

JUL-09-2004 09:05

GUNSTER YOAKLEY

**N03000001094**

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**NICKLAUS CHILDREN'S HEALTH CARE FOUNDATION, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 JUL -9 AM 9:54

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*Amend & Restated  
Arx*

*07/09/04* 7/7/2004



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 8, 2004

NICKLAUS CHILDREN'S HEALTH CARE FOUNDATION, INC.  
927 45TH STREET  
WEST PALM BEACH, FL 33407

SUBJECT: NICKLAUS CHILDREN'S HEALTH CARE FOUNDATION, INC.  
REF: N03000001094

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

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Darlene Connell  
Document Specialist

FAX Aud. #: H04000140389  
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 7, 2004

NICKLAUS CHILDREN'S HEALTH CARE FOUNDATION, INC.  
927 45TH STREET  
WEST PALM BEACH, FL 33407

SUBJECT: NICKLAUS CHILDREN'S HEALTH CARE FOUNDATION, INC.  
REF: N03000001094

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.

RESTATED ARTICLES OF INCORPORATION FOR A FLORIDA NONPROFIT CORPORATION ARE FILED PURSUANT TO SECTION 617.1007, FLORIDA STATUTES.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

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) 245-6906.

Darlene Connell  
Document Specialist

FAX Aud. #: H04000140389  
Letter Number: 504A00043587

## ARTICLES OF AMENDMENT AND RESTATEMENT

OF

## NICKLAUS CHILDREN'S HEALTH CARE FOUNDATION, INC.

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is Nicklaus Children's Health Care Foundation, Inc.

2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

\*\*\*\*\*

## CERTIFICATE

It is hereby certified that:

1. The date of adoption of the aforesaid amendments and restatement was June 23, 2004.

2. The amendments and restatement were adopted by the Board of Directors and do not contain any amendments requiring member approval.

Executed on June 23, 2004

NICKLAUS CHILDREN'S HEALTH CARE  
FOUNDATION, INC.

BY: Barbara Nicklaus  
Barbara Nicklaus, President

04 JUL -9 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007 of the Florida Statutes known as the Florida Not For Profit Corporation Act, the Articles of Incorporation of Nicklaus Children's Health Care Foundation, Inc. hereby are amended and restated as follows:

Article I  
Name

The name of this corporation is Nicklaus Children's Health Care Foundation, Inc.

Article II  
Address

The mailing address and the street address of the principal office of the Corporation is 11780 U. S. Highway One, Suite 500, North Palm Beach, Florida 33408.

Article III  
Duration

The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV  
Purpose

The Corporation is organized and shall be operated exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). It was formed and shall be operated exclusively to advance and enhance the health of children residing in or visiting the "Five County Region" of the State of Florida. The "Five County Region" is defined as the counties of Palm Beach, Okeechobee, St. Lucie, Martin and Indian River.

Article V  
Registered Office and Registered Agent

The street address of the registered office of the Corporation is 11780 U. S. Highway One, Suite 500, North Palm Beach, Florida 33408, and the name of the registered agent of the Corporation is Donna Doty.

Article VI  
Limitations

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 Article IV hereof. 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### Article VII Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to such organization(s) that serve or provide for children's health care needs in and around Palm Beach County, Florida, that are organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

#### Article VIII Directors

The number of directors of the Corporation shall be as set forth in the Bylaws of the Corporation; however, at no time shall the number of directors be fewer than three. Except as otherwise may be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

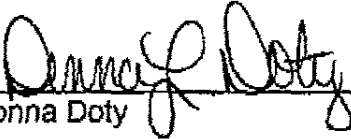
#### Article IX Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Not For Profit Corporation Act (currently, Sections 617.0831 and 617.0834 of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not For Profit Corporation Act and the Bylaws of the Corporation, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in his or her official capacity and as to action in another

capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, or otherwise. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. Except as otherwise required by law, an adjudication of liability shall not affect the right to indemnification for those indemnified.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process of Nicklaus Children's Health Care Foundation, Inc., a Florida not for profit corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Donna Doty

Date: June 23, 2004

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