

NO 1177

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BOCA RATON REGIONAL HOSPITAL FOUNDATION, INC.

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July 2, 2019

FLORIDA DEPARTMENT OF STATE

Division of Corporations

BOCA RATON REGIONAL HOSPITAL FOUNDATION, INC.
745 MEADOWS ROAD
BOCA RATON, FL 33486

SUBJECT: BOCA RATON REGIONAL HOSPITAL FOUNDATION, INC.
REF: N01177

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

There is a typo in article I of the document. The name of the corporation Boca Raton Regional Hospital Foundation, Inc. Raton is misspelled as "Ration" please correct the spelling and resubmit.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White FAX Aud. #: H19000197633
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**FIFTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

BOCA RATON REGIONAL HOSPITAL FOUNDATION, INC.

These Fifth Amended and Restated Articles of Incorporation have been duly adopted pursuant to and in accordance with Section 617.1002, Florida Statutes.

ARTICLE I

NAME

The name of the corporation shall be:

BOCA Raton REGIONAL HOSPITAL FOUNDATION, INC.

ARTICLE II

PURPOSE

The corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 ("IRC"), as amended, and the regulations promulgated thereunder. The corporation is organized and at all times thereafter is operated exclusively for the benefit of, to perform the functions of, to carry out the purposes of and to support BRRH Corporation, Boca Raton Regional Hospital, Inc. and other BRRH Corporation controlled affiliates and the communities they serve.

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 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 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. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under IRC section 501(c)(3), or (b) by a corporation, contributions to which are deductible under IRC section 170(c)(2).

This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in IRC section 501(c)(3).

ARTICLE III

MEMBERS

The corporation shall have not less than eight (8) Directors, who shall be the Members of the corporation and shall be its Board of Directors (hereafter the "Board"). Notwithstanding the foregoing, no approval or other rights granted to any other person or entity in these Articles, the Bylaws, or otherwise shall create membership rights in the corporation. The qualifications, terms of office, and the manner in which a Director shall become a Director or be elected and continue in office shall be as provided in the corporation's Bylaws as the same may be amended from time to time (the "Bylaws").

ARTICLE IV

BOARD OF DIRECTORS

The method of election and composition of the Board shall be as established in the Bylaws; provided, however, that at all times at least three (3) of the members of the board of directors of Boca Raton Regional Hospital, Inc. shall be on the Board. The term of office for the directors of the corporation shall be as established in the Bylaws.

ARTICLE V

POWERS OF BOARD OF DIRECTORS

Except as expressly set forth herein and in the Bylaws, the corporate powers of the corporation shall be exercised by or under the authority of, and the property, business and affairs of the corporation managed under the direction of the Board.

ARTICLE VI
TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual.

ARTICLE VII
REGISTERED AGENT AND REGISTERED OFFICE

The street address of the Registered office of the corporation is:

745 Meadows Road
Boca Raton, Florida 33486

The Registered Agent at that address is the corporation's President.

ARTICLE VIII
BYLAWS

The Bylaws may be altered, amended, restated or repealed, and new or other bylaws of the corporation may be made and adopted as provided in the Bylaws.

ARTICLE IX
AMENDMENTS

These Fifth Amended and Restated Articles of Incorporation may be altered, amended, repealed, restated or replaced by the Board, provided that Articles II, VIII, IX and X may not be altered, amended or terminated without the prior written consent of the Board of Trustees of Baptist Health South Florida, Inc.

ARTICLE X

DISSOLUTION

In the event of dissolution of the corporation, any assets of the corporation remaining after all obligations and liabilities of the corporation have been paid or discharged or adequate provisions therefor have been made, and after all assets held by the corporation upon a condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, are returned, transferred, or conveyed in accordance with such requirements, shall be conveyed or distributed to Boca Raton Regional Hospital, Inc. or its successor for one or more exempt purposes if, at the time of such conveyance or distribution, Boca Raton Regional Hospital, Inc. or its successor qualifies as an exempt organization under IRC section 501(c)(3) and is engaged in activities in furtherance of its purposes set forth in its articles of corporation, or, if Boca Raton Regional Hospital, Inc., does not so qualify, or is not then in existence, then to such organization or organizations created and operated for nonprofit purposes and engaged in activities substantially similar to those of the corporation as shall be designated by the Board of the corporation, so long as such organization or organizations at the time of such conveyance or distribution qualifies as an exempt organization or organizations under IRC section 501(c)(3).

ARTICLE XI

ADDRESS OF THE CORPORATION

The street address and mailing address of this corporation are:

745 Meadows Road
Boca Raton, Florida 33486

Boca Raton Regional Hospital Foundation, Inc. has caused these Fifth Amended and Restated Articles of Incorporation to be signed in its name by its Secretary, this 23rd day of May, 2019.

The effective date of these Fifth Amended and Restated Articles of Incorporation shall be July 1, 2019.

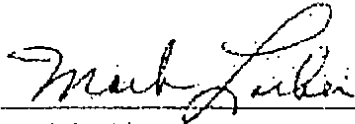
BOCA RATON REGIONAL
HOSPITAL FOUNDATION, INC.,
a Florida not for profit corporation

By: 

Alexander Eremia, Secretary

REGISTERED AGENT ACCEPTANCE

Having been named as the registered agent 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.



Mark Larkin
President
Registered Agent

Date: 5/23/19

**CERTIFICATE OF FIFTH AMENDED AND
RESTATED ARTICLES OF INCORPORATION
OF
BOCA RATON REGIONAL HOSPITAL FOUNDATION, INC.**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned President of Boca Raton Regional Hospital Foundation, Inc. ("Corporation") hereby executes and files this Certificate of Fifth Amended and Restated Articles of Incorporation and states as follows:

1. The attached Fifth Amended and Restated Articles of Incorporation contain amendments to the Corporation's Articles of Incorporation.
2. The name of the Corporation is Boca Raton Regional Hospital Foundation, Inc.
3. The text of the Fifth Amended and Restated Articles of Incorporation of the Corporation, including all amendments, is attached to this Certificate.
4. The date of adoption of the Fifth Amended and Restated Articles of Incorporation of the Corporation by the board of trustees of the Corporation was May 23, 2019 and the board of trustees of BRRH Corporation, the sole Member of the Corporation, was May 23, 2019, and the number of votes cast for the Fifth Amended and Restated Articles of Incorporation of the Corporation was sufficient.

23 In Witness Whereof, the undersigned officer has executed this Certificate as of May, 2019.

BOCA RATON REGIONAL
HOSPITAL FOUNDATION, INC.,
a Florida not for profit corporation

By: Mark Larkin

Mark Larkin, President