

NO 7000004399

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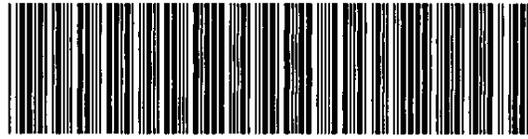
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2007 JUN 14 PM 3:00

As 20/2/07  
Amend

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** ADELAIDE MEDICAL CENTER, INC.

**DOCUMENT NUMBER:** N07000004399

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOSEPH G. JEAN  
(Name of Contact Person)

ADELAIDE MEDICAL CENTER, INC.  
(Firm/ Company)

18211 NW 5TH AVENUE  
(Address)

MIAMI GARDENS FL 33169-4322  
(City/ State and Zip Code)

For further information concerning this matter, please call:

JOSEPH GUY JEAN at ( 305 ) 493-1198  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |  |   |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$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



The date of adoption of the amendment(s) was: June 7, 2007

Effective date if applicable: June 7, 2007  
(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 was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Joseph Guy Jean  
(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.)

Joseph Guy Jean  
(Typed or printed name of person signing)

President Joseph Guy Jean  
(Title of person signing)

**FILING FEE: \$35**

## Amended

### **Articles of Incorporation of Adelaide Medical Center, Incorporated**

A Florida "Not for Profit" Corporation

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a "Not for Profit" Corporation under Florida law, do hereby certify:

**ARTICLE I NAME:** The name of the Corporation shall be Adelaide Medical Center, Incorporated.

**ARTICLE II PRINCIPAL OFFICE:** The place in this state where the principal office of the corporation is to be located is the City of Miami Gardens, Miami-Dade County. The mailing address of the corporation is 18211 NW 5<sup>th</sup> Avenue, Miami Gardens, FL 33169-4322.

**ARTICLE III PURPOSE:** The purpose for which the corporation is organized is healthcare and social assistance at a new medical center clinic to be built in Cap Hatien, Haiti. Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Said corporation is to do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

**ARTICLE IV MANNER OF ELECTION:** The manner in which the directors are elected or appointed shall be as stated in the bylaws.

**ARTICLE V DIRECTORS AND/OR OFFICERS:** The specific titles, names and addresses of the persons who are the directors of the corporation are as follows:

President/Treasurer/Director: Joseph Guy Jean, 18211 NW 5<sup>th</sup> Avenue, Miami Gardens, FL 33169-4322

Vice President/Director: David Y. Patlak, 221 Collins Avenue #1, Miami Beach, FL 33139-7120

Secretary/Director: Helena M. Patlak, 5272 SW 94<sup>th</sup> Avenue, Cooper City, FL 33328-4118

**ARTICLE VI REGISTERED AGENT AND STREET ADDRESS:** The name and Florida street address of the registered agent is: Joseph Guy Jean, 18211 NW 5<sup>th</sup> Avenue, Miami Gardens, FL 33169-4322

**ARTICLE VII INCORPORATOR:** The name and Florida street address of the incorporator is: Joseph Guy Jean, 18211 NW 5<sup>th</sup> Avenue, Miami Gardens, FL 33169-4322

## **Articles of Incorporation of Adelaide Medical Center, Incorporated**

A Florida "Not for Profit" Corporation

**ARTICLE VIII LIMITATIONS:** 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 or to any individual, 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 Third hereof. 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. 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IX DISSOLUTION:** Upon the dissolution of the corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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.

**ARTICLE X INDEMNIFICATION:** Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

**ARTICLE XI EXECUTION:** These Articles of Incorporation are hereby executed by the incorporator on this 7th day of June, 2007.

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Signature/Incorporator: Joseph Guy Jean

# **Articles of Incorporation of Adelaide Medical Center, Incorporated**

A Florida "Not for Profit" Corporation

Appendix A: Conflict of Interest Policy of Adelaide Medical Center, Incorporated

## **ARTICLE A-I: PURPOSE**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (the Organization: Adelaide Medical Center, Incorporated) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **ARTICLE A-II: DEFINITIONS**

### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the health care system.

### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article A-III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **ARTICLE A-III: PROCEDURES**

### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### 2. Determining Whether a Conflict of Interest Exists

## **Articles of Incorporation of Adelaide Medical Center, Incorporated**

A Florida "Not for Profit" Corporation

### Appendix A: Conflict of Interest Policy of Adelaide Medical Center, Incorporated

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **ARTICLE A-IV: RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

## **Articles of Incorporation of Adelaide Medical Center, Incorporated**

A Florida "Not for Profit" Corporation

### **Appendix A: Conflict of Interest Policy of Adelaide Medical Center, Incorporated**

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **ARTICLE A-V: COMPENSATION**

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

d. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.

#### **ARTICLE A-VI: ANNUAL STATEMENTS**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **ARTICLE A-VII: PERIODIC REVIEWS**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services,

**Articles of Incorporation of Adelaide Medical Center, Incorporated**

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Appendix A: Conflict of Interest Policy of Adelaide Medical Center, Incorporated

further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**ARTICLE A-VIII: USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Article A-VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.