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P. 1/8
Page 1 of 1

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FLORIDA
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Spectrum Health Care Foundation, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SPECTRUM HEALTH CARE FOUNDATION, INC.
(A Florida Not For Profit Corporation)

The undersigned forms a not for profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certifies as follows:

ARTICLE I

NAME

The name of this Corporation (hereinafter called the "Corporation") is "SPECTRUM HEALTH CARE FOUNDATION, INC."

ARTICLE II

OFFICE AND REGISTERED AGENT

The address of the principal office is 5300 East Avenue, West Palm Beach, Florida 33407; the address of the registered office is One North Clematis Street, Suite 500, West Palm Beach, Florida 33401, and the name of the registered agent at such address is Edward J. Hopkins.

ARTICLE III

PURPOSES OF CORPORATION

3.1 PURPOSES

The purposes of the Corporation shall be:

3.1.1(a) The general purposes for which the Corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or corresponding provisions of any subsequent Federal tax laws (the "Code"), including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations as permitted under Section 509(a)(3) of the Code.

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3.1.1(b) The specific purpose for which the Corporation is formed is to operate exclusively for the benefit of, to perform the functions of, to carry out the purposes of, and support and encourage the provision of health, hospice and palliative care services by providing financial assistance to, Spectrum Health, Inc., a tax-exempt charitable organization under Section 501(c)(3) and a non-private foundation under Section 509(a)(3) of the Code, and its affiliates, including, but not limited to, Hospice of Palm Beach County, Inc., a tax-exempt charitable organization under Section 501(c)(3) and non-private foundation under Section 509(a)(1) of the Code (collectively, the "Supported Organizations");

3.1.2 To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, loan, sell, convey and otherwise dispose of all such property in furtherance of the objectives and purposes of this Corporation;

3.1.3 To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes; and

3.1.5 To engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of Florida, subject to the limitations set forth in Section 3.2 of Article III of the Corporation's Articles of Incorporation.

3.2 LIMITATIONS

The Corporation shall at all times be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Supported Organizations; and shall be operated, supervised or controlled by the Supported Organizations.

The Corporation is organized as a not for profit corporation and no part of the income of said Corporation shall ever be distributed to any Director or Officer or any private individual, provided, however, the Corporation may make payments and distributions in furtherance of the purposes set forth in Article III hereof and reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation 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, or corresponding provisions of any subsequent Federal tax laws. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws. The Corporation shall not make any taxable expenditures as

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defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal Tax Laws.

Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, (ii) by an organization qualified under Section 509(a)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, (iii) by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as may be hereafter amended, or (iv) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE IV

POWERS

The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the Corporation, and limited only by the restrictions set forth in these Articles of Incorporation.

ARTICLE V

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VI

MEMBERSHIP

The Corporation shall have a membership distinct from the Board of Directors. The Corporation shall have a Sole Member, namely, Spectrum Health, Inc., a Florida not for profit corporation as described in Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws. The Sole Member shall have such rights and powers provided voting members from time to time by the Florida Not For Profit Corporation Act and such duties and responsibilities as are provided in the Bylaws of the Corporation.

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ARTICLE VIIINCORPORATOR

The name and residence address of the incorporator of this Corporation is as follows:

Edward J. Hopkins
One North Clematis Street
Suite 500
West Palm Beach, Florida 33401

ARTICLE VIIIBOARD OF DIRECTORS

The affairs of this Corporation are to be managed by a Board of Directors consisting of a minimum of three (3) Directors, at least one of which will be a Director of one of the Supported Organizations; provided, however, that such number may be changed by the Sole Member in the manner set forth in the Bylaws. All Directors shall be elected and shall serve as set forth in the Bylaws of this Corporation. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation. The following individuals shall serve as the initial members of the Board of Directors until their successors are elected in the manner set forth in the Bylaws:

William E. Yeargin - Chairman; 4200 North Flagler Drive; West Palm Beach, Florida 33407

Warren W. Blanchard, Jr. - Vice Chairman; 760 U.S. Highway One, Ste. 206; North Palm Beach, Florida 33408

Phillip D. O'Connell, Jr.; 3670 Maria Theresa Ave.; West Palm Beach, Florida 33406

David A. Ralicki; 759 South Federal Highway, Suite 200; Stuart, Florida 34994

ARTICLE IXOFFICERS

The Board of Directors shall elect the following officers: President, Treasurer, and Secretary, and such other officers as the Bylaws of this Corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

David Fielding

President

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Phillip D. O'Connell, Jr. Secretary

David A. Ralicki Treasurer

The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of the Corporation.

ARTICLE X

BYLAWS

The power to make, alter, amend, repeal, or adopt the Bylaws of this Corporation shall be vested in the Board of Directors of the Corporation.

ARTICLE XI

DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to Spectrum Health, Inc. In the event Spectrum Health, Inc. is no longer in existence at such time, or for any other reason is unable or unwilling to accept any or some of the assets proposed to be distributed to it, then the Board of Directors shall dispose of such non-distributable assets to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purpose and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine to be best calculated to carry out the objects and purposes for which the Corporation is formed.

ARTICLE XII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and approved by the Sole Member in writing.

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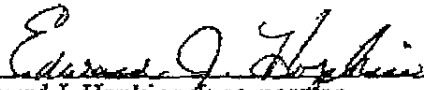
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The undersigned, being the incorporator of this Corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, has executed these Articles of Incorporation on this 11th day of November, 2005.


Edward J. Hopkins, Incorporator

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REGISTERED AGENT ACCEPTANCE

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The undersigned, being the Registered Agent appointed in Article II, hereby agrees to accept service of process for Spectrum Health Foundation, Inc. at the following address:

Edward J. Hopkins, Esq.
One North Clematis Street
Suite 500
West Palm Beach, FL 33401

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I am familiar with and accept the appointment as Registered Agent, and agree to act in this capacity.

Date: November 11th, 2005.

By: Edward J. Hopkins
Edward J. Hopkins

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