

NO2000009889

(Requestor's Name)

16525  
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TALLAHASSEE, FLORIDA

Amended + Restated  
Articles

Jm 1/9/04

*Swann & Hadley, P.A.*  
*Attorneys and Counselors at Law*

Pervie P. Swann (1895-1984)

L. Pharr Abner  
Sharon B. Abner  
Karen M. Brown  
Stuart P. Buchanan  
Bradley J. Davis  
Ralph V. Hadley, III  
Loan B. Kennedy  
Richard A. Leigh  
Richard R. Swann

1031 W. Morse Boulevard  
Suite 350  
Winter Park, Florida 32789  
Telephone (407) 647-2777  
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December 29, 2003

Fed Ex

Brooke Sadler  
295 Kinser Park Lane  
Greeneville, TN 37743

Re: Hospitals International, Inc.  
File # 16525

Dear Brooke:

Internal Revenue Service has asked that the Articles of Incorporation be amended. The amendments are the insertion of the words "qualifying, indigent" between all and patients in paragraph A of Article IV, insertion of a new paragraph C under Article IV and a new Article XIV Dissolution paragraph.

Should you have any questions, please do not hesitate to call me. I am also enclosing a Fed Ex overnight package for you to return to me so that I may get these Articles filed as quickly as possible.

Very truly yours,



Richard A. Leigh  
RAL: kab

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Fax (407) 647-2157

January 2, 2004

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

Re: Hospitals International, Inc.  
File 16525

Gentlemen:

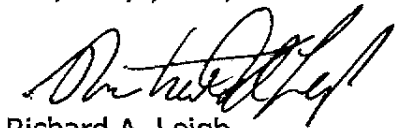
I enclose herewith an original and one copy of the Articles of Amendment to Articles of Incorporation of **Hospitals International, Inc.**, together with our check in the amount of \$43.75 to cover the following:

1.	Filing Articles of Amendment	\$35.00
2.	Certified copy of Articles of Incorporation	<u>8.75</u>
		\$43.75

Please return the certified copy of the Articles of Amendment to the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,



Richard A. Leigh

RAL: kab

Cc: Brooke Sadler

FILED

04 JAN -5 AM 10:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HOSPITALS INTERNATIONAL, INC.**

**BY THESE ARTICLES OF INCORPORATION** the incorporators form a corporation not-for-profit pursuant to Florida Statute 617 and do hereby make and adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of this corporation is **HOSPITALS INTERNATIONAL, INC.**

**ARTICLE II. NOT FOR PROFIT**

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**ARTICLE III. DURATION**

The term of existence of this corporation shall be perpetual.

**ARTICLE IV. PURPOSE**

This corporation is organized, and shall be operated exclusively, for the following purposes:

A. To provide financial support for Seventh-day Adventist Hospitals and to provide financial help to any and all qualifying, indigent patients using Seventh-day Adventist Hospitals in third world nations.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. Said organization is organized exclusively for charitable, religious, 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, or corresponding section of any future federal tax

code.

D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### **ARTICLE V. LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 Article IV hereof.

#### **ARTICLE VI. MEMBERS**

The members of the Corporation shall be the Board of Directors of **HOSPITALS INTERNATIONAL, INC.** as from time to time elected. Two-thirds (2/3) of the Members appearing in person or by proxy shall constitute a quorum at a meeting of the Members. The names and addresses of the initial Members of the Corporation are as follows:

##### **NAME**

##### **ADDRESS**

**BROOKE SADLER**

**295 KINSER PARK LANE  
GREENVILLE, TN 37743**

**RODNEY APPLGATE**

**1843 COLLEGE DRIVE  
WALLA WALLA, WA 98756**

**PAMELA SADLER**

**299 KINSER PARK LANE  
GREENEVILLE, TN 37743**

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other 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 1954 or the corresponding provision of any future United States Internal Revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or

the corresponding provision of any future United States Internal Revenue Code. On the dissolution of this corporation the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall revert to the General Conference of Seventh-Day Adventists, 12540 Old Columbia Pick, Silver Spring, MD 39904.

#### **ARTICLE VII. PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the principal office of the Corporation is: 1031 W. Morse Blvd., Suite 160, Winter Park, Florida 32789, and the name and address of the Registered Agent is: Richard A. Leigh, 1031 W. Morse Blvd., Suite 160, Winter Park, Florida 32789.

#### **ARTICLE VIII. BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Directors shall be elected as set forth in the Bylaws. The Bylaws may provide for *ex officio* and honorary Directors and their rights and privileges. The name and address of each current Director of the Corporation is as follows:

##### **NAME**

##### **ADDRESS**

**BROOKE SADLER**

**295 KINSER PARK LANE  
GREENVILLE, TN 37743**

**RODNEY APPELEGATE**

**1843 COLLEGE DRIVE  
WALLA WALLA, WA 98756**

**PAMELA SADLER**

**299 KINSER PARK LANE  
GREENEVILLE, TN 37743**

#### **ARTICLE IX. OFFICERS**

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors, (and may be removed by the Board of Directors), at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

President:

**BROOKE SADLER  
295 KINSER PARK LANE  
GREENVILLE, TN 37743**

Vice-President:

**RODNEY APPLGATE  
1843 COLLEGE DRIVE  
WALLA WALLA, WA 98756**

Treasurer/Secretary:

**PAMELA SADLER  
299 KINSER PARK LANE  
GREENEVILLE, TN 37743**

#### **ARTICLE X. BY-LAWS**

The By-Laws of this corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 617.0206, Florida Statutes, as amended from time to time, shall govern the Bylaws.

#### **ARTICLE XI. AMENDMENTS**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

#### **ARTICLE XII. NONSTOCK BASIS**

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

#### **ARTICLE XIII. INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida Not For Profit Corporation Act.

#### **ARTICLE XIV. DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one of more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



Attachment  
**ARTICLES OF AMENDMENT**

to  
**ARTICLES OF INCORPORATION**  
of

Hospitals International, Inc.  
(present name)

N02000009889  
(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: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

See Amended and Restated Articles of Incorporation attached.

**SECOND:** The date of adoption of the amendment(s) was: 12/29/03

**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 or other officer

Brooke Sadler

\_\_\_\_\_  
Typed or printed name

President

Title

December 31, 2003

Date