

To:
Subject

From: Katie Wonsch

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To: FL Dept. of State
Subject: 000850.77895

N05000011576

Florida Department of State
Division of Corporations
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SPECTRUM HEALTH CARE FOUNDATION, INC.

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AMENDED AND RESTATED 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 HEALTHCARE 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 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131, and the name of the registered agent at such address is Gary Davis.

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, scientific 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"),

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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.

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 and other assistance to Hospice of Palm Beach County, Inc. ("Hospice"), an organization determined to be exempt from Federal income taxation under Section 501(c)(3) of the Code and a public charity under Section 509(a)(1) of the Code, and to such other permissible beneficiaries of the Corporation within the meaning of applicable Treasury Regulations which have been organized and operate to pursue charitable and educational mission(s) generally consistent with and supportive of Hospice's mission. The Corporation is intended to be a supporting organization described in section 509(a)(3) of the Code, and shall be supervised or controlled in connection with Hospice, its supported organization, in that at least a majority of the members of the Board of Directors of the Corporation shall also constitute at least a majority of the members of the Board of Directors of Hospice.

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

3.1.4 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 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

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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.

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

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The Corporation shall have a membership distinct from the Board of Directors. The Corporation shall have a Sole Member, namely, Spectrum Health, Inc. ("Sole Member"), a Florida not for profit corporation and an organization which has applied for a determination that it is exempt from Federal income taxation under section 501(c)(3) of the Code and, like the Corporation, a public charity under section 509(a)(3) of the Code. Like the Corporation, the Sole Member will be a supporting organization of Hospice, and supervised or controlled in connection with Hospice in that at least a majority of the members of the governing board of the Sole Member shall also constitute a majority of the members of the governing board of Hospice.

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.

ARTICLE VII
INCORPORATOR

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 VIII
BOARD OF DIRECTORS

The affairs of this Corporation are to be managed by a Board of Directors, which shall consist of no fewer than seven (7) and no more than thirteen (13) Directors, as shall be established from time to time by the Board of Directors. At least a majority of the Directors of the Board of Hospice shall also serve as Directors of the Board of the Corporation and shall constitute at least a majority thereof. All Directors shall be selected 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 Board of Directors shall have the following officers: Chairperson, one or more Vice-

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Chairpersons, Secretary and Treasurer, which shall be selected and serve as set forth in the Bylaws.

ARTICLE IX
OFFICERS

Officers of the Corporation shall include the President/Chief Executive Officer and may include one or more Vice-Presidents and such other Officers appointed in accordance with the Bylaws of this Corporation. The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically set forth in the Bylaws of the Corporation. All Officers shall be selected and serve as set forth in the Bylaws of this 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 the Sole Member. In the event the Sole Member 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.

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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.

The foregoing Amended and Restated Articles of Incorporation were recommended to the members of the Board of Directors of the Corporation pursuant to resolutions adopted at a meeting of the Board of Directors of the Corporation held on November 13, 2007. The foregoing Amended and Restated Articles of Incorporation were adopted by the Sole Member of the Corporation at a meeting of the Sole Member on November 13, 2007.

IN WITNESS WHEREOF, Spectrum Healthcare Foundation, Inc. has caused these Amended and Restated Articles of Incorporation of Spectrum Healthcare Foundation, Inc. to be executed by its duly authorized officer and its corporate seal to be affixed hereto this 14 day of December, 2007.

Spectrum Healthcare Foundation, Inc.

By: 
David Fielding, President

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REGISTERED AGENT ACCEPTANCE

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

Gary Davis
McDermott, Will & Emery
201 South Biscayne Boulevard, Suite 2200
Miami, FL 33131

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

Date: November 19, 2007.

By: [Signature]
Gary Davis, P.A.
Registered Agent

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