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BANYAN HEALTH SYSTEMS, INC.**

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Page Count	05
Estimated Charge	\$35.00

C.COULLIETTE

MAR 29 2010

EXAMINER

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

BANYAN HEALTH SYSTEMS, INC.

(Document No. N07000000994)

1. These Amended and Restated Articles of Incorporation of BANYAN HEALTH SYSTEMS, INC. (formerly known as Banyan Community Health Foundation, Inc.), a Florida not-for-profit corporation (the "Corporation") are executed pursuant to the provisions of Sections 617.1001, 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, as amended.

2. These Amended and Restated Articles of Incorporation were duly adopted by the directors of the Corporation on December 15, 2009. The number of votes cast for this amendment and restatement was sufficient for approval. The Corporation has no members.

3. The following Amended and Restated Articles of Incorporation supersede the Corporation's Articles of Incorporation, which were originally filed with the Florida Secretary of State on January 29, 2007, and amended to date. The following shall be the Articles of Incorporation of the Corporation.

ARTICLE I
NAME

The name of the Corporation is Banyan Health Systems, Inc. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office of the Corporation is 11031 N.W. 6th Avenue, Miami, Florida 33161.

ARTICLE III
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, shall engage in all activities properly related to the foregoing, and shall be operated in accordance with the provisions of §501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, and any subsequent federal tax law (the "Code"). The Corporation shall not engage, directly or indirectly, in any activity that would prevent it from qualifying, and continuing to qualify, under § 501(c)(3) of the Code or that would be prohibited by the Florida Not For Profit Corporation Act (the "Act"). Without limiting the generality of the foregoing, the purposes of the Corporation shall include:

A. To manage, operate, maintain, support and otherwise promote the interests of Spectrum Programs, Inc. ("SPI") and Miami Behavioral Health Center, Inc. ("MBHC"), each a

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Florida not for profit corporation that is exempt from Federal taxation under §501(c)(3) of Code, and such other entities exempt from Federal taxation under §501(c)(3) of the Code as from time to time the Board of Directors of this Corporation may agree to support, in their charitable, educational and benevolent activities in the field of health care, health education and training, scientific research, health facilities, health management and other related fields;

B. To promote community awareness of the services provided by SPI, MBHC, and such other entities exempt from Federal taxation under §501(c)(3) of the Code as from time to time the Board of Directors may agree to support;

C. To own, lease, sell, exchange or otherwise deal with all property, real and personal, to be used in furtherance of these purposes;

D. To contract with other organizations, for profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes;

E. To solicit and receive cash and property by gift, devise, bequest or otherwise, and to sell, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization, exclusively for the charitable, educational and scientific purposes enumerated above; and

F. To the extent not inconsistent with the activities that may be carried on by a corporation described in §501(c)(3) of the Code, contributions to which are deductible under §170(c)(2) of the Code, the Corporation shall be empowered to do all acts and things as from time to time may be necessary or expedient as a means of accomplishing the foregoing purposes, including those things permitted by the laws of the State of Florida pertaining to Corporations not for profit, as such laws now permit as set forth in Section 617.0302 of the Act, which powers are included herein by reference, or may henceforth provide.

ARTICLE IV

NON-PROFIT COMPLIANCE

A. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation 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 Article III hereof.

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

D. Notwithstanding any other provision of these Articles, if, at any time, the Corporation is determined to be a "private foundation" within the meaning of §509(a) of the Code:

1. The Corporation shall not engage in any act of self-dealing, as defined in §4941(d) of the Code, which would cause any tax liability under §4941(a) of the Code;

2. The Corporation shall not retain any "excess business holdings," as defined in §4943(c) of the Code, which would cause any tax liability under §4943(a) of the Code;

3. The Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes under §4944 of the Code and which would cause any tax liability under §4944(a) of the Code;

4. The Corporation shall not make any "taxable expenditures," as defined in §4945(d) of the Code, which would cause any tax liability under §4945(a) of the Code; and

5. The Corporation shall distribute its income for each taxable year at such time and in such manner for the purposes specified in Article III as not to become subject to the tax on undistributed income imposed by §4942 of the Code.

ARTICLE V **MEMBERSHIP**

The Corporation shall have no members.

ARTICLE VI **BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by its Board of Directors. The conditions, qualifications and requirements regarding the Board of Directors, including without limitation the manner in which directors are elected, voting rights and reserved powers, shall be as stated in the Bylaws of the Corporation, as may be amended from time to time.

ARTICLE VII **REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 11031 N.E. 6th Avenue, Miami, FL 33161 and the name of its registered agent at such address is Bruce Hayden.

ARTICLE VIII **TERM OF EXISTENCE**


This Corporation shall have perpetual existence.

ARTICLE IX
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution or winding up of the Corporation, all assets remaining after payment (or provision for payment) of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the President of the Corporation has executed these Amended and Restated Articles of on this 5 day of March, 2010.

BANYAN HEALTH SYSTEMS, INC.

By: 
Bruce Hayden
President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 5 day of March, 2010.



Bruce Hayden, Registered Agent