

**CORPORATE  
ACCESS,  
INC.**

**N13462**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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6/10/97 11:00 AB

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Amend

1.) The Women's Center of Martin County, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

D.K. per S.P.

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-06/10/97--01033--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

FILED  
97 JUN 11 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6/11

Amended  
Reinstated  
S.C.

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

RECEIVED

JUN 11 AM 9:41  
DIVISION OF CORPORATION

June 10, 1997

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: THE WOMEN'S CENTER OF MARTIN COUNTY, INC.  
Ref. Number: N13462

We have received your document for THE WOMEN'S CENTER OF MARTIN COUNTY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The effective date on page five of the document is left blank.

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 (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 797A00031171

Corrected  
6/11/97  
CW

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE WOMEN'S CENTER OF MARTIN COUNTY, INC.  
A FLORIDA NON-PROFIT CORPORATION**

**FILED**  
97 JUN 11 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, being the President and Secretary of The Woman's Center of Martin County, Inc. (the "Corporation"), a Florida non-profit corporation whose original Articles of Incorporation were originally filed with the Department of State on February 18, 1986 and subsequently amended, does hereby acknowledge and certify that the Corporation had no members as of the date this action was submitted to the Board of Directors and the Board of Directors, pursuant to the provisions of Chapter 617 of the Florida Statutes, by action taken without a meeting, did unanimously adopt the following Amended and Restated Articles of Incorporation of The Women's Center of Martin County, Inc. on June 2, 1997:

Articles II, III, V, VI, VII, VIII, IX, XII, XIII have been amended or deleted, Article XIV has been added, and other Articles renumbered as necessary.

**ARTICLE I.  
NAME**

The name of this Corporation is The Women's Center of Martin County, Inc.

**ARTICLE II.  
STATEMENT OF CORPORATE NATURE**

This is a membership non-profit corporation organized for general charitable purposes pursuant to The Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III.  
PURPOSES OF CORPORATION**

(a) The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and is not organized for pecuniary gain or profit to its officers, directors, agents donors or other private persons or entities. The Corporation is established for the purpose of facilitating the freedom of women to choose the manner, cost, and setting for giving birth, as set forth in the Midwifery Practice Act, Chapter 467 of the Florida Statutes (1996), and to promote the health and wellness of women.

(b) The Corporation's purposes shall include, but are not limited to:

(i) providing maternity care to low-risk families in a homelike setting, regardless of race, creed, color, or national origin;

(ii) providing low cost, quality care utilizing a nurse-practitioner/nurse-midwife/physician team;

(iii) providing an educational form of care which encourages family contact and participation in the management and process of childbearing and childrearing;

(iv) providing gynecological and general medical and health services to women;

(v) participating in and conducting public lectures, forums, seminars, and meetings with a view to improving public awareness of the nature and importance of proper maternity care and the options available to childbearing families;

(vi) maintaining educational resources with respect to maternal and child care and health, to be made available to staff, health care professionals, researchers, students and the general public;

(vii) raising funds to support the aforementioned activities by soliciting charitable contributions from corporations, partnerships, limited liability companies and other businesses, private individuals, charitable organizations and private foundations, and other persons;

(viii) receiving by way of gift, purchase, grant, devise, will or otherwise, real, personal or mixed property;

(ix) holding, using, maintaining, leasing, donating, pledging, encumbering, loaning, selling, conveying and otherwise disposing of all such property, subject to the powers reserved to the Sole Member, in furtherance of the objectives and purposes of this Corporation; and

(x) doing all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding Treasury Regulation for an entity which qualifies under Code § 501(c)(3).

(c) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE IV.  
TERM**

This corporation shall have a perpetual existence.

**ARTICLE V.  
MEMBERSHIP**

The Sole Member of the Corporation is Martin Memorial Medical Center, Inc., a Florida not-for-profit Corporation.

**ARTICLE VI.  
INCORPORATORS**

*The incorporators of this Corporation were as stated in its original Articles of Incorporation.*

**ARTICLE VII.  
LOCATION OF PRINCIPAL OFFICE AND  
IDENTIFICATION OF REGISTERED AGENT**

(a) The principal office of the Corporation for the transaction of business is located in Martin County, Florida.

(b) The Corporation's registered office is located at 448 East Osceola Street, Stuart, Florida 34994, and its Registered Agent, as of the date hereof, is Patricia Larschan, President.

**ARTICLE VIII.  
DIRECTORS AND OFFICERS**

The number and method of election of Directors and the designation and election of Officers shall be as provided in the Bylaws of the Corporation.

**ARTICLE IX.  
BYLAWS**

The Bylaws of the Corporation may be altered, amended or repealed and other Bylaws may be made and adopted, only by the Sole Member.

**ARTICLE X.  
DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

**ARTICLE XI.  
DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any future federal tax laws.

**ARTICLE XII.  
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be made solely by the Sole Member in accordance with these Articles and the Bylaws of the Corporation.

**ARTICLE XIII.  
COMPLIANCE WITH CODE SECTION 501(C)(3)**

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future federal tax laws.

**ARTICLE XIV.  
POWERS OF SOLE MEMBER**

In addition to the powers reserved to the Sole Member of the Corporation in Articles IX and XII, the Board of Directors may not, without the prior approval of the Sole Member:

- (1) Adopt any annual or long-term capital or operational budget or any changes therein;
- (2) Authorize the Corporation to enter into any contract or engage in any transaction which is not provided for in an annual or long-term capital or operational budget approved by the Sole Member of the Corporation where the amount involved exceeds Ten Thousand Dollars (\$10,000.00);

- (3) Adopt any new, or changes to the existing long-term or master institutional plans of the Corporation;
- (4) Authorize the Corporation to engage in, or enter into, any transaction providing for or requiring a Certificate of Need;
- (5) Adopt a plan of dissolution of the Corporation;
- (6) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, lease, mortgage or other disposition of the assets of the Corporation not contemplated as part of the capital or operating budget; however, it is understood that this does not preclude the sale of fully depreciated assets, assets to be scrapped and taken out of service, or assets to be traded in on the purchase of new assets approved as part of the budgeting process;
- (7) Adopt a plan of merger, consolidation, or reorganization of the Corporation with another corporation;
- (8) Organize or acquire, or authorize the organization or acquisition of, any subsidiary or affiliate of the Corporation ("affiliate" shall include any corporation, association, partnership, trust, joint venture or other entity directly or indirectly controlling, controlled by, or under common control with the Corporation).

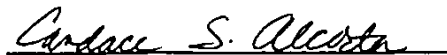
The Amended and Restated Articles of Incorporation set forth above shall be effective as of the 6 day of June, 1997.

**IN WITNESS WHEREOF**, the undersigned President and Secretary of the Corporation have set their hands and the seal of the Corporation this 2nd day of June, 1997.

Hereby also accepting designation of registered agent.



Patricia A. Larschan, President /Registered Agent



Candace S. Alcorta, Secretary

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