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TALLAHASSEE, FLORIDA

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Amend

07-12-13

DC

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Banyan Health Systems, Inc.**

DOCUMENT NUMBER: **N07000000994**

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:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
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 -5 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Banyan Health Systems, Inc.

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

N07000000994

(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:

Banyan Community Health Foundation, Inc.

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:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

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:

_____, Florida _____
(City) (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	_____	N/A	_____
<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

H. Bruce Hayden

(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
BANYAN HEALTH SYSTEMS, INC.**

The following are amendments to the Articles of Incorporation ("Articles") of Banyan Health Systems (the "Corporation"):

1. Article 1 Name is hereby deleted in its entirety and replaced with the following:

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

2. Article 3 (Purposes) of the Articles is hereby deleted in its entirety and replaced with the following:

"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 support and promote the interests of Banyan Health Systems, Inc. ("BHS"), formerly Banyan Community Health Center, Inc., currently a 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, prevention, scientific research, health facilities, health management and other related fields;

B. To manage, operate, maintain, support, and advance the interests of Spectrum Programs Real Estate Holdings, Inc. ("SPREHI") and MMHC Holding Corporation, Inc. ("MMHC"), property holding corporations exempt from Federal taxation under §501(c)(2) and §501(c)(3), respectively, of the Code;

C. To promote community awareness of the services provided by BHS, 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.

3. Article IX (Distribution of Assets upon Dissolution) of the Articles is hereby deleted in its entirety and replaced with the following:

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 to BHS, or its successor, provided that BHS or such successor is then in existence and then exempt from federal income taxes under §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.

End Attachment E