

716000001310

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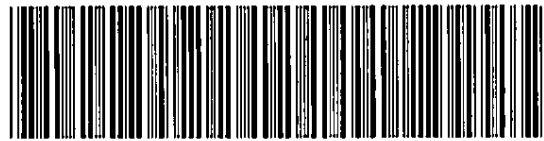
(Business Entity Name)

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COVER LETTER

TO: Amendment Section
Division of
Corporations

NAME OF CORPORATION: **JUPITER HEALTH, INC.**

DOCUMENT NUMBER: **DOCUMENT# N16000001510**

The enclosed *Articles of Amendment* and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Jupiter Medical Center
Attn: Liz Lorie, Esq. - Legal Department
1210 South Old Dixie Highway
Jupiter, Florida 33458
liz.lorie@jupitermed.com

For further information concerning this matter, please call:

Liz Lorie, Esq.
Jupiter Medical Center
561-263-2943

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 Certificate of Status	<input type="checkbox"/> \$43.75 Filing Fee Certified Copy (Additional copy enclosed)	<input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Certified Copy (Additional is enclosed)
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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

87-2-11-31-1111

Articles of Amendment
to
Articles of Incorporation
of

JUPITER HEALTH, INC.

DOCUMENT# N16000001510

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, 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: **NOT APPLICABLE**

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

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 _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (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.

NOT APPLICABLE

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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>Change</u>	_____	<u>NOT APPLICABLE</u>	_____
<u>Add</u>	_____	_____	_____
<u>Remove</u>	_____	_____	_____
2) <u>Change</u>	_____	_____	_____
<u>Add</u>	_____	_____	_____
<u>Remove</u>	_____	_____	_____
3) <u>Change</u>	_____	_____	_____
<u>Add</u>	_____	_____	_____
<u>Remove</u>	_____	_____	_____
4) <u>Change</u>	_____	_____	_____
<u>Add</u>	_____	_____	_____
<u>Remove</u>	_____	_____	_____
5) <u>Change</u>	_____	_____	_____
<u>Add</u>	_____	_____	_____
<u>Remove</u>	_____	_____	_____
6) <u>Change</u>	_____	_____	_____
<u>Add</u>	_____	_____	_____
<u>Remove</u>	_____	_____	_____

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

1. **ARTICLE II** of the Corporation's original Articles of Incorporation *is hereby deleted in its entirety and replaced with* the following:

ARTICLE II Purposes

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue Law (collectively with the Code, the "Revenue Laws"). The Corporation is organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, provide support to, or carry out the purposes of one or more organizations engaged in the operation of a hospital and/or other health care or health research activities, each of which is described in Sections 509(a)(1) or 509(a)(2) of the Code or the corresponding provision of any future Revenue Laws. In furtherance of the foregoing, and without expanding the foregoing, the Corporation is organized to (i) act as the parent corporation over a charitable hospital and its affiliates which promote and carry on the care and treatment of the sick and injured, and the scientific and medical research related thereto, and (ii) provide support to its not-for-profit affiliate entities Jupiter Medical Center, Inc., Jupiter Medical Center Physicians Group, Inc., Jupiter Medical Center Foundation, Inc., Jupiter Medical Center Pavilion, Inc., Jupiter Health Outpatient Services, Inc., and such other non-profit affiliate entities as may be added to the Jupiter Health, Inc. corporate family from time to time.

2. **ARTICLE X** of the Corporation's original Articles of Incorporation *is hereby deleted in its entirety and replaced with* the following:

ARTICLE X Dissolution

Upon dissolution or liquidation of the Corporation, the Board of the Corporation shall dispose of all remaining assets of the Corporation after paying or making provision for the payment of all the liabilities of the Corporation exclusively for the purposes of the Corporation by transferring such assets to Jupiter Medical Center, Inc. a Florida not for profit corporation, or its successor, provided that it is then in existence and qualified as a tax-exempt organization described in Section 501(c)(3) of the Code. In the event that Jupiter Medical Center, Inc. or its successor is not so qualified or is not then in existence, the remaining assets shall be distributed exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes and qualified as a tax-exempt organization or organizations described in Section 501(c)(3) of the Code, as the Board of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation in such manner, or to such tax-exempt organization or organizations described in Section 501(c)(3) of the Code, as said court shall determine.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for
if not contained in the amendment itself: ***NOT APPLICABLE***

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)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

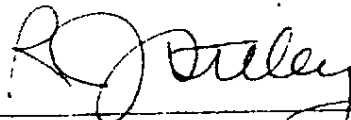
by _____
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated _____

Signature (By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)



Robert J. Stille
Board Chairman