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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SPACE COAST HEALTH FOUNDATION, INC.**

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FOURTH AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

SPACE COAST HEALTH FOUNDATION, INC.

(a corporation not-for-profit)

The Articles of Incorporation of Space Coast Health Foundation, Inc. (the "Corporation") were originally adopted on August 13, 1984. By action of the Board of Directors, the Articles of Incorporation were amended on April 16, 1990 ("Amended Articles"), February 21, 1992 ("Second Amended Articles"), June 7, 1994 ("First Amendment to Second Amended Articles"), September 18, 2000 ("Second Amendment to Second Amended Articles"), May 16, 2001 ("Third Amendment to Second Amended Articles"), and effective October 1, 2010 ("Third Amended and Restated Articles"). The Directors of the Corporation now desire to amend and restate the Articles of Incorporation pursuant to Section 617.1007 of the Florida Statutes in their entirety to read as follows:

ARTICLE I – NAME

The name of this Corporation is Space Coast Health Foundation, Inc.

ARTICLE II – PURPOSES

The Corporation is organized as a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes. It shall be organized, and at all times thereafter operated in perpetuity, exclusively for charitable, educational or scientific uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

In furtherance of such purposes, the Corporation shall have the full power and authority to perform all acts necessary or incidental to such purposes and do whatever is deemed

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necessary, useful, advisable or conducive, directly or indirectly, to carry out any purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of Chapter 617 of the Florida Statutes, and the laws of the State of Florida generally.

Notwithstanding the foregoing or any other provision of these Articles of Incorporation or the Bylaws of the Corporation:

A. No part of the net earnings of this 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 in furtherance of the purposes set forth above.

B. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as and to the extent permitted pursuant to an election made under Section 501(h) of the Code, as amended, or the corresponding provision of any future United States revenue statute), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. This 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 Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Code, the Corporation: (a) shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code; (b) shall not

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engage in any act of self-dealing as defined in Section 4941(d) of the Code; (c) shall not retain any excess business holdings as defined in 4943(c) of the Code; (d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and (e) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE III – DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Corporation by transferring such assets to an organization or organizations organized and operated exclusively for charitable, scientific, educational, religious or literary purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE IV – MEMBERS

The Corporation shall have no Members. The business and affairs of the Corporation will be managed and governed by the Board of Directors that will be organized and function according to the Articles of Incorporation and Bylaws of the Corporation, each as may be amended from time to time.

ARTICLE V – TERM

The term of this Corporation shall be perpetual.

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ARTICLE VII – BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

ARTICLE IX – BYLAWS AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be amended, altered, restated, or repealed only by an absolute supermajority vote of two-thirds (2/3) of all Directors. Written notice of the amendment, alteration, restatement, or repeal of the Bylaws shall, consistent with the notice provisions in the Bylaws of the Corporation, be given to the members of the Board of Directors ten (10) days prior to the meeting at which such amendment, alteration, restatement, or repeal shall be considered.

ARTICLE X – AMENDMENTS

These Articles of Incorporation shall be amended, altered, restated, or repealed only by an absolute supermajority vote of two-thirds (2/3) of all Directors. Written notice of the amendment, alteration, restatement, or repeal of the Articles of Incorporation shall, consistent with the notice provisions in the Bylaws of the Corporation, be given to the members of the Board of Directors ten (10) days prior to the meeting at which such amendment, alteration, restatement, or repeal shall be considered.

ARTICLE XI – INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

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IN WITNESS WHEREOF, the undersigned has executed these Fourth Amended and Restated Articles of Incorporation this 31 day of MAY, 2016.

SPACE COAST HEALTH FOUNDATION,
INC.

By: 

James Dwight, Chair of the Board

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**OFFICER'S CERTIFICATE TO ACCOMPANY
FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SPACE COAST HEALTH FOUNDATION, INC.**

I, James Dwight, being the duly elected, qualified and acting Chair of the Board of Space Coast Health Foundation, Inc., a Florida not for profit corporation, hereby certify in accordance with Section 617.1007 of the Florida Statutes that there are no members of the Corporation and that the Fourth Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were duly adopted and approved by the Board of Directors of the Corporation on March 23, 2015, in compliance with the Articles of Incorporation of the Corporation and Section 617.1002 of the Florida Statutes.

IN WITNESS WHEREOF, I have subscribed my name as Chair of the Board pursuant to lawful corporate authority, on this 31 day of MAY, 2016.

SPACE COAST HEALTH FOUNDATION,
INC.

By: 

James Dwight, Chair of the Board

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