

NO40000008167

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

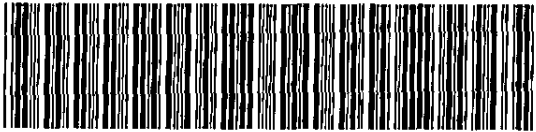
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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400052034644

Amended &
Restated
Articles

05/03/05--01008--002 **52.50

RECEIVED
05 MAY -2 PM 3:58
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
05 MAY -2 PM 4:2
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
B.R.
5/5

*00789, 01048, 00672

Ruden, McGlosky et. al.

Requester's Name

215 S. Monroe Street, Suite 815

Address

Tallahassee, FL

412-2000

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☒ Certified Copy - Amendment

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 3, 2005

Ruden, McClosky et al
215 S. Monroe Street
Suite 815
Tallahassee, FL

SUBJECT: FLORIDA PATIENT SAFETY CORPORATION
Ref. Number: N04000008167

We have received your document for FLORIDA PATIENT SAFETY CORPORATION and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 205A00031422

there are

Amended and Restated Articles of Incorporation for

FLORIDA PATIENT SAFETY CORPORATION

Pursuant to Subsection (1)(b) of Section 617.1002, Florida Statutes (2005), the following Amended and Restated Articles of Incorporation for Florida Patient Safety Corporation, hereafter "Corporation", were adopted at a meeting of the Board of Directors of the Corporation on April 7, 2005, by a majority vote of the directors then in office, there being no Members of the Corporation:

Article 1. Name

The name of the corporation is FLORIDA PATIENT SAFETY CORPORATION.

Article 2. Business and mailing address

The business and mailing address of the Corporation's principal place of business is 2722 Waterford Glen Court, Tallahassee, Florida 32312.

Article 3. Purposes

A. The Corporation is organized exclusively for charitable, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code ("Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. The charitable, educational and scientific purposes the Corporation will seek to advance include the interests of medical research and education in the fields of healthcare quality and patient safety. The Corporation may also seek to advance such purposes by granting charitable, educational and scientific contributions to other organizations described in Code Section 501(c)(3) or to other entities or individuals as may be permitted by the Code.

B. Consistent with Subsection (1)(b) of Section 766.1016, Florida Statutes (2004), the Corporation is a patient safety organization that collects and analyzes patient safety data for the purpose of improving patient safety and health care outcomes. The Corporation is independent and is not under the control of any entity that reports patient safety data.

C. The specific purposes for which the Corporation is organized include serving as a learning organization dedicated to assisting health care providers in Florida

reduce harm to patients, and to promote the development of a culture of patient safety in Florida. The Corporation shall not regulate health care providers in this state. In fulfilling its purposes, the Corporation shall work with a consortium of patient safety centers and other patient safety programs.

Article 4. Powers

A. The Corporation shall have the power acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

B. Consistent with Section 381.071, Florida Statutes (2004), the Corporation may create not-for-profit corporate subsidiaries organized under the provisions of chapter 617, upon the prior approval of the Board of Directors, as necessary, to fulfill its mission.

C. In addition to the powers and duties prescribed in Chapter 617, and the Articles and Bylaws adopted under that Chapter, the Corporation shall have the power, directly or through contract, to accomplish the objectives listed in Subsections (7)(a) and (7)(b) of Section 381.0271, Florida Statutes (2004).

D. The Corporation shall, as required by Subsection (9) of Section 381.0271, Florida Statutes (2004), seek private sector funding and apply for grants to accomplish its goals and duties.

Article 5. Limitations

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 3 hereof.

B. 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.

C. Notwithstanding any other provision of these Amended and Restated Articles, 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or

(b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 6. Board of Directors

The Corporation shall be governed by a Board of Directors whose Members shall be consistent with Subsection (4) of Section 381.0271, Florida Statutes (2004) as amended.

Article 7. Officers and Chief Executive Officer

A. The Board of Directors shall elect a Chair, Vice-Chair, Secretary and Treasurer from among its Members and may elect such other corporate officers as the Board shall deem necessary, who shall exercise such powers and perform such duties as shall be determined by the Board.

B. The Corporation may engage a Chief Executive Officer, who shall see that all orders and resolutions of the Board are carried into effect.

Article 8. Committees

A. The Board may establish ad hoc or Standing Committees to perform any and all duties assigned by the Board.

B. In addition to any other Committees the Corporation may establish, the Corporation shall establish the following Advisory Committees: Scientific Research, Technology, Health Care Provider, Health Care Consumer, State Agency, Litigation Alternatives and Education Advisory Committee.

Article 9. Bylaws

Bylaws shall be adopted, altered, amended or repealed by the Board of Directors of the Corporation. The Bylaws may contain any provision for the regulation and management of

the affairs of the Corporation not inconsistent with Florida law or the Amended and Restated Articles of Incorporation.

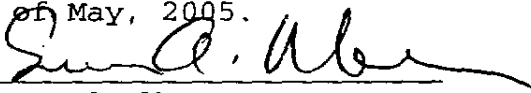
Article 10. Registered office and agent

The street address of the registered office of the Corporation is 2722 Waterford Glen Court, Tallahassee, Florida 32312, and the name of the registered agent of the Corporation at that address is its Chief Executive Officer, Susan A. Moore.

Article 11. Distribution of surplus on liquidation

Upon the dissolution of this Corporation, assets shall be distributed for one or 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 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has hereunto fixed her signature this 2nd day of May, 2005.

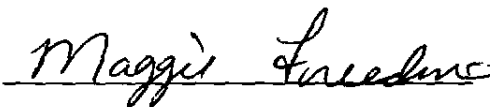

Susan A. Moore
Chief Executive Officer
Florida Patient Safety Corporation

STATE OF FLORIDA)
COUNTY OF LEON SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Susan A. Moore, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of May, 2005.

Notary Public



My Commission Expires:

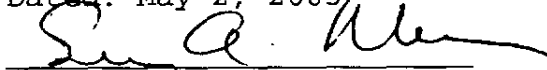


Maggie Freedman
MY COMMISSION # 00231578 EXPIRES
July 13, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Susan A. Moore, hereby accept appointment as the registered agent of Florida Patient Safety Corporation.

Dated: May 2, 2005

A handwritten signature in dark ink, appearing to read "Susan A. Moore", is written over a horizontal line.

Susan A. Moore
Chief Executive Officer
Florida Patient Safety Corporation