

N16000001717

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

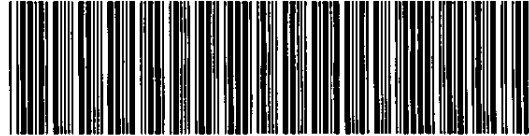
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500287780465

07/12/16--01036--008 **43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2016 JUL 12 PM 2:04

JUL 20 2016

C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Catalyst Medical Foundation, Inc.**

DOCUMENT NUMBER: **N1600000 1717**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Andrew Shepperd

(Name of Contact Person)

(Firm/ Company)

1707 E. Oak Street

(Address)

Arcaria, FL 34266

(City/ State and Zip Code)

ashepperd@catalystmedicalgroupfl.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andrew Shepperd

(Name of Contact Person)

at (**321**) **217-0240**

(Area Code & Daytime Telephone Number)

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

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

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Catalyst Medical Foundation, Inc.

2016 JUL 12 PM 2:04

(Name of Corporation as currently filed with the Florida Dept. of State)

N16000001717

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, 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:

N/A The new
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

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:

N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(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.

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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	<u>N/A</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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

See Attached Sheet for Amended Articles.

Purpose:

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. This non-profit corporation will have all the powers as stated in Section 617.021, Florida Statutes 1991 and all acts amendatory thereof, including the Corporation's registration with the internal Revenue Service as a 501(c)(3) - 59-135-8912. To establish and maintain charitable purposes as an institution providing services primarily for residents of Florida.

Our clinic will be a healthcare facility that is primarily devoted to providing primary health care to socioeconomically and geographically underserved outpatient community of Arcadia and surrounding towns. We will be a privately operated, managed and funded organization that will cover the primary healthcare needs of the populations in these local communities. We will provide services to low-income adults who are under and/or uninsured (not covered by Medicare, Medicaid, or other government program) and are residents of the county in which the Clinic is located. In keeping with many free medical clinics nationwide, we will see patients who are at 100%-300% of federal poverty level (FPL).

Our nonprofit foundation will be in support of the existing healthcare facility, the Catalyst Walk-In Clinic. This foundation will be primarily devoted to providing primary health care to socioeconomically and geographically underserved outpatient community of Arcadia and surrounding towns. We will be a privately operated, managed and funded nonprofit organization that will cover the primary healthcare needs of the populations in these local communities, including homeless shelters and camps. We will provide services to low-income adults who are under and/or uninsured (not covered by Medicare, Medicaid, or other government program) and are residents of the county in which the Clinic is located.

In keeping with many free medical clinics nationwide, we will see patients who are at 100%-300% of federal poverty level (FPL). At present, these needy patients are being treated, but at the expense of the paying patients. It is our intention to have the nonprofit foundation aid in supporting the ongoing costs of treatment for these patients who are unable to pay for their healthcare. Each patient will complete an application that will support their indigent status per our income calculation. All costs will be tracked through our clinic's EMR system at no cost to these patients, which we will monitor on a monthly basis. Our activities scheduled will change depending upon the needed costs to keep the program operating.

In the future, our activities with the needy community will grow through word of mouth, meetings with the Civic Association, health care clinics within the community. Our plan is to regularly reach out (advertise and market) these activities at least quarterly to ensure ongoing understanding of our services within the community. The nonprofit activities will not charge any fees to this population, but will solicit donations from the community, customers of the for profit clinic, local businesses, and grant opportunities where and when possible.

Since the need is ongoing, we plan to manage these efforts along with our paying customers. At present, both paying and non-paying customers are a constant within the clinic.

Approximately, 10-15 percent are indigent. The for profit clinic will, at the present offer these services at no charge to the nonprofit foundation.

Our services will include those for minor, non-life threatening illnesses and injuries that will not be a substitute for emergency medical care. While specific services vary from clinic to clinic, most conduct general physical exams and provide testing and treatment of acute medical problems (e.g., headaches, sore throats, cough/colds, GI complaints, rashes, burns, allergic reactions, puncture wounds, fractures, UTI, contusion, Skin Tears, medication refills, STD testing, rapid flu/strep test, urinalysis).

Dissolution of Corporation

Upon dissolution of the Corporation, the Board of Directors will dispose of the assets of the Corporation in such a manner, or to such organizations operated for charitable purposes as will qualify at the time as exempt organizations under Section 501(c)(3) of the IRS code, or the law in effect at the time. Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, if the named beneficiary at the time of dissolution may not be qualified, may not be in existence, or may be unwilling or unable to accept the assets of the dissolving organization, the remaining assets will be distributed to a non-profit fund, foundation, or Corporation which is organized and operated exclusively for charitable, educational, religious, and scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Moreover, upon the dissolution of the organization, assets that have not been distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Conflict Of Interest

No officer, Director, or member of the Corporation will have a direct or indirect financial interest in the Corporation's interest when it is contemplating entering into a transaction or arrangement that might result in a possible excess benefit transaction. This policy, which has been adopted by resolution of the governing board, is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article IV - The manner in which the directors are elected and appointed:

Elections will be held at the annual meeting in November. Nomination for all positions may be made from the floor, but only with express consent of the person or persons nominated. From a slate of nominees presented at the November meeting of the Corporation, the Board of Directors will elect from its membership the Executive Committee of the Board, comprised of the President, Vice President, Secretary, Treasurer and one (1) additional member at large. Each member of the Executive Committee will serve two consecutive two year terms and may be

elected to successive terms without limit. Any vacancies occurring on this Committee may be filled by the Board of Directors.

The Executive Committee will have all the power and authority of the Board of Directors in the interim between regular Board meetings, and its acts, by majority vote of the entire membership of the Executive Committee will be binding upon the Corporation; provided, however the Executive Committee will exercise this authority only with respect of those matters deemed by the President or by a majority of the Executive Committee, to be of sufficient importance to require a decision and action prior to the next regularly scheduled meeting of the Board of Directors. The Executive Committee will recommend action by the Board of Directors with respect to any matter affecting the Corporation.

An affirmative vote of a majority of the Board of Directors present quorum and attending will be required to elect officers, board members, and to remove from office a trustee or officer for cause deemed sufficient by those voting for such removal.

Any member of the Board of Directors, who will have three (3) unexcused absences from regularly scheduled meetings of the Board in any fiscal year, will automatically be dropped as a member of the Board. Absences may be excused for just cause and may be registered in person orally, in writing, by telephone or email prior to such meetings.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Effective date if applicable: _____
(no more than 90 days after amendment file date)

2016 JUL 12 PM 2:04

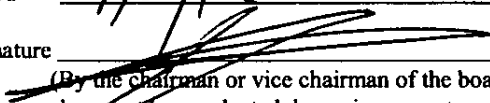
Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

7/5/16

Signature



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

Andrew Shepperd

(Typed or printed name of person signing)

President

(Title of person signing)