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**BASIC AMENDMENT**

NCI FOUNDATION, INC.

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*Amended & Restated*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NCI FOUNDATION, INC.**

(A Not-for-Profit Corporation)

I certify that the following amended and restated articles of incorporation were adopted and approved by unanimous written consent of the Board of Directors on February 13, 2004, in accordance with F.S. §617.0821. I further certify that the sole member of this Corporation is not entitled to vote on proposed amendments to the articles of incorporation.

In accordance with F.S. §617.1007, the articles of incorporation of NCI Foundation, Inc. are hereby amended and restated to read in their entirety as follows:

**ARTICLE I. NAME**

The name of the corporation is: NCI Foundation, Inc.

**ARTICLE II. ADDRESS**

The street address of the initial principal office and the mailing address of the corporation are:

33920 U.S. Highway 19 North  
Suite 155  
Palm Harbor, FL 34684

**ARTICLE III. DURATION AND COMMENCEMENT**

The corporation will exist perpetually, commencing on January 8, 2004..

**ARTICLE IV. PURPOSE**

The Corporation is organized and will be operated exclusively for charitable, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law. Consistent with the foregoing purposes, the Corporation will assess, create, develop, and advocate healthcare business performance solutions for improving the overall financial viability of healthcare providers with the goal of lowering the total cost of

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healthcare to all consumers. In furtherance of these purposes, the corporation may make or accept grants, carry on programs and activities, and sponsor projects in order to promote and support the objectives aforesaid. Further, the Corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

#### ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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.

(b) 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 permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code of 1986), 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 other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 10703 Tavistock Drive, Tampa, Florida 33626, as the street address of the initial registered office of the corporation and

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names Gregory Firestone the corporation's initial registered agent at that address to accept service of process within this state.

#### ARTICLE VII. BOARD OF DIRECTORS

The corporation currently has three (3) directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The method of election or appointment of the directors shall be as provided in the bylaws. The names and addresses of the current directors are:

<u>Name</u>	<u>Address</u>
Gregory Firestone	10703 Tavistock Drive Tampa, FL 33626
Philip Isham	110 Wateredge Court Safety Harbor, FL 34695
Paul Dunn	14642 Coral Drive Tampa, FL 33626

#### ARTICLE VIII. MEMBERS

The corporation shall have members, with the rights and powers provided in the bylaws.

#### ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Peter A. Schoemann	100 N. Tampa Street, Ste. 4100 Tampa, FL 33602

#### ARTICLE X. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of either section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or

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organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XI. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned officer, for the purpose of amending and restating these Amended and Restated Articles of Incorporation under the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation this 10<sup>th</sup> day of February, 2004.

By: 

Gregory Firestone, President

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