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ORGANIZATION,**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC.

Pursuant to Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act, the undersigned, for the purpose of amending and restating the Articles of Incorporation of this Corporation does hereby adopt and file these Amended and Restated Articles of Incorporation.

ARTICLE I
NAME

The name of this Corporation shall be "Bayfront Health, Education and Research Organization, Inc."

ARTICLE II
PRINCIPAL OFFICE

The street and mailing address of the principal office of this Corporation shall be located in Pinellas County at 744 6th Ave. S., St. Petersburg, Florida 33701.

ARTICLE III
CORPORATE PURPOSES

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) as are set forth below, including the making of distributions for such purposes. The Corporation is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not-For-Profit Corporation Act.

These purposes include the following:

- (a) To support and advance teaching and training in healthcare fields and to enter into academic affiliations consistent with this purpose;
- (b) To improve community health through health education and wellness programs;

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- (c) To support research in healthcare fields to improve the health of residents in the communities served by the Corporation prior to the adoption of these Amended and Restated Articles of Incorporation;
- (d) To support and enhance access to quality healthcare and wellness programs for underserved populations and indigent members of communities served by the Corporation;
- (e) To support and develop community healthcare prevention programs;
- (f) To support one or more open access primary care centers to serve the residents of St. Petersburg, Pinellas County and the other areas served by the Corporation;
- (g) To receive and administer property and funds for the benefit of the Corporation, or its successor, and to that end to take and hold, by bequest, devise, gift, purchase, lease, or otherwise, either absolutely or in trust, any property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law;
- (h) To own, use, buy, sell, lease, borrow, mortgage or encumber, convey, administer, maintain, grow and dispose of real and personal property and to invest and reinvest principal and income received from such property and to deal with and expend principal and income therefrom as will tend to promote the objects of the Corporation and the doing of all things necessary or incident for the purposes of the Corporation set forth in paragraphs (a) through (g), inclusive, above in this Article III, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received or such limitations, if any, as may be imposed by law; and
- (i) To do such other lawful acts or activities to accomplish its charitable and educational purposes related to the purposes specified in paragraphs (a) through (h), inclusive, above, as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) and the nonprofit corporation laws of the State of Florida.

ARTICLE IV DISSOLUTION

Upon any dissolution of the Corporation, the Board of Trustees of the Corporation shall, after paying or making provision for the payment of all liabilities and obligations of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated

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exclusively for purposes as shall at the time qualify the organization as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE V **BOARD OF TRUSTEES**

The Corporation shall be governed by a board of directors to be known as the Board of Trustees. The term "Trustee" as used in the Articles and Bylaws means and refers to a member of the board of directors, as referenced in Section 617.081 of the Florida Statutes. The qualifications for becoming a Trustee and the method of nominating, electing and removing persons to or from the Board of Trustees shall be as set forth in the bylaws of the Corporation, as the same have been or may hereafter be amended and/or restated from time to time (the "Bylaws"). The Corporation shall have no less than four (4) and no more than seventeen (17) Trustees. The number of Trustees may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, provided that the number of Trustees shall never be less than four (4).

ARTICLE VI **VOTING**

The method of voting on corporate matters shall be as set forth in the Bylaws.

ARTICLE VII **TERM OF EXISTENCE**

The duration of this Corporation shall be perpetual until dissolved according to law.

ARTICLE VIII **REGISTERED AGENT**

The registered agent of this Corporation shall be: Erin Smith Aebel. The street address of the registered agent of this Corporation shall be: 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

ARTICLE IX **INDEMNIFICATION**

The Corporation may indemnify the incorporator, any officer or Trustee or any former officer or Trustee, to the fullest extent permitted by law.

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ARTICLE X
AMENDMENT

These Articles may be amended, altered, repealed or otherwise changed from time to time by following the following procedures. The exact text of all such changes shall be provided to each member of the Board of Trustees at least five (5) days before any meeting at which such matters will be voted upon. The provisions of all Article numbers set forth herein (except for Articles III, V, X and XI) may be so changed by a majority vote of the Board of Trustees present at a regular or special meeting of the Board at which a quorum is present. Articles III, V, X and XI may be changed only by the approval of at least 70% of all persons then serving on the Board of Trustees.

ARTICLE XI
LIMITATION ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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IN WITNESS WHEREOF, the Corporation adopted these Amended and Restated
Articles of Incorporation this 27th day of March, 2013.

Bayfront Health, Education and Research Organization, Inc.

By: *Sw & Brody*
Title: President & CEO

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Bayfront, Health Education and Research Organization, Inc.
2. The name and street address of the registered agent and office in the State of Florida are:

Erin Smith Aebel
101 East Kennedy Boulevard, Suite 2800
Tampa, Florida 33602.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Erin Smith Aebel
Erin Smith Aebel
Registered Agent

Dated: March 28, 2013

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**CERTIFICATE AS TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAYFRONT HEALTH EDUCATION AND RESEARCH ORGANIZATION, INC.**

I HEREBY ACKNOWLEDGE, as the duly elected and qualified Chairman of the Board and President of Bayfront Health Education and Research Organization, Inc. (the "Corporation"), the following:

That these Amended and Restated Articles of Incorporation were approved by the Board of Trustees of the Corporation at a duly called meeting on March 27, 2013, pursuant to Section 617.1007, Florida Statutes; and

That the Corporation had no members entitled to vote on these Amended and Restated Articles of Incorporation.

Dated this 3rd day of April, 2013.

Bayfront Health Education and Research Organization, Inc.

By: _____

Steven C. Dupre

Chairman of the Board and President

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