

N07689

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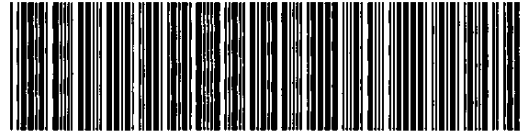
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** University Community Hospital Foundation, Inc.

**DOCUMENT NUMBER:** N07689

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

Please return all correspondence concerning this matter to the following:

Joline Miceli-Mullen  
(Name of Contact Person)

University Community Health  
(Firm/ Company)

3100 E. Fletcher Ave.  
(Address)

Tampa, FL 33613  
(City/ State and Zip Code)

dsims@mail.uch.org  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joline Miceli-Mullen at ( 813 ) 615-7803  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |   |   |
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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

**SECOND CERTIFICATE OF AMENDMENT AND RESTATEMENT OF  
ARTICLES OF INCORPORATION OF  
UNIVERSITY COMMUNITY HOSPITAL FOUNDATION, INC.**

**Document Number: N07689**

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, University Community Hospital Foundation, Inc., a Florida not for profit corporation (the "Corporation") provides the following Second Certificate of Amendment and Restatement of its Articles of Incorporation, which were previously amended and restated by amended and restated articles of incorporation filed with the Florida Secretary of State on August 4, 1999:

1. The Articles of Incorporation are hereby amended by amending Article III to read as follows:

**"ARTICLE III  
MEMBERSHIP**

The Corporation shall have no members."

2. The Articles of Incorporation are hereby amended by amending Article V to read as follows:

**"ARTICLE V  
TRUSTEES**

The affairs of the Corporation shall be managed by a Board of Trustees (the "Board of Trustees"). The number of Trustees of the Corporation shall be established in the manner set forth in the Bylaws of the Corporation; provided, however, that the Corporation shall always have at least three (3) Trustees."

3. The Articles of Incorporation are hereby amended by amending Article VII to read as follows:

**"ARTICLE VII  
AMENDMENT OF ARTICLES OF INCORPORATION**

The Articles of Incorporation shall be made, altered, amended or repealed in the manner provided in the Bylaws of the Corporation."

4. The Articles of Incorporation are hereby amended by amending Article VIII to remove the word "Members."

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5. The Articles of Incorporation are hereby amended by amending Article IX to read as follows:

"ARTICLE III  
DISSOLUTION OF CORPORATION

Upon a dissolution of the Corporation, all of its assets, tangible and intangible, shall be dedicated to the purposes for which the Corporation was created; and in furtherance of such purposes, the Corporation shall adopt a plan for the distribution of its assets (a "Plan of Distribution") to UCH, or to its successor organization, so long as UCH, or its successor organization, is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, such assets to be dedicated to the purposes for which the Corporation was created. Should UCH or such successor organization be unwilling or unable to accept the assets of the Corporation for the purposes herein expressed, then the assets of the Corporation shall be distributed, in accordance with a Plan of Distribution, to such other nongovernmental organization or organizations that are exempt from federal income taxation under Section 501(a) of the Code as an organization or organizations described in Section 501(c)(3) of the Code, as may be designated and selected by the Board of Trustees of the Corporation, to be dedicated to the promotion of healthcare in Hillsborough County, Florida. Upon adoption of a Plan of Distribution, the Corporation shall adopt Articles of Dissolution and file the Articles of Dissolution and Plan of Distribution with the Florida Department of State."

6. The amendments contained in these Second Amended and Restated Articles of Incorporation required adoption by the Corporation's Members, and the amendments were duly adopted by the Members on the 8<sup>th</sup> day of July, 2010. The number of votes cast for the amendments by the Members was sufficient for approval..

7. The Corporation's Articles of Incorporation are amended and restated in their entirety as follows:

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
UNIVERSITY COMMUNITY HOSPITAL FOUNDATION, INC.**

**ARTICLE I**

**NAME AND ADDRESS OF CORPORATION**

A. The name of the Corporation is University Community Hospital Foundation, Inc. (the "Corporation").

B. The principal office and mailing address of the Corporation is 3100 East Fletcher Avenue, Tampa, Florida 33613, subject to change and relocation by the Board of Trustees.

**ARTICLE II**

**PURPOSES OF THE CORPORATION**

A. The Corporation is organized and shall be operated exclusively for scientific, educational and charitable purposes, and not for pecuniary profit, as follows:

1. To provide financial support to University Community Hospital, Inc. ("UCH"), located in Tampa, Florida, and any successor organization, so long as UCH or such successor organization is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code") as an organization described in Section 501(c)(3) of the Code;

2. To help UCH fund the care of indigent hospital patients;

3. In support of UCH, to accept, hold, administer, invest and disburse for scientific, educational or charitable purposes such funds or assets as may from time to time be given or bequeathed to the Corporation and any investment earnings or returns thereon;

4. In support of UCH, to carry on educational activities related to the rendering of care to the sick or injured or the promotion of health;

5. To promote, finance and support UCH in its carrying on of scientific or medical research; and

6. In support of UCH, to participate in any activity designed and carried on to promote the general health of the community.

B. The Corporation shall have all powers now or hereafter granted by law, and in addition thereto, shall have all powers lawfully necessary or required to carry out its purposes

and objects. All of the assets, and the earnings or returns thereon, shall be used exclusively for the purposes stated above, including the payment of expenses incidental thereto.

### ARTICLE III

#### MEMBERSHIP

The Corporation shall have no members.

### ARTICLE IV

#### TERM OF EXISTENCE

The Corporation shall have perpetual existence.

### ARTICLE V

#### TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees (the "Board of Trustees"). The number of Trustees of the Corporation shall be established in the manner set forth in the Bylaws of the Corporation; provided, however, that the Corporation shall always have at least three (3) Trustees.

### ARTICLE VI

#### BYLAWS

The Bylaws of the Corporation shall be made, altered, amended or repealed in the manner provided in the Bylaws of the Corporation.

### ARTICLE VII

#### AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of the Corporation shall be made, altered, amended or repealed in the manner provided in the Bylaws of the Corporation.

### ARTICLE VIII

#### QUALIFICATION AS TAX EXEMPT ORGANIZATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Trustees, officers, or other private individuals. 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.

B. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

1. by an organization exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code; or
2. by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE IX

### DISSOLUTION OF CORPORATION

Upon a dissolution of the Corporation, all of its assets, tangible and intangible, shall be dedicated to the purposes for which the Corporation was created; and in furtherance of such purposes, the Corporation shall adopt a plan for the distribution of its assets (a "Plan of Distribution") to UCH, or to its successor organization, so long as UCH, or its successor organization, is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, such assets to be dedicated to the purposes for which the Corporation was created. Should UCH or such successor organization be unwilling or unable to accept the assets of the Corporation for the purposes herein expressed, then the assets of the Corporation shall be distributed, in accordance with a Plan of Distribution, to such other nongovernmental organization or organizations that are exempt from federal income taxation under Section 501(a) of the Code as an organization or organizations described in Section 501(c)(3) of the Code, as may be designated and selected by the Board of Trustees of the Corporation, to be dedicated to the promotion of healthcare in Hillsborough County, Florida. Upon adoption of a Plan of Distribution, the Corporation shall adopt Articles of Dissolution and file the Articles of Dissolution and Plan of Distribution with the Florida Department of State.

Dated effective as of the 22 day of July 2010.


UNIVERSITY COMMUNITY HOSPITAL  
FOUNDATION, INC.

By: 

BRENDA C. O'MALLEY

**MEMBER APPROVAL:**

University Community Hospital Board of Trustees



Robert L. Anderson, Chair