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Blalock Walters, P.A.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TRUSTBRIDGE FOUNDATION, INC.
(A Florida Not For Profit Corporation)**

The undersigned amends and restates the Articles of Incorporation for a not for profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certified as follows:

**ARTICLE I
NAME**

The name of the Corporation is "Trustbridge 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 also 5300 East Avenue, West Palm Beach, Florida 33407, and the name of the registered agent at such address is Deborah M. Johnson.

**ARTICLE III
PURPOSES OF CORPORATION**

3.1. PURPOSES

- 3.1.1. General Purpose. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as amended or corresponding provisions of any subsequent Federal tax laws (the "Code").
- 3.1.2. Specific Purposes. The primary purpose of the Corporation is to support and encourage the provision of charitable health, hospice and palliative care services by providing financial assistance to Trustbridge, Inc., which is the sole member of the Corporation (the "Sole Member") and other entities which are controlled by or under common control of the Sole Member, each of which entities shall be an organization exempt under Section 501(c)(3) of the Code ("Tax-Exempt Organization") or an entity owned by the Sole Member and disregarded for federal income tax purposes. The secondary purpose of the Corporation is to foster, promote and provide funds to or for the benefit of Empath-Stratum, Inc., a Florida not for profit corporation ("Empath-Stratum") and other entities which are controlled by or under common control of Empath-Stratum ("Empath-Stratum Affiliates"), so long as Empath-Stratum is a Tax Exempt Organization and the Empath-Stratum Affiliates are Tax-Exempt Organizations or are entities owned by Empath-Stratum or an Empath-Stratum Affiliate which are disregarded for Federal income tax purposes, and are engaged in providing a continuum of charitable health care services to the Palm Beach and Broward County communities, including end of life services. For the avoidance of doubt, all funds provided to the Sole Member,

Empath-Stratum and Empath Stratum-Affiliates shall be used solely for the benefit of residents of Palm Beach and Broward County.

3.2. LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of any private individual; no part of the income of the Corporation shall be distributed to its Directors or officers; provided, however, that the payment of reasonable compensation for services rendered shall not be deemed a distribution of income. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or against 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 a Tax Exempt Organization, (ii) 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 (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may hereafter amended.

Notwithstanding any other provisions of these Articles, no assets of the Corporation shall be donated, distributed, applied to, paid over or otherwise used or employed in any manner which would disqualify the Corporation from being exempt from taxation as an organization described in Section 501(c)(3) of the Code.

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, as the same from time to time may be amended, and may possess, including the power to use, distribute, contribute, expend, donate, apply and appropriate all of its property and assets, and all proceeds and avails thereof, and income and profit derived therefrom, exclusively for charitable purposes; provided, however, the Corporation shall not engage in any business which would disqualify it from being exempt from taxation under Section 501(a) of the Code.

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, Trustbridge, Inc. ("Sole Member"), a Florida not for profit corporation and an organization which is a Tax Exempt Organization.

The Sole Member shall have such rights and powers provided hereunder and 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 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 thirty three (33) Directors, as shall be established from time to time by the Board of Directors. 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.

ARTICLE VIII OFFICERS

Officers of the Corporation shall include the President, Chair, Secretary and Treasurer and may include such other Officers appointed in accordance with the Bylaws of the 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 the Corporation.

ARTICLE IX 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, subject to review and approval in writing by the Sole Member.

ARTICLE X DISSOLUTION

Upon the dissolution of the Corporation, the Corporation Board of Directors shall, after paying or making provision for the payment of all of its liabilities of the Corporation, dispose of all of the assets of the Corporation, including both restricted and unrestricted assets, as follows:

10.1. By transferring such assets to the Sole Member to support the mission and programs of Sole Member and the other tax-exempt affiliates of Sole Member providing services in Palm Beach and Broward Counties, or as otherwise previously restricted by the donor of any restricted assets, or

10.2. If Sole Member is no longer a validly existing Tax Exempt Organization, by transferring such assets to any Tax Exempt Organization that is the legal successor to Sole Member with a similar purpose or mission, or

10.3. If a legal successor of Sole Member does not exist or if such successor is no longer a validly existing Tax Exempt Organization, by transferring such assets to Empath-Stratum, or

10.4. If Empath-Stratum is no longer a validly existing, Tax Exempt Organization, by transferring such assets to any Tax Exempt Organization that is the legal successor to Empath-Stratum with a similar purpose or mission to Sole Member, including, without limitation, any affiliate of the Sole Member which is a Tax Exempt Organization, or

10.5. If a legal successor of Empath-Stratum does not exist or if such successor is no longer a validly existing Tax-Exempt Organization, by transferring such assets to any Tax-Exempt Organization operating within Palm Beach and Broward Counties with a similar purpose or mission to Sole Member, including, without limitation, any affiliate of Sole Member which is a Tax Exempt Organization, or

10.6. If there is no such entity which is a Tax Exempt Organization of similar purpose or mission operating within Palm Beach County and Broward County and if none of the affiliates of the Corporation are validly existing Tax Exempt Organizations, by transferring such assets to one or more Tax Exempt Organizations with a similar purpose or mission as the Sole Member.

Any such assets not so disposed or shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively to such Tax Exempt Organizations as the Court shall determine, with the Attorney General of the State of Florida (or its equivalent) being given notice of the action and the right to be heard.

ARTICLE XI AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may only be made by a resolution adopted by the Corporation's Board of Directors and approved by the Sole Member's Board of Directors.

The foregoing Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation pursuant to resolutions adopted at a meeting of the Board of Directors of the Corporation held on March 18, 2024. The foregoing Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Sole Member at a meeting of the Board of Directors of the Sole Member on March 21, 2024.

IN WITNESS WHEREOF, Trustbridge, Inc. has caused these Amended and Restated Articles of Incorporation of Trustbridge, Inc. to be executed by its duly authorized officer this 18th day of March, 2024, effective April 1, 2024.

TRUSTBRIDGE FOUNDATION, INC.

By: Christopher Callahan
Christopher Callahan, Board Chair

ATTEST:

Dari M. Bowman
Dari Bowman, Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Christopher Callahan, to me personally known to be the individual described in and who has executed the foregoing Amendment as the Chair of the Board of Directors of Trustbridge Foundation, Inc., and Dari Bowman, to me personally known to be the individual described in and who has executed the foregoing Amendment as the Secretary of the Board of Directors of Trustbridge Foundation, Inc., and they acknowledged before me that they executed the same for the purposes therein expressed pursuant to duly adopted corporate resolution.

IN WITNESS WHEREOF, I have hereunto affixed by hand and seal at West Palm Beach Florida, this 29th day of March, 2024.

Gall Saunders
Notary Public, State of Florida



Gall Saunders
Notary Public
State of Florida
Comm# HH099373
Expires 6/26/2025

JOINDER AND CONSENT OF SOLE MEMBER

Trustbridge, Inc., a Florida not for profit corporation, the sole Member of Trustbridge Foundation, Inc., hereby joins in and consents to the foregoing Articles of Amendment as required under the Corporation's Amended and Restated Articles of Incorporation.

TRUSTBRIDGE, INC.,
a Florida not for profit corporation

By: Tarrah Lowry
Tarrah Lowry, COO