

N/16000010187

(Requestor's Name)

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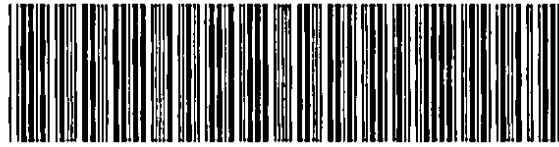
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APR 16 2019

FILED
2019 APR -9 AM 11:12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Northwest Community Health Alliance, Inc

DOCUMENT NUMBER: N16000010187

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

Please return all correspondence concerning this matter to the following:

Phillip H. Hutchinson

(Name of Contact Person)

Greenberg Traurig, P.A.

(Firm/ Company)

77 South Flagler Drive, Suite 300 East

(Address)

West Palm Beach, FL 33401

(City/ State and Zip Code)

resa@ncciwpb.org

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

For further information concerning this matter, please call:

Phillip H. Hutchinson

561.650.7952

at

(Name of Contact Person)

(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

2019 APR -9 AM 11:12

The Northwest Community Health Alliance, Inc.

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

N16000010187

(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:

_____ 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.

3. Enter new principal office address, if applicable:

Principal office address MUST BE A STREET ADDRESS)

4. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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)

By 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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
<input checked="" type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
 <input type="checkbox"/> Change	 _____	 _____	 _____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
 <input type="checkbox"/> Change	 _____	 _____	 _____
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 <input type="checkbox"/> Change	 _____	 _____	 _____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
 <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)

Attached

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
THE NORTHWEST COMMUNITY HEALTH ALLIANCE, INC.**

The undersigned sole incorporator of The Northwest Community Health Alliance, Inc., a Florida corporation (the "Corporation"), hereby adopts the following amendments to the Corporation's Articles of Incorporation in accordance with the provisions of Section 607.1006, Florida Statutes:

ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE I – NAME

The name of this corporation shall be Northwest Community Health Alliance, Inc."

ARTICLE II of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE II – PRINCIPAL OFFICE

The principal office of the corporation is located at the following address:

720 8th Street, West Palm Beach, FL 33401"

ARTICLE IV of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE IV - PURPOSE

The primary purpose and mission for which Org/Board is formed is to provide governance and oversight for the operation of the Northwest Health Center (the "Health Center" or the "Center"), a community health center, along with Florida Atlantic University, under terms noted in a fully executed Co-Applicant Agreement between the Florida Atlantic University Board of Trustees ("FAU" or the "University") and Org/Board (the "Co-Applicant Agreement"). The Co-Applicant Agreement was entered into for purposes of seeking Federally Qualified Health Center ("FQHC") status for the Center. Org/Board shall be composed and operate in a manner consistent with federal and state laws and regulations, including but not limited to Section 330 of the Public Health Service Act ("Section 330") and its implementing regulations, and HRSA policy.

The Board of Directors of Org/Board shall assure the Health Center's provision of primary and preventive health care and other health, dental, and/or social services covering the life span to the general community and medically underserved populations, without regard to patients' ability to pay. These activities shall be conducted exclusively for charitable, educational, and scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code (the "Code") or corresponding provisions of any subsequent state and federal tax laws, including,

for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

The Board of Directors shall further assure that the Health Center operates as a nurse-managed clinic and serves as a teaching/learning site for the clinical training of Florida Atlantic University Christine E. Lynn College of Nursing (the "College of Nursing") students and other allied health profession students and trainees."

ARTICLE X of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE X – SPECIAL PROVISIONS

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall not be less than nine (9) persons. The number and method of election of directors shall be as stated in the bylaws of the corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 5th day of April, 2019.

**NORTHWEST COMMUNITY HEALTH ALLIANCE,
INC., a Florida corporation**

By: 

Phillip H. Hutchinson, Sole Incorporator

March 14, 2019

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

March 14, 2019

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)

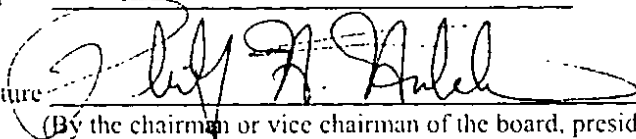
☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

April 5, 2019

Dated

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)

Phillip H. Hutchinson, Esq.

(Typed or printed name of person signing)

Director

(Title of person signing)