

UPCHURCH, BAILEY AND UPCHURCH, P. A.

ATTORNEYS AT LAW  
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD  
SAINT AUGUSTINE

JOHN D. BAILEY, JR.  
FRANK D. UPCHURCH, III  
TRACY WILSON UPCHURCH  
SIDNEY F. ANSBACHER  
KATHERINE GAERTNER JONES  
MICHAEL A. SIRAGUSA  
STEPHEN A. FAUSTINI

PLEASE REPLY TO  
POST OFFICE BOX 3007  
SAINT AUGUSTINE, FLORIDA 32085-3007  
TELEPHONE (904) 829-1066  
FAX (904) 829-1866

HAMILTON D. UPCHURCH  
FRANK D. UPCHURCH, JR.  
OF COUNSEL

FRANK D. UPCHURCH  
(1894-1986)

**No 02 596**

December 28, 1999

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-12/30/99--01076--003  
\*\*\*\*\*84.75 \*\*\*\*\*84.75

Re: Flagler Health Care Foundation, Inc.  
Our File No. 6-99-151

Dear Sir or Madam:

I enclose herewith an original and one copy of the Amended and Restated Articles of Incorporation of the above-named corporation as well as our firm's check in the amount of \$84.75 payable to the Secretary of State representing your filing fee (\$35.00), designation of registered agent fee (\$35.00), and fee for a certified copy (\$14.75). Would you please file and furnish me with a certified copy.

Should you have any questions, please do not hesitate to contact my office. Thank you in advance for your cooperation and assistance.

Sincerely yours,

*John D. Bailey, Jr.*  
John D. Bailey, Jr.

JDB,Jr/jgs  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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*No 2596  
Amended  
15-PP  
12-30-99*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLAGLER HEALTH CARE FOUNDATION, INC.  
A NON-PROFIT CORPORATION**

The undersigned person(s), desiring to form a Corporation not-for-profit under Chapter 617 of the Florida Statutes, certify as follows:

**ARTICLE I**

Name

The name of the Corporation is Flagler Health Care Foundation, Inc. the  
“Corporation”).

**ARTICLE II**

Purpose

The purposes for which the Corporation is organized are:

A. The specific and primary purpose for which the Corporation is formed is to operate for the benefit and support of, to perform the functions of, or to carry out the purposes of Flagler Health Care System, Inc. and Flagler Hospital, Inc., and such other exempt organizations controlled by or affiliated with Flagler Health Care System, Inc. and Flagler Hospital, Inc., as qualify for “public charity” status pursuant to Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (hereinafter referred to as the “Code”), by assisting said organizations in fund raising and fund

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TALLAHASSEE, FLORIDA

management, making grants, gifts and other distributions to said organizations, and by engaging in such other activities as may benefit or further the purpose of said organizations; and

B. To engage in any and all activities consistent with and in furtherance of the above purposes which may be carried out by a supporting organization which qualifies under Section 509(a)(3) of the Code.

C. The general purposes for which the Corporation is formed are to operate exclusively for such charitable, scientific and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under that Code.

D. The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene in (by publication or distribution of any statements or otherwise) any political campaign on behalf of any candidate for public office.

E. In furtherance of the above purposes, the Corporation shall have and may exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Florida by law may now or hereafter have or exercise.

F. Notwithstanding any other provision of these Articles of Incorporation, 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 Section 501(c)(3) of the Code, or (b) by a corporation qualifying as a supporting organization under Section 509(a)(3) of the Code.

**ARTICLE III**

**Membership**

The Corporation shall have a membership distinct from its Board of Trustees. The Sole Member of the Corporation shall be Flagler Health Care System, Inc., a Florida not for profit Corporation (the "Sole Member").

**ARTICLE IV**

**Existence**

The Corporation shall have perpetual existence.

**ARTICLE V**

**Subscriber's Name and Residence**

The name and address of the subscriber to these articles of incorporation is:

<u>Name</u>	<u>Address</u>
James D. Conzemius	400 Health Park Boulevard St. Augustine, Florida 32086

**ARTICLE VI**

**Board of Trustees**

Subject to the powers and authority reserved herein to the Sole Member, the powers of the Corporation shall be exercised, its property controlled and its affairs managed by a Board of Trustees (the "Board"), consisting of not less than three (3), nor more than seven (7) persons who shall be designated annually by the Sole Member of the Corporation to serve for one (1) year and until their successors are duly designated and qualified or until their earlier resignation, removal or death; provided, however, that no Trustee who has served four (4) successive one (1) year terms may be elected to succeed himself or herself. After an absence of one (1) year, any former Trustee shall be eligible to be reelected to the Board for up to four (4) additional one (1) year terms. The Sole Member of the Corporation alone shall have the power to select or replace and to remove, with or without cause, the Trustees of the Corporation. The President of the Corporation shall be an ex officio member of the Board, without vote. The Board may delegate responsibilities and duties to such officers, boards and committees as the By-Laws may set forth. The name and street address of the members of the current Board of the Corporation are:

<u>Name</u>	<u>Address</u>
Richard Black	c/o Dean Witter Reynolds 100 Southpark Boulevard St. Augustine, Florida 32086

James Costeria

c/o Century 21  
2820-A Highway U.S. 1 South  
St. Augustine, Florida 32086

Elmer Dillingham, President

c/o Florida School for Deaf and Blind  
207 North San Marco Avenue  
St. Augustine, Florida 32084

Robert Dupree, M.D.

201 Health Park Boulevard, Suite 215  
St. Augustine, Florida 32086

William Mignon

c/o Allen D. Nease High School  
10550 Ray Road  
St. Augustine, Florida 32095

Brad Runk

c/o Runk Construction  
1985 Mizell Road  
St. Augustine, Florida 32084

Len Tucker, Jr.

c/o Leonard's Studio  
147 San Marco Avenue  
St. Augustine, Florida 32084

## ARTICLE VII

### No Financial Benefit to Members

The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net earnings, properties or assets of the Corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or trustee of the Corporation, 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 Article II hereof.

## **ARTICLE VIII**

### **Dissolution**

Upon the dissolution or winding up of the affairs of the Corporation , its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, trust, corporation or other organization, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE IX**

### **Amendments to the Articles of Incorporation**

Amendments to the Articles of Incorporation may be made and adopted only with the approval of the Sole Member of the Corporation.

## **ARTICLE X**

### **Amendments to By-Laws**

The Bylaws of the Corporation may be made, altered, or rescinded at any annual meeting of the Corporation, or at any special meeting duly called for such purpose, only with the

approval of the Sole Member of the Corporation, except the initial By-Laws of the Corporation shall be made and adopted by the Board.

**ARTICLE XI**  
**Powers of Sole Member**

The Board may not, acting on behalf of the Corporation or as a member or shareholder of any subsidiary or affiliate of the Corporation, without the prior approval of the Sole Member of the Corporation:

A. Adopt or permit the adoption of any annual or long-term capital or operational expense budgets of the Corporation or of any affiliate or subsidiary of the Corporation or any changes therein exceeding in the aggregate during the relevant term of such budget five percent (5%) of the total annual expense budget;

B. Adopt, or permit the adoption of, any new, or any changes to existing, long-term or master institutional plans of the Corporation or of any affiliate or subsidiary of the Corporation;

C. Adopt, or permit the adoption of, a plan of dissolution of the Corporation or any affiliate or subsidiary of the Corporation;

D. Authorize or permit the Corporation or any affiliate or subsidiary of the Corporation to engage in, or enter into, any transaction providing for the sale, lease, exchange,



mortgage, pledge, creation of a security interest in or other disposition of all or substantially all of its assets;

E. Adopt, or permit the adoption of, a plan of merger or consolidation of the Corporation to any affiliate or subsidiary of the Corporation with another corporation;

F. Approve, or permit the approval of, any contribution, grant or loan in excess of Ten Thousand Dollars (\$10,000) in any fiscal year by the Corporation or any affiliate or subsidiary of the Corporation to any other organization or corporation other than the Sole Member of the Corporation;

G. Organize or acquire, or authorize or permit the organization or acquisition of, any subsidiary or affiliate of the Corporation;

H. Authorize or permit the Corporation or any affiliate or subsidiary of the Corporation to enter into or perform any contract or engage in any transaction not specified above which involves greater than Twenty Thousand Dollars (\$20,000); or

I. Elect, remove, with or without cause, or replace the persons to hold the offices of Chairman and President of the Corporation.

For purposes of these Articles of Incorporation, "affiliate" means any corporation, association, partnership, trust, joint venture or other entity directly or indirectly controlling or under common control with the Corporation, and "subsidiary" means any such entity directly or indirectly

controlled by the Corporation. "Control" for these purposes shall mean the right to elect at least a majority of the members of the Board or other governing body of such entity.

## ARTICLE XII

### Private Foundation

A. Distribution of Income. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

B. Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

C. Excess Building Holdings. The Corporation shall not retain any excess building holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

D. Investments Jeopardizing Charitable Purpose. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

E. Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

### **ARTICLE XIII**

#### **Indemnification**

Every trustee and officer of the Corporation and every member of the Corporation serving the Corporation at its request shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a trustee or officer of the Corporation, or by reason of his or her serving or having served the Corporation at its request, whether or not he or she is a trustee or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board approves the settlement and/or reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

**ARTICLE XIV**

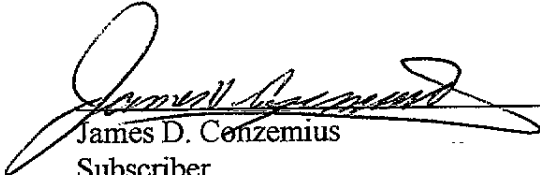
**Principal Office, Initial Registered Office and Registered Agent**

The street address of the initial principal office of the Corporation and the initial registered office of the Corporation is 400 Health Park Boulevard, St. Augustine, Florida 32086 and the initial registered agent at that address is James D. Conzemius.

**ARTICLE XV**

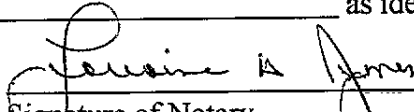
**Mailing Address**

The mailing address of the Corporation is 400 Health Park Boulevard, St. Augustine, Florida 32086.

  
James D. Conzemius  
Subscriber

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

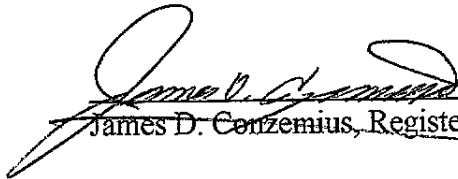
**THE FOREGOING** instrument was acknowledged before me this 20 day of December, 1999, by James D. Conzemius, who () is personally known to me or () has produced Florida driver's license number \_\_\_\_\_ as identification.

  
Signature of Notary  
Lorraine A. Jones  
(Name of notary, typed/printed/stamped)  
Commission number: \_\_\_\_\_  
Commission expires: \_\_\_\_\_



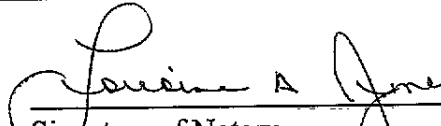
**ACCEPTANCE BY REGISTERED IN AGENT**

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.

  
James D. Conzemius, Registered Agent

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

**THE FOREGOING** instrument was acknowledged before me this 20 day of December, 1999, by James D. Conzemius, who () is personally known to me or () has produced Florida driver's license number \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Signature of Notary  
Lorraine A Jones  
\_\_\_\_\_  
(Name of notary, typed/printed)  
Commission number: \_\_\_\_\_  
Commission expires: \_\_\_\_\_



Lorraine A Jones  
My Commission CC577153  
Expires Aug. 08, 2000

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

**THE FOREGOING** instrument was acknowledged before me this 20 day of December, 1999, by James D. Conzemius, as President of Flagler Health Care Foundation, Inc., on behalf of the corporation, who () is personally known to me or () has produced Florida driver's license number \_\_\_\_\_ as identification.

Lorraine A Jones  
Signature of Notary  
Lorraine a Jones  
(Name of notary, typed/printed/stamped)  
Commission number: \_\_\_\_\_  
Commission expires: \_\_\_\_\_



Lorraine A Jones  
My Commission CC577153  
Expires Aug. 08, 2000

**CERTIFICATE OF RESTATEMENT OF ARTICLES OF INCORPORATION**  
**OF FLAGLER HEALTH CARE FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes (1999), the undersigned Corporation adopts the following Articles of Restatement:

1. The name of the corporation is Flagler Health Care Foundation, Inc.
2. Articles I through XI of the Articles of Incorporation filed with the Office of the Secretary of State on April 17, 1984, are hereby deleted in their entirety and the attached Amended and Restated Articles of Incorporation, consisting of Articles I through XV are hereby substituted in place thereof.
3. The Amended and Restated Articles of Incorporation were duly adopted by unanimous vote of the Member(s) entitled to vote thereon, at a meeting of the Member(s) of the Corporation held on December 16, 1999. The number of votes cast in favor was sufficient for approval.

DATED this 20 day of December, 1999.

Flagler Health Care Foundation, Inc.

By: 

James D. Conzemius  
Its President