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INDIAN RIVER MEMORIAL HOSPITAL, INC.**

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EFFECTIVE DATE
Jan 1, 2019

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INDIAN RIVER MEMORIAL HOSPITAL, INC.

A Florida Not-For-Profit Corporation

In compliance with Chapter 617, F.S., (Not for Profit)

These Amended and Restated Articles of Incorporation, which did not require member approval pursuant to Article X of the Corporation's original Articles of Incorporation and Florida law, were approved and adopted by the vote of at least three quarters (3/4) of the voting members of the Board of Directors and with the approval of the Board of Trustees of the Indian River County Hospital District.

ARTICLE I
Name and Address

The name of the Corporation shall be: INDIAN RIVER MEMORIAL HOSPITAL, INC. The street and mailing address of the principal office of the Corporation is 1000 36th Street, Vero Beach, Florida 32960.

ARTICLE II
Purpose

The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer or individual. It shall not have the power to issue certificates of stock or declare dividends.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3), or by a corporation qualified as a public charity under Section 509(a), of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). Without in any way limiting the foregoing general purpose, the specific purpose of the Corporation shall be to establish, maintain or operate a Hospital, other health care facilities, and/or home care provider(s), with permanent facilities for diagnosis and treatment of both in-patients and out-patients and to provide such medical services; to conduct educational activities related to care of the sick and injured or to the promotion of health, to develop efficient and practical arrangements for the provision of extended care and other categories of long-term services through an effective transfer agreement; to utilize home care services whenever feasible; to foster the teaching function of the Hospital in cooperation with other health care and educational institutions and thereby assist the community

served by the Hospital in meeting its responsibility; to provide orientation and in-service training programs so that Hospital personnel maintain their skills and learn of new developments in the health field and for any and all other lawful purpose or purposes for which a non-profit Corporation may be organized; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable and educational purposes other than as an insubstantial part of its activities.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to The Cleveland Clinic Foundation, an Ohio nonprofit corporation and an exempt organization under Section 501(c)(3) of the Code. In the event that The Cleveland Clinic Foundation does not qualify, or is not then in existence, or to the extent that it may be prohibited by State law from owning certain assets of the Corporation, the Corporation's property shall be conveyed or distributed to the County of Indian River, a political subdivision of the State of Florida.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III 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, limited only by the restrictions set forth in these Articles of Incorporation. Such powers shall include, but not be limited to, the power to sue and be sued, to contract and be contracted with, and to acquire, purchase, hold, lease, sell, mortgage and convey such real and personal property as the Board may deem proper or expedient to carry out the purposes of the Corporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE IV Membership

The Corporation shall be organized as a nonstock, membership corporation. Cleveland Clinic Florida Regional Health System Nonprofit Corporation, a Florida not-for-profit corporation shall be the sole member of the Corporation.

ARTICLE V Term

The term of the Corporation shall be perpetual.

ARTICLE VI
Incorporators

The names and addresses of the initial subscribers to these Articles of Incorporation and Incorporators of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Don Ames, M.D.	777 37th Street Vero Beach, FL 32960
Mr. J.B. Egan, III	4631 9th Place Vero Beach, FL 32960
Mr. Alan C. Guy	1000 36th Street Vero Beach, FL 32960
Mr. Ronald Hudson	3855 47th Street Vero Beach, FL 32960
Mr. John K. Moore	Post Office Box 3308 Vero Beach, FL 32964-3308
Ms. Garnett Radin	2145 17th Avenue Vero Beach, FL 32960
Mr. Danforth K. Richardson	Post Office Box 370 Vero Beach, FL 32961
Broadus Sowell, M.D.	2300 5th Avenue Vero Beach, FL 32960
Mr. Jim Thompson	3360 Buckinghammock Trail Vero Beach, FL 32960
Mr. William G. Whyte	491 Sea Oak Drive John's Island Vero Beach, FL 32963
Mr. Charles C. Wurmstedt	450 Beach Road. Apartment 320 John's Island Vero Beach, FL 32960

ARTICLE VII
Directors

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the

Bylaws. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Amended and Restated Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit

ARTICLE VIII
Amendments

Amendments to these Articles of Incorporation may be made and adopted only by the sole member. 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.

ARTICLE IX
Registered Agent and Registered Office

The street address of the Registered Office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the Registered Agent at such address is C T Corporation System.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

C T Corporation System

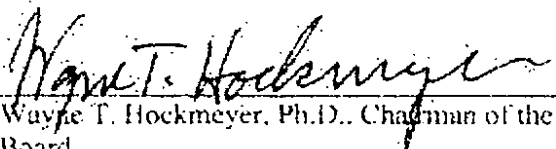
By: 
Name: James M. Halpin
Title: Assistant Secretary

ARTICLE X
Effective Date

These Amended and Restated Articles of Incorporation shall be effective as of January 1, 2019.

[Signature to Follow]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of this 20th day of December, 2018.



Wayne T. Hockmeyer, Ph.D., Chairman of the
Board