, Florida 32806.

**ARTICLE VIII**  
**REGISTERED AGENT AND STREET ADDRESS**

The name of the Corporation's registered agent to receive service of process is Mildred D. Beam. The street address of the registered office of such agent is 1414 Kuhl Avenue, MP 2, Orlando, Florida 32806.

**ARTICLE IX**  
**BYLAWS**

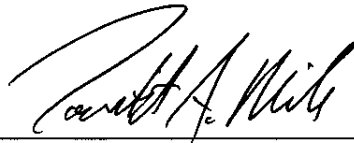
The Bylaws of the Corporation shall be adopted and may be altered, amended, repealed, or supplemented only by approval of the Board of Directors of the Corporation and the Member in accordance with the provisions of the Bylaws relating to such amendment. Any such changes which are adopted by the Board of Directors shall not be effective until approved by the Member and by OHI.

**ARTICLE X**  
**AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended only by approval of the Board of Directors of the Corporation and the Member in accordance with the procedure provided in the Bylaws. Any such changes which are adopted by the Board of Directors shall not be effective until approved by the Member and by OHI.

The foregoing amendments were adopted on March 31, 2012 by the members and the number of votes cast for the amendments was sufficient for approval.

Dated as of April 1, 2012



Robert A. Miles, Vice President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 617.0501, Florida Statutes, the following is submitted in compliance therewith:

That Health Central Foundation, Inc. at 1414 Kuhl Avenue, MP 2, Orlando, Florida 32806 has named Mildred D. Beam as its agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity and agree to comply with the provisions relative to keeping open said office.

  
\_\_\_\_\_  
Name: MILDRED D. BEAM