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TALLAHASSEE, FLORIDA

JAN 11 2013

T. LEWIS

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MIAMI CHILDREN'S HEALTH SYSTEM FOUNDATION, INC.**

The following Amended and Restated Articles of Incorporation for the Corporation pursuant to Section 617.1007 of the Florida Statutes are hereby adopted and supercede the original articles of incorporation.

**ARTICLE I
Name**

The name of the Corporation is Miami Children's Health System Foundation, Inc.

**ARTICLE II
Principal Office**

The principal office street address, and the mailing address, of the Corporation is 3100 SW 62nd Ave., Miami, Florida 33155.

**ARTICLE III
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, hereinafter the "Internal Revenue Code"), for the benefit of, to perform the functions of, or to carry out the purposes of Variety Children's Hospital, and its affiliated entities, so long as Variety Children's Hospital and its affiliated entities are organizations described in Section 509(a)(1) or (2) of the Internal Revenue Code, and to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**ARTICLE IV
Powers**

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

- (1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

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(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(2) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE V Members

The Corporation shall have a sole member which shall be Variety Children's Hospital. All rights and powers of the member shall be set forth in the Bylaws of the Corporation.

ARTICLE VI Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3).

**ARTICLE VII
Dissolution and Liquidation**

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor; and
- (2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI.

**ARTICLE VIII
Amendment**

These Articles may be amended in the manner now or hereafter provided in the Florida Statutes.

**ARTICLE IX
Registered Agent**

The name and Florida street address of the registered agent of the Corporation is April Andrew-Singh, Esq., 3100 SW 62nd Ave., Miami, Florida 33155

**ARTICLE X
Certificate**

This restatement contains amendments to the original Articles of Incorporation requiring member approval. The member approval was received on December 14, 2012.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in Section 817.155 of the Florida Statutes.



Required Signature of Officer
 Printed Name: M. Narendra Kini, M.D.
 Its: CEO
 Dated: 01/14/2013