

N03000001094

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
NICKLAUS CHILDREN'S HEALTH CARE FOUNDATION,
INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

*Amended
&
Restated*



May 8, 2018

FLORIDA DEPARTMENT OF STATE

Division of Corporations
NICKLAUS CHILDREN'S HEALTH CARE FOUNDATION, INC.

11770 US HWY ONE

SUITE 303

NORTH PALM BEACH, FL 33408

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.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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.

Susan Tallent
Regulatory Specialist II

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Page: 2, 05/9/2018 07:50 AM TO:18506176380 FROM:5616227603 P. 1

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1)
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Date/Time: May. 7. 2018 10:27AM

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Division of Corporations

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To: Division of Corporations
Fax Number : (850) 617-6380
From: Account Name : NICKLAUS CHILDREN'S HEALTH CARE FOUNDATION, INC.
Account Number : 016321615554
Phone : (850) 637-8100
Fax Number : (850) 632-7660

Whether the email address for this business entity to be used for routine annual report filings. Enter only one email address please.

Email Address: patty.mcdonald@nchcf.org

CORAMONDERSTATE/CORRECT OR OVD REASON
NICKLAUS CHILDREN'S HEALTH CARE FOUNDATION,
INC.

Certificate of Filing	0
Certified Copy	0
Page Count	04
Estimated Charge	\$34.00

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

NICKLAUS CHILDREN'S HEALTH CARE FOUNDATION, INC.

A Florida not-for-profit corporation

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act, Nicklaus Children's Health Care Foundation, Inc., a Florida not-for-profit corporation originally incorporated on February 7, 2003 (Document Number N03000001094), does hereby certify that: these Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of the Board of Directors on April 19, 2018, at a duly noticed meeting at which a quorum of such Board of Directors was present and voting, and there are no members or members entitled to vote on this amendment and restatement, and the Corporation hereby amends and restates its Articles of Incorporation to read as follows:

ARTICLE I -

Name

The name of the Corporation is NICKLAUS CHILDREN'S HEALTH CARE FOUNDATION, INC. (the "Corporation").

ARTICLE II -

Address

The mailing address and the street address of the principal office of the Corporation is 11770 U.S. Highway One, Suite 308, North Palm Beach, Florida 33408.

ARTICLE III -

Duration

The duration of the Corporation shall be perpetual.

ARTICLE IV -

Purpose

The Corporation shall engage exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; including, specifically, without limitation, activities that are intended to enhance and advance the health of children.

ARTICLE V -

Registered Agent and Registered Office

The street address of the registered office of the Corporation is 660 U.S. Highway One,

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Third Floor, North Palm Beach, Florida 33408, and the name of the registered agent of the Corporation at that address is HAILE, SHAW & PFAFFENBERGER, P.A.

ARTICLE VI -
Nature of the Corporation

Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.

(c) Without in any limiting the foregoing, the corporation shall have those powers granted by the Act.

(d) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(e) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative two-thirds vote of the Board of Directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(f) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the Bylaws of the corporation, the following provisions shall apply:

(i) The corporation shall distribute the income of 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.

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(ii) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(g) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative majority vote of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(h) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

ARTICLE VII - Board of Directors

The Board of Directors of the corporation shall be the governing Board charged with the responsibility to determine the rules and regulations needed for the effective operation and general improvement of the corporation. 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, 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 VIII - Indemnification

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, advisor, trustee or officer of the corporation, (b) who is or was an agent or employee of the corporation and as to whom the corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the corporation as its representative in the position of a member, director, advisor, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and to whom the corporation has agreed to grant such indemnity hereunder, shall be indemnified by the corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs and expenses, including attorney fees, asserted against him or her or incurred by him or her in his or her capacity as such member, director, advisor, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its

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expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the corporation would have the legal power to directly indemnify him or her against such liability.

Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in paragraph 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and advisors of the corporation, shall be paid) by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each director, advisor and officer and employee of the corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

**ARTICLE IX -
Restatement**

The intention of the restatement of these Articles of Incorporation are that they shall supersede in their entirety the original Articles of Incorporation and all amendments thereto.

**ARTICLE X -
Amendment of Articles**

These Articles of Incorporation may only be amended after approval by the Board of Directors.

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 19th day of April, 2018.

I submit this document and affirm that the facts stated herein are true. I am aware that any 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.


PATRICIA McDONALD, President

Having been named as registered agent and 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.

HAILE, SHAW & PFAFFENBERGER, P.A.

Date: May 7, 2018

By: 
PHILIP M. DICOMÓ, ESQ.