

NO 1177

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

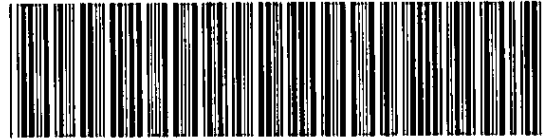
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900369807969

09/16/21--01015--012 **43.75

FILED
2021 SEP 16 PM 2:29
CLERK OF STATE
TALLAHASSEE, FL

SEP 16 2021

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BOCA RATON REGIONAL HOSPITAL FOUNDATION, INC.

DOCUMENT NUMBER: N01177

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

Please return all correspondence concerning this matter to the following:

Kyle R. Saxon, Esq.

(Name of Contact Person)

Saxon & Fink, LLP

(Firm/ Company)

9065 SW 87 Avenue, Suite 112

(Address)

Miami, Florida 33176

(City/ State and Zip Code)

kylesaxon@saxonfink.com

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

For further information concerning this matter, please call:

_____ at _____
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

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

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

BOCA RATON REGIONAL HOSPITAL FOUNDATION, INC.

These 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 RATION 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 Boca Raton Regional Hospital, Inc., other Boca Raton Regional Hospital, Inc. 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

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) nor more than 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.

FILED
2021 SEP 16 PM 2:29
CLERK OF THE
SULLY HASSE

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 Amended and Restated Articles of Incorporation may be altered, amended, repealed, restated or replaced by the Board, provided that Articles II 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

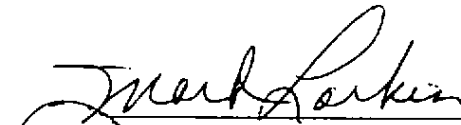
The effective date of these Amended and Restated Articles of Incorporation shall be the date they are filed with the Florida Department of State, Division of Corporations.

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


These Amended and Restated Articles were duly adopted by the Board of Directors of the Corporation on July 23, 2021 and by the Board of Trustees of Baptist Health South Florida, Inc., on July 27, 2021, and the number of votes cast for the Amended and Restated Articles of Incorporation by the Board of Directors of the Corporation and by the Board of Trustees of Baptist Health South Florida, Inc., was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation and the Chairperson of the Board of Trustees of Baptist Health South Florida, Inc., have executed these Amended and Restated Articles of Incorporation, for the purpose of amending and restating the Articles of Incorporation of the Corporation.

The undersigned submit these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. We are aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.



Mark Larkin, President of Boca Raton
Regional Hospital Foundation, Inc.



James Carr, Chairperson of the Board of
Trustees of Baptist Health South Florida,
Inc.