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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALL CHILDREN'S HOSPITAL FOUNDATION, INC.

These Amended and Restated Articles of Incorporation (as amended and/or restated from time to time in accordance with Article IX) (the "Articles") of All Children's Hospital Foundation, Inc. (the "Foundation"), a not for profit corporation under the laws of the State of Florida, are adopted and filed pursuant to the provisions of Section 617.1007, Florida Statutes, as amended, and have been duly authorized, approved and adopted by the sole member at a special meeting thereof regularly called on March 24, 2011. These Articles shall be effective upon the date of filing with the Secretary of State of Florida.

All amendments included in these Articles have been adopted pursuant to Sections 617.1007 and 617.1002, Florida Statutes, and there is no discrepancy between the Articles of Incorporation of All Children's Hospital Foundation, Inc., as heretofore amended and the provisions of these amended and restated Articles, other than the inclusion of amendments adopted pursuant to Sections 617.1007 and 617.1002, Florida Statutes, as amended.

ARTICLE I

NAME

The name of the Foundation is All Children's Hospital Foundation, Inc.

ARTICLE II

DURATION

The term of duration of the Foundation shall be perpetual.

ARTICLE III

PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purposes. The Foundation is organized and shall be operated exclusively for charitable, educational and scientific purposes, and not for pecuniary profit, and to the extent consistent with such purposes, the Foundation is organized and shall be operated exclusively to support, make contributions to, or confer benefits on, All Children's Hospital, Inc. (the "Hospital"), All Children's Research Institute, Inc. ("ACRI"), All Children's Health System, Inc. (the "Member"), Pediatric Physician Services, Inc. ("PPS"), West Coast Neonatology, Inc. ("WCN"), or Kid's Home Care, Inc. ("KHC"), so long as such organization or organizations qualifies as an organization exempt from federal income taxation 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 (the "Code") and the Treasury Regulations issued thereunder.

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Section 3.2. Limitations. No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3.1. of this Article. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501 (c) (3) of the Code; or (b) by an organization contributions to which are deductible under Section 170 (c) (2) of the Code.

Section 3.3. Dissolution. Upon the dissolution of the Foundation, the Board of Trustees shall distribute the assets of the Foundation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Foundation, and after the return, transfer, or conveyance of assets which are held by the Foundation under a condition requiring their return, transfer or conveyance by a reason of dissolution, shall distribute all of the assets of the Foundation exclusively for the purposes of the Foundation, to the Hospital, ACRI, the Member, PPS, WCN, or KHC, or, if not in existence, to such other organization or organizations organized for charitable, educational or scientific purposes and having its or their principal place of business in Pinellas County, Florida, as the Board of Trustees shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501 (c) (3) of the Code.

ARTICLE IV

POWERS

Subject to the restrictions and limitations set forth in Article III and the reserved powers of the Member set forth in Article V, the Foundation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the Foundation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge or all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real of personal property, or any interest therein, wherever situated; to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein; to sell convey, mortgage, grant security interests in, pledge,

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lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Foundation is organized, including the power to make guaranties when deemed by the Board of Trustees to be in furtherance of such purpose or purposes.

ARTICLE V

MEMBERSHIP

Section 5.1. Nonstock Basis. The Foundation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

Section 5.2. Member. The Foundation shall have one member, which shall be All Children's Health System, Inc.

Section 5.3. Reserved Powers of the Member. The Member shall have those powers conferred on a member by Florida law. In addition, the Foundation may not take any of the following actions without the prior written approval of the Member:¹

- (i) Changes in the mission of the Foundation.
- (ii) Amendments to the bylaws of the Foundation or to these Articles.
- (iii) Dissolution or liquidation of the Foundation.
- (iii) Merger or consolidation of the Foundation including transfer of all or substantially all of the Foundation's assets.
- (v) Adoption of the annual operating and annual capital budgets of the Foundation.
- (iv) Incurrence of any new debt or any unbudgeted capital expenditure of more than \$100,000, except in the case of an emergency (and after which the Foundation shall seek ratification of the Member for any emergency debt or expenditure).
- (vii) Approval of the Foundation's strategic plans and amendments thereto.

¹ As provided in the Member's bylaws, the approval of the Member for any of the matters described in Section 5.3 shall require the ratification of The Johns Hopkins Health System Corporation.

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- (v) Approval of future affiliations between the Foundation and any third party which, directly or indirectly, involve the use of the Foundation's name or the All Children's Hospital or All Children's Health System name or publicly associates the Foundation, the Member or the Hospital with any third party.
- (ix) Participation (either directly or through any subsidiary organization) in any networks with a material financial impact on the Foundation, the Member or the Hospital (other than those in which the Foundation participates as of March 31, 2011).
- (x) Approval of the execution of or amendments to the articles of incorporation, bylaws, operating agreements or other organizational documents of any subsidiary organization.
- (xi) Approval of the election of directors or trustees to any subsidiary organization or approval of the exercise of any other powers conferred on the Foundation by a subsidiary organization.
- (xii) Appointment and annual reappointment of any elected corporate or Board officers of the Foundation.

Section 5.4. Reserved Power of the Hospital. The Foundation may not transfer any assets to entities or individuals other than the Hospital, ACRI, the Member, PPS, WCN, or KHC without the prior written approval of the Hospital, acting through its Board of Trustees.

ARTICLE VI

BOARD OF TRUSTEES

Section 6.1. Board of Trustees. All corporate powers shall be exercised by or under the authority of, and the affairs of the Foundation shall be managed under the direction of, the Board of Trustees, except as otherwise provided by law or in the Articles or the bylaws of the Foundation.

Section 6.2. Number and Election. The number of trustees constituting the Board of Trustees shall be thirty (30). The number of trustees may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than three. The trustees, including any ex officio trustees who may be provided for in the bylaws of the Foundation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the Foundation.

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ARTICLE VII

INDEMNIFICATION

Subject to the bylaws, the Board of Trustees is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VIII

BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Foundation and the exercise of its corporate powers, shall be adopted and may be changed, amended, and repealed only with the approval of the Member.

ARTICLE IX

AMENDMENTS

These Articles and the bylaws of the Foundation may be amended only by the Board of Trustees with the approval of the Member.

ARTICLE X

INITIAL AND PRESENT REGISTERED OFFICE AND REGISTERED AGENT

Section 10.1. The street address of the initial registered office of the Foundation is 801 Sixth Street South, St. Petersburg, Florida, 33701, and the name of its initial registered agent at such address is J. Dennis Sexton.

Section 10.2. The street address of the present registered office of the Foundation is 501 Sixth Avenue South, St. Petersburg, Florida, 33701, and the name of its present registered agent at such address is Gary A. Carnes.

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ARTICLE XI

INCORPORATOR

The name and street address of the incorporator of the Foundation is:

J. Dennis Sexton
801 Sixth Street South
St. Petersburg, Florida 33701

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were executed by the All Children's Hospital Foundation, Inc. this 30th day of March, 2011.



Gary A. Carnes, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30th day of March, 2011, by Gary A. Carnes, the President of All Children's Hospital Foundation, Inc., a Florida corporation not for profit, on behalf of the corporation.

Notary Public, State of Florida at Large



(NOTARIAL SEAL)



My Commission Expires: 8/21/14

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