

N 11 0000003977Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000105226 3)))



H110001052263ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

RECEIVED
11 APR 20 AM 10:54
DIVISION OF CORPORATIONS

FLORIDA PROFIT/NON PROFIT CORPORATION

Fishermen's Hospital Foundation, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

FILED
2011 APR 20 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

T. Burch APR. 21 2011

Fax Audit #

Baker & Hostetler LLP
200 S. Orange Ave., Ste. 2300
Orlando, Florida 32801
(407) 649-4000

**Articles of Incorporation of
Fishermen's Hospital Foundation, Inc.
(A Corporation Not For Profit)**

Pursuant to the provisions of Section 617.0202, Florida Statutes, the undersigned Florida not for profit corporation adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of the Corporation is: Fishermen's Hospital Foundation, Inc. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 3301 Overseas Highway, Marathon, Florida 33050.

ARTICLE III - Purpose

A. The Corporation is organized and shall be operated exclusively for educational, charitable and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (and to the corresponding provisions of any laws subsequently enacted and all regulations issued under those Sections and provisions) (the "Code"), including without limitation, operating exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Fishermen's Hospital, Inc., a Florida not for profit corporation (the "Hospital"), or its successor, by (i) conducting fundraising and other educational, charitable and scientific activities for the benefit of the health of the residents of the Marathon, Florida area and (ii) making grants to individuals, including, but not limited to, scholarships, fellowships and internships.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act (the "Act"), as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers, or other private persons, 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 this Article. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. It is intended that the Corporation shall have and continue to have

FILED
2011 APR 20 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for income tax purposes under Section 170(e)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

ARTICLE IV - Private Foundation Limitations

Notwithstanding anything to the contrary hereinbefore contained, for any period in which the Corporation is a private foundation described in Section 509(a) of the Code:

A. the Corporation shall distribute its income from each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

B. the Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code;

C. the Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code;

D. the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

E. the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code.

ARTICLE V - Term of Existence

The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE VI - Registered Office and Agent

The street address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of the registered agent of the Corporation at that address is CT Corporation System.

ARTICLE VII - Members

The Corporation shall have one or more members. The Bylaws of the Corporation shall make provision with regard to the members of the Corporation, including the manner of admission to membership.

ARTICLE VIII - Directors

Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE IX - Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
David P. Kirwan	5800 Overseas Highway Suite 4 Marathon, Florida 33050

ARTICLE X - Bylaws

A. At the initial meeting of the Corporation, the Board of Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

B. The power to adopt, alter, amend or repeal Bylaws shall be as provided in the Bylaws of the Corporation.

ARTICLE XI - Amendments

The affirmative vote of the initial sole member, or if there is more than one member, the affirmative vote of a majority of the members, shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of substantially all of the assets of the Corporation; or
- (iii) Repeal, modification, amendment in whole or in part of, or in addition to, the Articles of Incorporation or Bylaws of the Corporation or the adoption of new Articles of Incorporation or new Bylaws.

ARTICLE XII - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation exclusively for educational, charitable or scientific purposes to the Hospital, if the Hospital is then a "qualified" organization, as herein defined. If the Hospital is not then a "qualified" organization, such assets shall be distributed to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) thereof.

B. Any assets not distributed by the Board of Directors as provided herein, shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

ARTICLE XIII - Indemnification

The Corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand this 13th day of April, 2011, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


David P. Kirwan, Incorporator

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted in compliance with said statute:

That Fishermen's Hospital Foundation, Inc., desires to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Plantation, County of Broward, State of Florida, has named CT Corporation System, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process and service as registered agent for the above-named corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with

the provision of said statute relative to keeping open said office, and further state that it is familiar with §617.0501 et seq., Florida Statutes.

CT Corporation System

By: *Diane Stout*

Name: Diane Stout, Asst. Secretary

As its

DATED: 4-19, 2011.

079851, 000004, 103689431.5

FILED

2011 APR 20 PM 4:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA