

NO7000000994

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BANYAN COMMUNITY HEALTH FOUNDATION, INC.**

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C LEWIS

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BANYAN COMMUNITY HEALTH FOUNDATION, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned authorized officer of Banyan Community Health Foundation, Inc., a Florida not for profit corporation (the "Corporation"), for which Articles of Incorporation were originally filed with the Florida Department of State on January 29, 2007, and subsequently amended, assigned Florida Document Number N07000000994, adopts the following Articles of Amendment to the Articles of Incorporation of the Corporation:

Name

The name of the Company is Banyan Community Health Foundation, Inc.

Amendment

Article III of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

**"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 support and otherwise promote the interest of Banyan Community Health Center, Inc., a Florida not for profit corporation exempt from federal taxation under § 501(c)(3) of the Code, and its affiliated entities, and such other entities exempt from federal taxation under § 501(c)(3) of the Code as the Board of Directors may from time to time agree to support, including, without limitation, by supporting and/or conducting fundraising, research and other activities;

B. To manage, operate, maintain and otherwise promote the interests of Banyan Research and Innovation Center, Inc. (f/k/a Spectrum Programs, Inc.), a Florida not for profit corporation exempt from federal taxation under §

501(c)(3) of the Code, of which the Corporation is the sole member, including, without limitation, by supporting and/or conducting fundraising, research and other activities;

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 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 as from time to time may be necessary or expedient as a means of accomplishing the foregoing purposes, including those acts 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 incorporated herein by reference, or may henceforth provide.

Effective Date


The foregoing amendment shall become effective as of December 31, 2016.

[SIGNATURE NEXT PAGE]

Buchanan Ingersoll + Rooney 4125621041

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IN WITNESS WHEREOF, the undersigned authorized officer has executed these
Articles of Amendment this 31st day of December 2016.

By: 
Name: H. Bruce Hayden
Title: President

2016 DEC 30 AM 9:16
SECRETARY OF STATE
DIVISION OF CORPORATE

Signature Page to Articles of Amendment
Banyan Community Health Foundation, Inc.

**CERTIFICATE TO ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BANYAN COMMUNITY HEALTH FOUNDATION, INC.**

The undersigned, H. Bruce Hayden, President of Banyan Community Health Foundation, Inc. (the "Corporation"), does hereby certify as follows:

1. In accordance with Section 617.1006 of the Florida Not For Profit Corporation Act (the "Act"), on June 6, 2016, the Board of Directors of the Corporation approved the Articles of Amendment to the Articles of Incorporation of the Corporation attached hereto, the number of votes cast by the Directors being sufficient for such approval in accordance with the Act, the Articles of Incorporation, as amended, and the Amended and Restated Bylaws of the Corporation. The Corporation has no members.

2. The undersigned officer of the Corporation has been duly authorized to submit these Articles of Amendment to the Articles of Incorporation of the Corporation to the Secretary of the State of Florida for filing in accordance with the Act.

**BANYAN COMMUNITY HEALTH
FOUNDATION, INC.**

By: 

Name: H. Bruce Hayden

Title: President

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