

N07000010530

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & Rest

G. Goulette MAR 13 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Alliance for a Healthy Florida, Inc.

DOCUMENT NUMBER: N07000010530

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

Please return all correspondence concerning this matter to the following:

William J. McGinley

(Name of Contact Person)

Patton Boggs, LLP

(Firm/ Company)

2550 M Street, NW

(Address)

Washington, DC 20037

(City/ State and Zip Code)

For further information concerning this matter, please call:

William J. McGinley

(Name of Contact Person)

at (202) 457-6561

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ALLIANCE FOR A HEALTHY FLORIDA, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not for Profit Corporation adopts and restates the following as its Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be Alliance for a Healthy Florida, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business of the Corporation is 526 East Park Avenue, 1st Floor, Tallahassee, FL 32301. The mailing address of the Corporation is P.O. Box 1491 Tallahassee, FL 32302.

**ARTICLE III
PURPOSE**

The Corporation shall be organized as a not-for-profit corporation under chapter 617, Florida Statutes. The Corporation is organized and shall operate exclusively for the purpose to promote social welfare as permitted in Section 501(c)(4) of the Internal Revenue Code of the United States, by, including but not limited to, advocating for economic and social policies that strengthen Florida's healthcare system.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest, and reinvest the same, and apply the income and principal thereof and engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act.

In furtherance of its exclusively charitable purposes, the Corporation shall have all the general powers enumerated in Section 617.0302 of the Florida Not for Profit Corporation Act as now in effect or as may hereafter be amended together with the power to solicit grants and contributions for such purposes.

**ARTICLE IV
MANNER OF ELECTION**

The manner in which the directors are elected or appointed shall be as stated in the Corporation's Bylaws.

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TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL DIRECTORS AND/OR OFFICERS

There shall be at least three directors who shall be elected or appointed as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time, but there shall be at least three (3) directors at all times. The number of directors constituting the initial Board of Directors is three and the names and addresses, including street and number of the persons who are to serve as the initial directors until the first annual meeting and thereafter until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
James Handley	526 East Park Ave. 1 st Floor Tallahassee, FL 32301
Miya Burt-Stewart	526 East Park Ave. 1 st Floor Tallahassee, FL 32301
Barbara Lumpkin	526 East Park Ave. 1 st Floor Tallahassee, FL 32301

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including without limitation thereto, two or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices.

ARTICLE VI
INITIAL REGISTERED AGENT

The address, including street and number, of the initial registered office of the Corporation is: 526 East Park Avenue, 1st Floor, Tallahassee, FL 32301. The initial registered agent at such address is Amar Ali. The Board of Directors may change the Corporation's registered agent or the location of the Corporation's registered agent in accordance with applicable law.

ARTICLE VII
MEMBERS

The Corporation shall have no members.

ARTICLE VIII REGULATION OF AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III.
- B. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity, which would prevent it from obtaining exemption from federal income taxation as a corporation described in section 501(c)(4) of the Code, or cause it to lose such exempt status.
- C. In the event of dissolution or final liquidation of the Corporation, all remaining assets and property shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization organizations under section 501(c)(3) of the Code, as the Board of Directors shall determine, or distributed to an organization exempt from income tax under section 501(c)(4) of the Code for use in activities in furtherance of the purposes of the Corporation. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he serve at the request of the Corporation ,against judgments, fines, amounts paid in settlement ad reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the

Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interest between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE X INCORPORATOR

The name and address of the Incorporator is:

Amar Ali
P.O. Box 1491
Tallahassee, FL 32302

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: Amar M. Ali Date: March 12, 2008.
Name: Amar Ali
Its Authorized Officer

The date of adoption of the amendment was March 12, 2008.

The date of adoption of the amendment(s) was: MARCH 12, 2008

Effective date if applicable: NOT APPLICABLE
(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

James W. Handley
(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.)

JAMES W. HANDLEY

(Typed or printed name of person signing)

CHAIR / PRESIDENT / DIRECTOR

(Title of person signing)

FILING FEE: \$35