

N110000009884

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TBrown

12-1-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CULLEN MEDICAL FOUNDATION, INC.

DOCUMENT NUMBER: N11000009884

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

Please return all correspondence concerning this matter to the following:

William McCormick
(Name of Contact Person)

CULLEN MEDICAL FOUNDATION, INC.
(Firm/ Company)

4800 NORTH HIATUS ROAD
(Address)

SUNRISE FL 33351
(City/ State and Zip Code)

ceo@biz4kus.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

William McCormick at (954) 990-~~002~~ 8082
(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:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 18, 2011

WILLIAM MCCORMICK
CULLEN MEDICAL FOUNDATION, INC.
4800 N HIATUS RD
SUNRISE, FL 33351

SUBJECT: CULLEN MEDICAL FOUNDATION, INC.
Ref. Number: N11000009884

We have received your document for CULLEN MEDICAL FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 411A00026169

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CULLEN MEDICAL FOUNDATION, INC.**

Pursuant to the provisions of section 617.100 of the Florida Statutes, this Florida Not For Profit Corporation the undersigned adopts the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME**

The name of this corporation is CULLEN MEDICAL FOUNDATION, INC.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal 4800 North Hiatus Road, Sunrise, Florida 33151. The corporation may maintain offices and/or transact business at other locations, either within or without the state of Florida.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the not-for-profit corporation's initial registered office and the name of its initial registered agent at such address is:

William McCormick
Registered Agent
4800 North Hiatus Road
Sunrise, Florida 33351

Having been named as registered agent to accept service of process for the above stated not-for-profit 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.

William McCormick
William McCormick, Registered Agent

Nov. 28, 2011
Date

FILED
2011 DEC - 1 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CULLEN MEDICAL FOUNDATION, INC.**

**ARTICLE IV
EXEMPT PURPOSE**

The exempt purpose of the not-for-profit corporation is charitable, educational, and communal and will conduct activities that promote:

- relief of the poor, the distressed and/or the underprivileged,
- family stability,
- health promotions
- the lessening of neighborhood tensions,
- the defense of civil rights secured by law,
- the growth of community development,
- the reduction of juvenile delinquency,
- all lawful business for which corporations may be incorporated under the by-laws of the state of Florida

**ARTICLE V
DURATION**

The duration of the not-for-profit corporation shall be perpetual.

**ARTICLE VI
OPERATING PROVISIONS**

The provisions for the operation, regulations, and management of the business and initial affairs of the not-for-profit corporation shall be as set forth in the by-laws, which may be amended from time to time by a majority vote of a quorum of the board of Directors.

**ARTICLE VII
FISCAL YEAR**

The fiscal year of the not-for-profit corporation shall be from January 01 of each year to December 31 of each year.

**ARTICLES OF AMENDMENT
TO
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OF
CULLEN MEDICAL FOUNDATION, INC.**

**ARTICLE VIII
MANAGEMENT**

The business of the corporation shall be conducted under the exclusive management of its board members who shall vote according to the guidelines set forth in the by-laws and shall have exclusive authority to act for the corporation in all matters. The names and addressees of each board of directors are:

William McCormick - P
Board of Director
4800 North Hiatus Road
Sunrise, Florida 33351

Bobby Henry - S
Board of Director
545 Northwest 7th Avenue
Fort Lauderdale, Florida 33311

Guy Wheeler - T
Board of Director
4330 West Broward Boulevard
Suite R
Plantation, Florida 33317

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the members and as set forth in the by-laws of the not-for-profit corporation from time to time and at each annual meeting at which directors are to be elected

**ARTICLE IX
LIABILITY OF DIRECTORS AND MEMBERS**

To the fullest extent permitted by law, no director or member of this not-for-profit corporation shall be personally liable to the not-for-profit corporation for monetary damages, for breach of any duty owed to the not-for-profit corporation, except that a director or member may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) a transaction from which the director or member derives an improper personal benefit.

**ARTICLES OF AMENDMENT
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Any director, officer, or member who is involved in litigation or other proceedings because of his or her position as a director or officer of this not-for-profit corporation shall be indemnified and held harmless by the not-for-profit corporation fully permitted by law.

**ARTICLE X
CONTINUATION**

The remaining members of the not-for-profit corporation by unanimous vote may exercise the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or occurrence of any other event, which terminates the continued membership of a member in this not-for-profit corporation. Members cannot enter into business that is of the same nature of Cullen Medical Foundation, Inc.

**ARTICLE XI
ADMISSION OF MEMBERS.**

Additional members may be admitted to this not-for-profit corporation only upon such terms as stated in the by-laws.

**ARTICLE XII
OTHER PROVISIONS**

Operation - Because a substantial portion of this organization activities must further its exempt purpose, certain other activities are prohibited or restricted including but not limited to the following activities. This not-for-profit corporation:

- Must absolutely refrain from participating in the political campaigns of candidates for local, state, or federal office.
- Must restrict its lobbying activities to an insubstantial part of its total activities.
- Must ensure that its earnings do not inure to any private shareholder or individual.
- Must not operate for the benefit of private interests such as those of the founders, the founders' family, its shareholders, or persons controlled by such interest.
- Must not operate for the primary purpose of conducting a trade or business that is not related to its exempt purpose.
- May not propose or engage in activities that are illegal or violate fundamental public policy.
- Must not act in such a manner that would result in the loss of exempt status.

**ARTICLES OF AMENDMENT
TO
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OF
CULLEN MEDICAL FOUNDATION, INC.**

Distribution of assets upon dissolution – Upon dissolution of this not-for-profit corporation, the remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes.

Conflict of Interest - In connection with any actual or possible conflict of interest, provisions as set forth in the by-laws of the not-for-profit corporation will prevail. 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.

**ARTICLE XIII
INCORPORATOR**

The incorporators of this not-for-profit corporation are:

William McCormick
4800 North Hiatus Road
Sunrise, Florida 33351

The undersigned incorporators certify both that they executed these Articles for the purposes herein stated, and that by such execution, they affirm the understanding that should any of the information in these Articles be intentionally or knowingly misstated, they are subject to the criminal penalties for perjury set forth in The Florida Statutes as if this document had been executed under oath. We, the undersigned, certify that we have read the above Articles of Incorporation and that they are true and correct to the best of our knowledge.


William McCormick
William McCormick
Board of Director

State of Florida,
County of Broward,

Before me, the undersigned authority, on this day personally appeared **William McCormick**. This individual presented Florida ID No. _____ or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CULLEN MEDICAL FOUNDATION, INC.**

Subscribed and sworn to (or affirmed) before me this 28 day of November, 2011.



Notary Public in and for the state of Florida

My Commission Expires Feb. 1, 2013



The date of each amendment(s) adoption: 10/18/2011

Effective date if applicable: 10/18/2011
(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(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.