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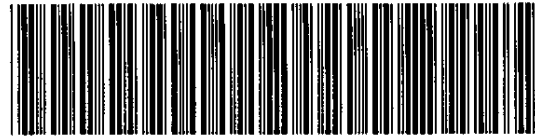
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June 10, 2009

**Hand Delivery**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re:   Name of Corporation:   Florida Patient Safety Corporation  
      Document Number:     N04000008167  
      Enclosed for Filing:   Second Amended and Restated Articles of  
                                  Incorporation

Ladies and Gentlemen:

The enclosed original and a duplicate original of this letter and Second Amended and Restated Articles of Incorporation ("Articles") of Florida Patient Safety Corporation ("Corporation") and fee are submitted. Please return a date-stamped original Articles and letter to me for my files.

Please return all correspondence concerning this matter to:

James M. Barclay  
Akerman Senterfitt  
106 East College Avenue  
Suite 1200

Tallahassee, Florida 32301  
Email: James.Barclay@Akerman.com

For further information concerning this matter, please call James M. Barclay at 850-224-9634.

Also enclosed is a check for the \$35 filing fee payable to the Florida Department of State.

No changes to the Corporation's name, principal office address, mailing address, registered agent, registered office, officers or directors are made by these Articles.

Changes made to the Articles are as follows:

1. References to statutory dates were updated from 2005 to 2008 where ever they appeared.
2. In Article 3 B, references to enabling legislation were deleted and our description as a "federally certified Patient Safety Organization" was inserted.
3. In Article 3 C and where ever they appeared, references to "Florida" and "in this state" were deleted. "Operating a federally certified Patient Safety Organization" was inserted. References to working with patient safety centers were deleted. In Article 3 D, consistent with recommendations of the task force, an aspirational goal of striving to retain the mission, vision and values articulated in previous Articles of Incorporation is stated.
4. Article 4, language required by implementing legislation was deleted.
5. Article 6 was revised to provide for 3 board members with expertise in patient safety and who are primary stakeholders in patient safety such as, but not limited to, medical schools, health insurers, health maintenance organizations, medical malpractice insurers, health care coalitions, hospitals, physicians, nurses, dentists, pharmacists and consumers. References to implementing legislation was deleted.

Amendment Section

June 10, 2009

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6. Article 8 was revised to delete references to Advisory Committees and language referencing implementing legislation.

No additional articles are added.

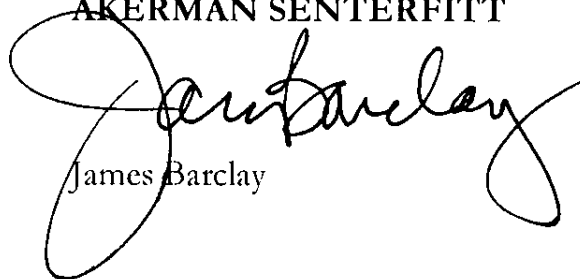
The Articles were adopted by vote of the Board of Directors of the Corporation by written consent without meeting June 8, 2009, pursuant to Section 617.0821, Florida Statutes, there being no Members of the Corporation.

There is no change to the registered agent of the Corporation as a result of these Articles.

Thank you in advance for your attention to these Articles.

Sincerely,

**AKERMAN SENTERFITT**

A large, stylized handwritten signature in black ink, appearing to read "James Barclay".

James Barclay

Enclosures:

Original and duplicate original Articles

Duplicate original of this letter

\$35 filing fee check

Second Amended and Restated Article of  
Incorporation of

**FLORIDA PATIENT SAFETY CORPORATION**

Pursuant to Subsection (1)(b) of Section 617.1002, Florida Statutes (2008), the following Second Amended and Restated Articles of Incorporation of Florida Patient Safety Corporation, hereafter "Corporation", were adopted by vote of the directors by written consent without meeting June 8, 2009, pursuant to Section 617.0821, Florida Statutes, 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 current 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

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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. The Corporation is a federally certified 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 operating a federally certified Patient Safety Organization and serving as a learning organization dedicated to assisting health care providers improve the quality and safety of health care rendered, to reduce harm to patients, and to promote the development of a culture of patient safety. The Corporation shall not regulate health care providers.

D. The Corporation shall strive to retain the mission, vision and values articulated in previous Articles of Incorporation.

#### **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.

## **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 consisting of at least 3 Members with expertise in patient safety who reflect interests of primary stakeholders in patient safety such as, but not limited to, medical schools, health insurers, health maintenance organizations, medical malpractice insurers, health care coalitions, hospitals, physicians, nurses, dentists, pharmacists and consumers.

## **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**

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

## **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 Second 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 Director has hereunto fixed her signature this 10<sup>th</sup> day of June, 2009.



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Lori Parham  
Director  
Florida Patient Safety  
Corporation