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Amended and  
Restated Art

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11 MAR 14 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EUGENE E. WALDRON, JR., P.A.**  
**ATTORNEYS AT LAW**

EUGENE E. WALDRON, JR.  
CONNIE L. COLLINS

124 NORTH BREVARD AVENUE  
ARCADIA, FLORIDA 34266  
863-494-4323  
863-494-6790 FAX

12687 SW COUNTY ROAD 769  
SUITE 2-B  
LAKE SUZY, FLORIDA 34269  
941-255-9182  
941-255-9453 FAX

PLEASE REPLY TO: Arcadia Office

March 10, 2010

E-MAIL ADDRESS: EWaldron@eewj.com

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Amended & Restated Articles of Incorporation  
DMH Real Estate Holdings, Inc.

To Whom This May Concern:

Enclosed for filing is the original Amended and Restated Articles of Incorporation of DMH Real Estate Holdings, Inc., a Florida Not For Profit Corporation, together with my check in the amount of \$43.75 in payment of the filing fee and certificate of status.

If you have any questions regarding this matter, please contact me or Jamie in my office.

Sincerely,



Connie L. Collins

CLC/jca  
Enclosures

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DMH REAL ESTATE HOLDINGS, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

FILED  
11 MAR 14 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- A. The name of this Corporation is DMH REAL ESTATE HOLDINGS, INC.
- B. The Board of Directors of this Corporation has adopted the following amendment and restatement to the Articles of Incorporation of this Corporation in accordance with Florida Statutes Section 617.1002 and 617.1007. As amended and restated, the Articles of Incorporation for this Corporation shall read as follows:

**ARTICLE I**

**NAME**

The name of the Corporation shall be DMH REAL ESTATE HOLDINGS, INC.

**ARTICLE II**

**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be 900 North Robert Avenue, Arcadia, Florida 34266.

**ARTICLE III**

**PURPOSES**

The purposes for which the Corporation is organized are:

- (a) To exist and operate solely for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision or corresponding federal tax laws; including, for such purposes, the making of grants and distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3).

(b) To establish, support, manage and furnish, directly or indirectly, facilities to provide diagnosis, treatment, medical surgical and hospital care, outpatient care and other hospital and medically relates services to sick, injured or disabled persons.

(c) To own, lease, operate or manage DeSoto Memorial Hospital or any other assets or facilities for the purposes stated in this Article III.

(d) To operate without regard to race, creed, age sex, religion or national origin.

(e) To carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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.

(f) Notwithstanding any other provision of these Articles to the contrary, the Corporation is incorporated for the specific charitable purpose of serving as a "support organization" (as such term is defined in Section 509(a)(3) of the Code), and is organized, and at all times hereafter operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the DESOTO COUNTY HOSPITAL DISTRICT, an Independent Special Hospital District created by the Florida Legislature (hereinafter referred to as the "District") so long as the District is exempt from federal income tax under Section 501(a) of the Code, which support shall further include but not be limited to:

(i) Holding title to and manage real and personal property of the Corporation for the benefit of the District;

(ii) Providing a building or buildings and facilities for the exempt purposes of the District, including without limitation the operation of a hospital and related exempt activities; and

(iii) Distribution to the District all net income in excess of cash reserves necessary to pay annual expenses of operation, maintenance, repairs, taxes, insurance and other current expenses.

(g) To engage in any lawful activities which are in furtherance of the purposes of the Corporation as set forth above, and related activities thereto.

## **ARTICLE IV**

### **POWERS**

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation and benefits for services rendered and to make payments and distributions in the furtherance of the purposes set forth above.

## **ARTICLE V**

### **DISSOLUTION ON LIQUIDATION**

In the event of dissolution of this Corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property, and assets of the Corporation remaining after payment of the Corporation's debts shall be conveyed or distributed to one or more nonprofit corporations or public bodies exempt from federal income taxation under Section 501(a) of the Code as may be selected by the Board of Directors of this Corporation and approved by the District as sole member of this Corporation. In no event shall any of the assets or property of this Corporation, in the event of dissolution thereof, go or be distributed to this Corporation's directors, officers or others private persons having financial or managerial interest in the Corporation either for the reimbursement of any sum subscribed, donated or contributed by such members or for any other purposes, provided that nothing herein shall prohibit the Corporation from paying its just debts.

## **ARTICLE VI**

### **DURATION**

The Corporation shall have perpetual existence, provided, however, that upon the vote of all of the Corporation's Members, the Corporation may be dissolved and its assets distributed in accordance with Article V hereof.

## **ARTICLE VII**

### **MEMBERS**

The DESOTO COUNTY HOSPITAL DISTRICT, an Independent Special Hospital District created by the Florida Legislature, shall be the sole member of this Corporation.

## **ARTICLE VIII**

### **DIRECTORS AND THE MANNER OF THEIR ELECTION**

The Board of Directors shall consist of no more than nine (9) members who shall be elected by the District as the Corporation's sole Member. The Board shall consist of the current members of the DeSoto Memorial Hospital Subagency Board of Directors. The manner of election of the Board of Directors shall be as stated in the Bylaws of the Corporation.

## **ARTICLE IX**

### **REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the registered agent are, Eugene E. Waldron, Jr., 124 North Brevard Avenue, Arcadia, Florida 34266.

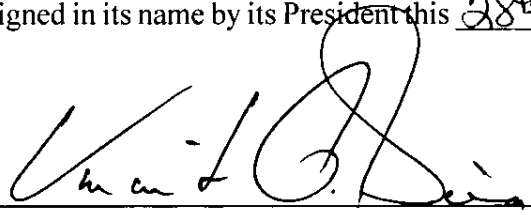
## **ARTICLE X**

### **AMENDMENT**


These Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors of the Corporation."

The Members of the Corporation are not entitled to vote on the adoption of this Amended and Restated of the Articles of Incorporation. The date of the adoption of the Amended and Restated Articles of Incorporation by the Board of Directors of the Corporation is February 28, 2011.

IN WITNESS WHEREOF, DMH REAL ESTATE HOLDINGS, INC., has caused these Amended and Restated Articles of Incorporation to be signed in its name by its President this 28<sup>th</sup> day of February, 2011.

  
VINCENT A. SICA, President

Attested:

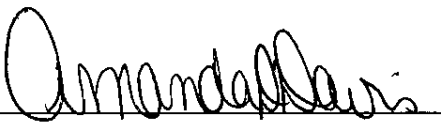
By:   
JERRY WATERS  
Its Secretary

STATE OF FLORIDA  
COUNTY OF DESOTO

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of February, 2011, by VINCENT A. SICA and JERRY WATERS as President and Secretary of DMH REAL ESTATE HOLDINGS, INC., on behalf of the Corporation and who are personally known to me.

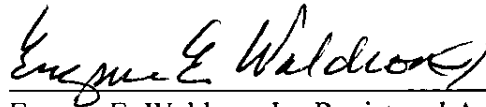


AMANDA D. DAVIS  
MY COMMISSION # DD 973087  
EXPIRES: March 23, 2014  
Bonded Thru Budget Notary Services

  
\_\_\_\_\_, Notary Public State of  
Florida at Large  
My Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

ACCEPTANCE

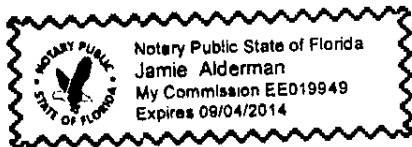
I hereby agree to act as Registered Agent for DMH REAL ESTATE HOLDINGS, INC. as stated in the Corporation's Amended and Restated Articles of Incorporation.

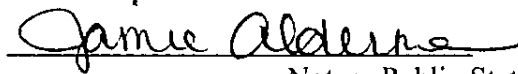


Eugene E. Waldron, Jr., Registered Agent

STATE OF FLORIDA  
COUNTY OF DESOTO

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of February, 2011, by EUGENE E. WALDRON, JR. who personally known to me or produced \_\_\_\_\_ as identification.





\_\_\_\_\_, Notary Public State of  
Florida at Large

My Commission # \_\_\_\_\_

My Commission Expires: \_\_\_\_\_