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## SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

## MARTIN MEMORIAL HEALTH SYSTEMS, INC.

The undersigned, being the Secretary of Martin Memorial Health Systems, Inc., a Florida not-for-profit corporation, formerly known as Coastal Health Corporation, a Florida not-for-profit corporation whose original Articles of Incorporation were originally filed with the Department of State on January 14, 1983, and whose Restated and Amended Articles of Incorporation were originally filed with the Department of State on May 8, 1992, does hereby acknowledge and certify that the sole member of the Corporation and the Board of Directors, pursuant to the provisions of Chapter 617 of the Florida Statutes, at a special meeting of the sole member and the Board of Directors of said Corporation held on the 27<sup>th</sup> day of September, 2018, with a quorum being present did unanimously approve the following Second Amended and Restated Articles of Incorporation (the "Articles").

**FIRST:** The name of the not-for-profit corporation (the "Corporation") is Martin Memorial Health Systems, Inc.

**SECOND:** Pursuant to Article IX of the Restated and Amended Articles of Incorporation of the Corporation and Florida Statutes §§617.1002, 617.1006 and 617.1007, the Corporation's Articles of Incorporation are hereby amended and restated in their entirety as provided herein.

**THIRD:** The location of the principal office of the Corporation is 200 SE Hospital Avenue, Stuart, Florida 34994.

**FOURTH:** 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 of 1986, as now in effect or as may hereafter be amended (and to the corresponding provisions of any similar laws subsequently enacted and to all regulations issued under those sections and provisions) (the "Code"). The Corporation's purposes include, without limitation, (i) supporting, benefiting or carrying out certain or all of the purposes of Martin Memorial Medical Center, Inc. and other organizations that are directly or indirectly affiliated with, or controlled by, Martin Memorial Medical Center, Inc., consistent with the

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provisions of the Florida Not for Profit Corporation Act, and (ii) engaging in any lawful activities within the purposes for which a corporation may be organized under the Act and which are not inconsistent with the purposes set forth in these Articles of Incorporation.

B. The Corporation shall carry on only such activities as are consonant with the purposes set forth in this Article Fourth. It is intended that the Corporation shall have the status of an organization that is exempt from federal income tax under Section 501(c)(3) of the Code and that is other than a private foundation. These Articles of Incorporation shall be construed, and all authority and activities of the Corporation shall be limited, accordingly. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. 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 individuals, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article Fourth. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of Florida), and the Corporation shall not participate or intervene in (including the publishing and distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, or any issue, whether or not partisan.

**FIFTH:** Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code, or as a corporation to which contributions are deductible under Sections 170, 2055, and 2522 of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or

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distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**SIXTH:** Upon the dissolution of the Corporation, any assets remaining shall be conveyed to Martin Memorial Medical Center, Inc., provided that it is exempt from Federal income taxation under Section 501(c)(3) of the Code. If Martin Memorial Medical Center, Inc. is not exempt, then the assets shall be conveyed to such organization or organizations as shall be selected by the Board of Directors, provided, however, that such organization or organizations shall be exempt from Federal income taxation under Section 501(c)(3) of the Code; or to the Federal government, or to a state or local government, for a public purpose corresponding as nearly as can be under the circumstances to one or more of the purposes described in Article FOURTH hereof; or if none of the foregoing are feasible, to any of the foregoing classes of distributees for such other exempt purposes described in Article FOURTH hereof and in Section 501 (c)(3) of the Code, or the corresponding section of any future Federal tax code, that correspond as nearly as can be under the circumstances to the purposes described in Article FOURTH hereof. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for any of the foregoing purposes, or to such organization, or organizations as said Court shall determine, that are organized and operated exclusively for any of the foregoing purposes.

**SEVENTH:** The sole member of the Corporation shall be Cleveland Clinic Florida Regional Health System Nonprofit Corporation, a Florida not-for-profit corporation.

**EIGHTH:** Any provision of these Articles may be amended by the affirmative vote of the regular member of the Corporation at any meeting thereof, provided that such amendment shall be consistent with the applicable provisions of Chapter 617 of the Florida Statutes, as amended.

**NINTH:** All references in these Articles to Sections of the Code shall be construed to refer both to such section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended, and to the corresponding provisions of any future Federal tax code and the regulations thereunder.

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**TENTH:** The sole member of the Corporation and the Board of Directors shall adopt the Second Amended and Restated Bylaws of the Corporation (the "Bylaws") for the regulation and management of the affairs of the Corporation. The Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Bylaws.

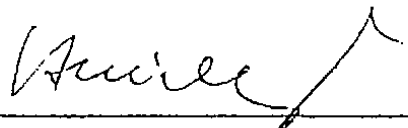
**ELEVENTH:** The number and method of election of the Board of Directors and the designation and election of officers of the Corporation shall be as set forth in the Bylaws.

**TWELVETH:** The name of the registered agent of the Corporation at this time is Ramona Thomas, and the street address of such registered agent is 200 Hospital Ave, Stuart, Florida 34994.

**THIRTEENTH:** The incorporators of the Corporation are as stated in the initial Articles of Incorporation.

**FOURTEENTH:** The period of the duration of the Corporation is perpetual unless dissolved according to law.

The undersigned executes these Second Amended and Restated Articles of Incorporation of Martin Memorial Health Systems, Inc. this 1<sup>st</sup> day of January, 2019.



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H. William Lichtenberger , Secretary

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**Consent of Registered Agent**  
**Of**  
**Martin Memorial Health Systems, Inc.**

The undersigned, Ramona Thomas, having been named as registered agent to accept service of process for Martin Memorial Health Systems, Inc., a Florida Not For Profit corporation, at the place designated in the foregoing Second Amended and Restated Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

A handwritten signature in black ink, appearing to read "Ramona Thomas", is written over a horizontal line.

Ramona Thomas, Registered Agent

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