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March 14, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

INDIAN RIVER COUNTY MEDICAL SOCIETY FOUNDATION, INC.

P. O. BOX 573

VERO BEACH, FL 32961US

SUBJECT: INDIAN RIVER COUNTY MEDICAL SOCIETY FOUNDATION, INC.

REF: N11000008006

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INDIAN RIVER COUNTY MEDICAL SOCIETY FOUNDATION, INC.**

We, the undersigned subscribers, all of whom are citizens of the United States, hereby associate ourselves together to form and establish a corporation NOT FOR PROFIT under the laws of the State of Florida, and do hereby file these Amended and Restated Articles of Incorporation for that reason.

**ARTICLE I
Name**

The name of this Corporation shall be:

INDIAN RIVER COUNTY MEDICAL SOCIETY FOUNDATION, INC.

**ARTICLE II
Principal Place of Business**

The principal place of business and mailing address of this Corporation shall be:

Indian River County Medical Society Foundation, Inc.
1062 Phelps Street
Sebastian, FL 32960

**ARTICLE III
Purpose**

This Corporation is organized not for profit and the objects and purposes to be exclusively transacted and carried on are:

1. To provide and assist in providing services in accordance with applicable Florida health care regulation to residents of Indian River County, Florida who fall within the criteria established by the Board of Directors.

2. To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part for charitable, religious, scientific, literary, or education purposes either directly or by contributions to organizations that qualify either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

3. No part of the earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the operation and make other payments and distributions in furtherance of one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the

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Corporation.

4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulations Section 501 (c) (3) - 1 (c) (3) as it now exists or may hereafter be amended.

5. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by any organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Treasury Regulations thereunder as they now exist or they may hereafter be amended.

6. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

7. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

8. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

9. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

10. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

11. Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, to an existing 501 (c) (3) charitable organization, or to a state or local government, for a public purpose.

ARTICLE IV

Directors

The powers of this Corporation shall be exercised, its property controlled and its affairs

conducted by a Board of Directors. The initial Board of Directors of this Corporation shall consist of nine (9) persons as described in the Corporation By-Laws. The number of Directors may be changed from time to time by amendment to these Articles. However, in no event shall the Board of Directors be less than five (5) persons.

ARTICLE V
Registered Office and Registered Agent

The location of its principal place of business and its Registered Office in this State is:

1062 Phelps Street, Sebastian, FL 32958.

The name of its Registered Agent and Resident Agent in this State located at the address set forth above is:

Indian River County Medical Society, Inc.

The Board of Directors may from time to time move the Registered Office to any other street address in Florida or change the Corporation's Registered Office or Registered Agent.

ARTICLE VI
Incorporator

The name and address of the Incorporator is:

Shelley R. Stuvén
1062 Phelps Street
Sebastian, FL 32958

ARTICLE VII
Powers

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its officers and Directors, shall possess and exercise all powers, authorities and privileges granted by and under the laws of the State of Florida not inconsistent with the requirements for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954 and Treasury Regulations as they now exist or as they may hereafter be amended and including, but not by way of limitation, the following powers, authorities and privileges.

1. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature of description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money and from time to time make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purpose of the Corporation, pledge, deed, indenture, agreement, or any other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and re-invest its funds in such stock, common or preferred, bonds, debentures, mortgages, land and other real estate, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in a bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

5. In general, and subject to such limitations and conditions as are or may be prescribed by law,, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the Federal Income Revenue Code and its Treasury Regulations as they now exist or as they may hereafter be amended and by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they exist or as they may hereafter be amended.

ARTICLE VIII

Meetings

1. There shall be an annual meeting of the membership for the purpose of electing Officers and Members of the Board, which shall be publicly noticed at least 30 days in advance in the publications (print or electronic) of the Indian River County Medical Society and other appropriate fashions.

2. Other general or special meetings of the general membership can be called by the Chairman of the Board; majority vote of the general membership; or by request of a minimum of four (4) Board members.

ARTICLE IX

Term of Corporate Existence

The term for which this Corporation shall exist is eternal.

ARTICLE X

Officers

The Board of Directors shall elect every two years the following officers: President, Secretary/Treasurer, and any other officers which the Bylaws of this Corporation authorize the Directors to elect. In addition to these elected officers, the Vice President shall be the sitting President of the Indian River County Medical Society. A person may hold more than one

office. Officers may be re-elected. Initially, officers shall be elected at the first annual meeting of the Board of Directors. Until that election is held, the persons listed in Article XI (Initial Officers) shall serve as Corporation officers.

ARTICLE XI **Initial Officers**

The names and street addresses of the initial officers, who shall serve until the first elections are as follows:

<u>Officer</u>	<u>Street Address</u>	<u>Office:</u>
Dennis F. Saver, M.D	1265 36th Street Vero Beach, FL 32960	President
James Presley, M. D.	1000 37 th Place, Ste.105 Vero Beach, FL 32960	Vice President
Val Zudans, M.D.	2750 Indian River Blvd. Vero Beach, FL 32960	Secretary/Treasurer

ARTICLE XII **Indemnification of Members Directors or Officers**

The Corporation hereby indemnifies any Officer or Director and made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding;

(a) Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in this capacity of Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fee, actually and reasonably incurred as a result of such action, suite or proceeding or any appeal therein, 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 in itself 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 or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the Corporation, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, 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. 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 duty to the Corporation.

(c) Any indemnification under Section (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 proceeding or action, he had no reasonable ground for belief that such action was unlawful. Such determination will be made by the Board of Directors by a majority of a quorum consisting of Directors who are not parties to such action, suit or proceeding.

(d) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (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 Section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interest between or amount such persons and other parties represented in the same action, suit or proceeding by such counsel retained 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 Section.

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

ARTICLE XIII

Bylaws

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered or rescinded by 2/3 majority vote of the Members at any annual meeting or any special meeting called for that purpose as provided by the Bylaws.

ARTICLE XIV

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by recommendation of the Board of Directors adopted at a special meeting of the membership by a two-thirds (2/3) vote of those present. Those Articles, however, pertaining to dissolution of the Corporation, shall not be amended in such a way as to allow or cause any member, Director or Officer of the Corporation or any other person to share in any of the Corporation's assets. Amendments shall be filed with the Department of State of the State of Florida for approval.

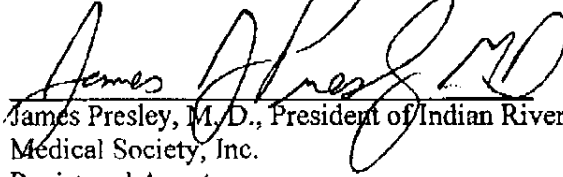
IN WITNESS WHEREOF, I have subscribed my names this 28th day of Feb., 2013.



Shelley R. Stiven

Incorporator

(Acknowledgement on following page)

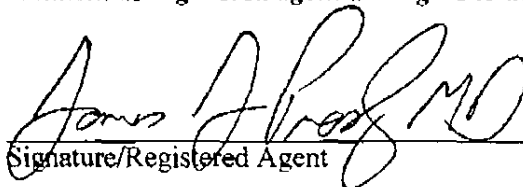


James Presley, M.D., President of Indian River County
Medical Society, Inc.
Registered Agent

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

Indian River County Medical Society Foundation, Inc., desiring to organize as a corporation under the laws of the State of Florida has designated 1062 Phelps Street, Sebastian, Florida 32958 as its initial Registered Office and has named Indian River County Medical Society, Inc. as its initial Registered Agent.

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.


Signature/Registered Agent

2/28/13
Date

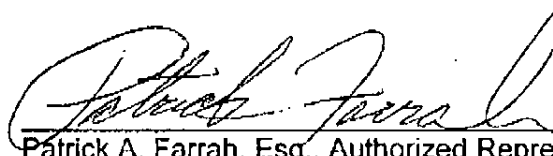

Signature/Incorporator

2/28/13
Date

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Adoption of Amendment

There are no members or members entitled to vote on the Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors on February 28, 2013.

A handwritten signature in black ink, appearing to read "Patrick Farrah", is written over a horizontal line.

Patrick A. Farrah, Esq., Authorized Representative of
the Indian River County Medical Society
Foundation, Inc.