N06560

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99 JUL 26 AM 9:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 21, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Indian River Memorial Hospital, Inc., a Florida not-for-profit corporation
Document/Charter #: N06560

500002941735--4
-07/26/99--01142--015
*****43.75 *****43.75

Dear Representative:

Enclosed for filing with your office please find an original Certificate of Amendment of Articles of Incorporation for Indian River Memorial Hospital, Inc., a Florida not-for-profit corporation.

A check in the amount of $43.75, representing payment of the following fees, is also enclosed:

1.	Filing Fee	35.00
2.	Certified Copy	8.75
	Total	**$ 43.75**

Enclosed is an extra copy of the Certificate of Amendment of Articles of Incorporation to provide our office with a certified copy once the Amendment has been filed.

Should you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Sheila Hostetler

Sheila Hostetler
Assistant to William J. Stewart, Esquire

sh
Enclosures

cc: File

Amend C. SHEPARD JUL 26 1999

FILED
99 JUL 26 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

INDIAN RIVER MEMORIAL HOSPITAL, INC.
A Florida Not-For-Profit Corporation

INDIAN RIVER MEMORIAL HOSPITAL, INC., under its corporate seal and acting by its President and Secretary, does hereby certify that at a meeting held on March 24, 1999, at least three-quarters (3/4) of the members of the Board of Directors of the corporation consented to the Articles of Incorporation being amended as hereinafter set out and that on April 5, 1999, a majority of the Board of Trustees of the Indian River County Hospital District, a Special Taxing District, located in Indian River County, Florida consented to the Articles of Incorporation being amended as hereinafter set out. There are no members entitled to vote on the amendment.

WHEREFORE, it is herewith certified that INDIAN RIVER MEMORIAL HOSPITAL, INC., a not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, has and does amend its Articles of Incorporation heretofore filed in the office of the Secretary of State of the State of Florida as to Article IV, VII, VIII, and X thereof, so that Article IV, VII, VIII, and X of said Articles of Incorporation shall read as follows:

ARTICLE IV

Membership

The Corporation shall be organized as a nonstock, membership corporation. Those individuals who are the duly elected or designated Directors of the Corporation shall be the members of the Corporation.

ARTICLE VII

Directors

7.1 Number. The affairs of the Corporation are to be managed by a Board of Directors consisting of sixteen (16) members.

7.2 Composition. The Board of Directors of the Corporation shall consist of twelve (12) Independent Directors, which term shall be defined in the Bylaws, the President of the Corporation, the Chief of the Medical Staff of the Corporation, and the Vice Chief of the Medical Staff of the Corporation, each serving ex officio, and the elected representative of the Medical Staff of the Corporation. Nine (9) Independent Directors shall be elected by the Board of Directors and three (3) Independent Directors shall be designated by the Board of Trustees of the Indian River County Hospital District, in the manner set forth in the Bylaws. The elected representative of the Medical Staff of the Corporation shall be elected by the Medical Staff of the Corporation in the manner set forth in the Bylaws.

7.3 Powers. 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

8.1 **Number**. The Officers of the Corporation shall be a Chairman, Vice Chairman, Secretary, Treasurer, and President, who shall be elected for terms of one (1) year by the Board of Directors at its annual meeting in the manner set forth in the Bylaws. One individual may hold both the offices of Secretary and Treasurer concurrently, and the Corporation may, at the discretion of the Board, provide for different categories of Officers, and may have additional Officers, including, without limitation, one or more Vice Presidents, Assistant Secretaries and/or Assistant Treasurers.

8.2 Powers and Duties. 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

Amendments

Amendments to these Articles of Incorporation may be made and adopted only by the vote of at least three quarters (3/4) of the voting members of the Board of Directors of the Corporation and with the approval of the Board of Trustees of the Indian River County Hospital District. Amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Department of State and all filing fees paid.

And that Article XII is added to read as follows:

ARTICLE XII

Principal Office of the Corporation

The street and mailing address of the principal office of the Corporation is 1000 36th Street, Vero Beach, Florida 32960.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be executed in its name by its President, attested by its Secretary and its corporate seal hereto affixed, by due authority, this 19th day of July, 1999.

INDIAN RIVER MEMORIAL HOSPITAL, INC.

BY: ______________________
Jeffrey L. Susi, President

ATTEST:

BY: ______________________
Franklin H. Cox, M.D., Secretary

(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JEFFREY L. SUSI, the President of INDIAN RIVER MEMORIAL HOSPITAL, INC. and FRANKLIN H. COX, M.D., Secretary of INDIAN RIVER MEMORIAL HOSPITAL, INC., who:

☐ have produced ______________________ as identification; or

☑ are personally known to me

to be the person(s) who are named in the foregoing instrument and that they jointly and severally acknowledged executing the same freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of July, 1999.

Marilyn Antonellis

Notary Public, State of Florida at Large
My commission Expires 9/16/00

NOTARY SEAL

STATE OF FLORIDA NOTARY PUBLIC
MARILYN ANTONELLIS
My Comm Exp. 9/16/2000
No. CC 756866
[✓] Personally Known [ ] Other I.D.