

NO6476

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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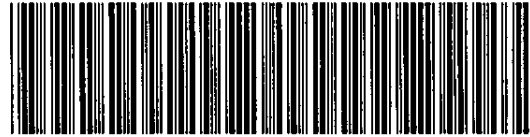
(Business Entity Name)

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13 JUL 15 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **M.M.H.C. Holding Corporation**

DOCUMENT NUMBER: **N06476**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Kevin M. Crain**

(Name of Contact Person)

**MMHC Holding Corporation**

(Firm/ Company)

**11031 NE 6th Avenue**

(Address)

**Miami, Florida 33161**

(City/ State and Zip Code)

**cboyett@banyanhealth.org**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Kevin M. Crain**

(Name of Contact Person)

at **305 984-8002**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|---|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

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

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

13 JUL 15 AM 10:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**M.M.H.C. HOLDING CORPORATION**

(Name of Corporation as currently filed with the Florida Dept. of State)

**N06476**

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

**N/A**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address MUST BE A STREET ADDRESS)

**N/A**

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

**N/A**

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

**N/A**

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	<u>N/A</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

See Attachment E.

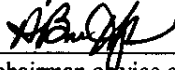
The date of each amendment(s) adoption: June 11, 2013

Effective date if applicable: July 1, 2013  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 6/28/13

Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

H. Bruce Hayden

(Typed or printed name of person signing)

President & CEO

(Title of person signing)

**ATTACHMENT E  
TO  
ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
M.M.H.C. HOLDING CORPORATION**

The following are amendments to the Articles of Incorporation ("Articles") of M.M.H.C. Holding Corporation (the "Corporation"):

1. Article 2.D. (Purpose) of the Articles is hereby deleted in its entirety and replaced with the following:

"In the event of dissolution of the Corporation, or termination of its affairs, the Board of Directors shall, after paying or making provisions for payment of all its liabilities, distribute all the assets to Banyan Community Health Foundation, Inc. (formerly known as Banyan Health Systems, Inc.), as long as Banyan Community Health Foundation, Inc. (formerly known as Banyan Health Systems, Inc.), continues to qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding provisions of any future United States Internal Revenue Law. In the event Banyan Community Health Foundation, Inc. (formerly known as Banyan Health Systems, Inc.), no longer exists or no longer qualifies under Section 501 (c)(3), then the Board of Directors shall distribute the remaining assets to an organization or organizations which would then qualify under Section 501 (c)(3). No individual shall be entitled to share in the distribution of any of the assets upon dissolution or termination."

2. Article 4 (Member) of the Articles is hereby deleted in its entirety and replaced with the following:

"The member or members of the Corporation shall be as prescribed from time-to-time in the Bylaws of the Corporation."