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MAR 14 2014
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R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ALACHUA AREA PUBLIC HEALTH FOUNDATION, INC.

DOCUMENT NUMBER: N11000011510

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

Please return all correspondence concerning this matter to the following:

Robert Linnens

(Name of Contact Person)

North Central Florida Health Care Coalition, INC.

(Firm/ Company)

224 South East 24th Street

(Address)

Gainesville, FL 32641

(City/ State and Zip Code)

NorthCentralFLHCC@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert Linnens

(Name of Contact Person)

at (352) 334-8805

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

Articles of Amendment
to
Articles of Incorporation
of

FILED

14 MAR 14 10:51

ALACHUA AREA PUBLIC HEALTH FOUNDATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

TALLAHASSEE, FLORIDA

N11000011510

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

North Central Florida Health Care Coalition, INC.

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

224 South East 24th Street

Gainesville, FL 32641

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

224 South East 24th Street

C/O Robert Linnens

Gainesville, FL 32641

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Robert Linnens

224 South East 24th Street

(Florida street address)

New Registered Office Address:

Gainesville

(City)

, Florida 32641

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Robert L Linnens

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See Attachment 1 containing five (5) pages of amendments to the
Articles of Incorporation.

Items deleted are bold and are struck through.

Items changed or added are underlined.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if 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(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.

Dated 2/27/2014

Signature Maurice D Levy
(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)

MAURICE D LEVY
(Typed or printed name of person signing)

President
(Title of person signing)

Attachment 1-Amendments to the Articles of Incorporation

Amend the title to: The North Central Florida Health Care Coalition, Inc.

Article I: Purpose. Insert after the first paragraph:

The purpose of the North Central Florida Health Care Coalition, Inc., hereafter referred to as the Coalition, is to bring together a collaborative regional network of healthcare organizations and public and private sector partners which serve as a multi-agency, multi-jurisdiction, public health emergency coordination and support group. The Coalition assists and supports Emergency Management (EM) and the local Emergency Support Function (ESF)#8 with preparedness, response, recovery and mitigation efforts related to public health emergencies. The Coalition supports the Federal Emergency Management Agency's "Whole-Community Approach" to mutual aid when planning and responding to public health emergencies. Thus improving response capacity and community resiliency throughout the Coalition and statewide.

Article I: Purpose The second paragraph shall be amended as follows:

The mission of the Coalition is to engage the community with a focus on improving its disaster response capacity and improving overall community resiliency.

Article I: Purpose The fourth paragraph shall be amended as follows:

In this case, the "community" is the citizens of Alachua, Bradford, Columbia, Dixie, Gilchrist, Hamilton, Lafayette, Levy, Putnam, Suwannee, and Union counties, as well as the government agencies, non-profits, and private partners that serve the public health, the disaster response, and the health resiliency of those counties.

Article I: Purpose The fifth paragraph shall be amended as follows:

Involving the community and collaborating with its members are cornerstones of efforts to improve public health and community resiliency. Please read "PRINCIPLES OF COMMUNITY ENGAGEMENT (SECOND EDITION)" written by the Clinical and Translational Science Awards (CTSA) Consortium's Community Engagement Key Function Committee.

Article I: Purpose The sixth paragraph shall be amended as follows:

The Coalition fulfills its mission of involving the community and collaborating with its members to promote the community's public health as follows:

Article I: Purpose The seventh paragraph shall be amended as follows:

By identifying the public health needs of its community. This is most frequently done by soliciting that information from ~~the~~ government agencies and non-profits within the community and other public and private agencies concerned with the public health, ~~the~~ disaster response, and ~~the health community~~ resiliency ~~of the community~~, such as, but

not limited to, Health Departments (government agencies), Hospitals (public and private), County Emergency Management (government agencies), and Emergency Medical Services (EMS)/Fire Rescue agencies (government agencies), long-term care, mental and behavioral health, pediatric substance abuse professionals, dialysis partners, Community Health Centers, Veterans Affairs and Department of Defense hospitals, private agencies / associations and non-health care entities (i.e., public works, and faith-based organizations) from each member county.

Article I: Purpose The eighth paragraph shall be removed entirely:

~~• By collaborating with organizations that further the Foundation's mission. These include, but are not limited to, the Alachua Area Medical Reserve Corps (a government agency), the Alachua County Health Department (a government agency), the Alachua Area Public Schools, and the community health centers of the Alachua area (those public charities that serve the homeless, the indigent, and the impoverished).~~

Article I: Purpose The ninth paragraph shall be amended as follows:

By promoting volunteerism. The Coalition seeks and enlists volunteers and then engages those volunteers to promote the public health, emergency preparedness and health resiliency of the community. It does so principally by placing these volunteers in charitable and government organizations that further the Coalition's mission. ~~especially the Alachua Area Medical Reserve Corps, the Alachua County Health Department, the Alachua County Public Schools, and the community health centers, among many others.~~

Article I: Purpose The twelfth paragraph shall be amended as follows:

By seeking donations from the community's members including individuals and businesses, which are used for operating expenses and for projects that further the Coalition's mission.

Article I: Purpose The fourteenth paragraph shall be amended as follows:

By seeking foundation and government grants for its own benefit and the benefit of those organizations with which it collaborates ~~has collaborated~~.

Article I: Purpose shall have the following added:

By enhancing the emergency preparedness, response capabilities and community resiliency of member Counties and the region in general through:

- Building relationships and partnerships.
- Facilitating communication, information and resource sharing.
- Promoting situation awareness among Coalition members.
- Coordinating training, drills and exercises.

- Strengthening medical surge capacity and capabilities.
- Assisting emergency management and ESF #8 partners.
- Maximizing movement and utilization of existing resources.
- Preparing for pandemics.

Article II: Asset Allocation shall be amended as follows:

All assets of the Coalition are distributed according to IRS requirements, which depend on the classification the IRS has assigned to the Coalition. When the Coalition receives a grant request that is consistent with its core mission, and it has no assets to allocate, it seeks the funding to satisfy that request with targeted fundraising, grant applications, etc.

Article III: Conflicts of Interest first and second paragraphs shall be replaced by the following four paragraphs:

No member of the Coalition's board of directors may personally profit or benefit, in any way, through their affiliation with the Coalition or its actions. There can be no business dealings of any kind, and no financial involvement of any kind, between a member or members of the board of directors and the Coalition that would result in personal financial or material gain. Coalition board members will safeguard their ability to make objective, fair, and impartial decisions by not accepting any gift that appears to influence or reward a specific or future decision. Using the Coalition, or a Coalition member list, to solicit business is prohibited. Coalition members may be reimbursed by the coalition for authorized expenses incurred on behalf of the Coalition, such as purchasing supplies, coalition related travel, and to attend authorized classes or conferences which benefit the Coalition and its mission.

The purchase of goods and services, such as accounting and legal services, will be from businesses with no direct or indirect ties to the Coalition and will be arm's length transactions at the going market rate (fair market value). An exception to this would be goods or services that are donated to the Coalition as a charitable contribution without promise, or expectations of, personal gain or reward in the future.

No Coalition member will enter into any financial arrangement (employee, contractor, provider of goods or services) without revealing to the board of directors any potential conflict of interest with the Coalition. It is the responsibility of the individual member of the board of directors to bring to the attention of the entire board any personal association the member has with any organization the Coalition does business.

Coalition members and employees are prohibited from corruptly using, or attempting to use, their position on the Coalition board of directors to obtain a special privilege, benefit, exemption or preferred treatment for themselves or others.

Article III: Conflicts of Interest third paragraph shall be amended as follows:

However, since it is ~~the~~ a purpose of the Coalition to promote volunteerism and community involvement, this strict conflict of interest policy does not prevent any member of the board of directors from serving as a volunteer at, and/or as an officer of, and/or on the board of directors of, any 501(c)(3) organization or government agency that might be involved with the Coalition in some way, such as an affiliate, a collaborating partner, or a grant recipient. However, no member of the board of directors can receive any remuneration of any kind from the organizations that he/she serves as a volunteer.

Article III: Conflicts of Interest fourth paragraph shall be amended as follows:

In January of each year, a periodic review shall be conducted of the Coalition's activities and finances to assure that all activities and transactions further the **charitable** purposes for which the Coalition is was-organized. In addition, each director, principal officer, and member of a committee with governing board-delegated powers shall, upon taking office, **annually** affirm that such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Coalition is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

These reviews and affirmations shall be documented in the minutes

Article IV Board of Directors first paragraph shall be amended as follows:

The board of directors shall consist of no less than three persons, a President, a Vice President, and a Secretary (the Officers). ~~Additional directors are chosen by the Officers unanimously from the community at large to represent the citizens of the community in a fair, impartial, and compassionate manner. They are chosen for their experience and expertise, and members of the medical, legal, and accounting professions are favored. They must demonstrate their commitment to the mission of the Foundation by being active volunteers of a non-profit that promotes the public health, such as the Alachua Area Medical Reserve Corps, or the Alachua County Health Department. They must also demonstrate their commitment to the mission of the Foundation by making an unrestricted donation to the foundation.~~

Article IV Board of Directors second paragraph shall be amended as follows:

The board shall meet four times a year to the extent possible ~~starting in January, but no less than four times per year~~. The board of directors may consist of a representative from the following: each County health department, each County EMS, each County emergency management office, each member Hospital, and the Chair of

the Coordination Committee and any member the board votes to include. The board of director's deliberations shall include reviewing the accounts, approving pending grant requests, finding funding, and discussing ways to involve the community in achieving its core objectives. It shall also serve as the medical advisory board to any organization requesting such services.

Article IV Board of Directors fourth paragraph shall be amended as follows:

Quorum: A quorum is necessary to conduct the business of the Coalition. A quorum is defined as the attendance of representatives from at least three (3) coalition groups.

Article V Amendments shall be amended as follows:

This organizing document can only be amended by a 2/3 vote of the board of directors.

Article VI (Dissolution) shall be amended as follows:

The Coalition may only be dissolved by a 2/3 vote of the board of directors. In the event the organization is dissolved, all promised assets will be given immediately to those government agencies or 501(c)(3) organizations to which those moneys were promised or else returned to the donor. All un-allocated funds, such as reserves and moneys set aside for ongoing expenses, will be given as an unrestricted grant to a government agency or other 501(c)(3) organization determined by the Executive Committee.

Upon the dissolution of the organization, 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 to a state or local government, or shall be distributed to the federal government for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively of such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VII: Adoption remove the Treasurer signature block:

~~Treasurer (printed name, signature, and date)~~