

2018/05/29 13:25:20 1 /5

Division of Corporations

Page 1 of 2

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H18000163232 3)))



H180001632323ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From: Rosa Wong, Paralegal

Account Name : AKERMAN LLP - MIAMI
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

FILED
18 MAY 29 AM 9:07
S TALLENT
MAY 30 2018

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

COR AMND/RESTATE/CORRECT OR O/D RESIGN
ICU BABY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

Amended
&
Restated

Electronic Filing Menu

Corporate Filing Menu

Help

H18000163232 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ICU BABY, INC.**

Pursuant to the provisions of section 617.1006 of the Florida Not-for-Profit Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation, and certify as follows:

1. The name of the corporation is: ICU BABY, INC., (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was on April 16, 2018, effective April 30, 2018. The document number assigned to the Corporation by the Florida Department of State is No: N18000004213.

2. The Amended and Restated Articles of Incorporation does not require member approval and has been duly approved by the Board of Directors of the Corporation by written consent dated May 21st, 2018, in accordance with Sections 617.1001, 617.1002, and 617.1007 of the Florida Not-For-Profit Corporation Act.

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of the corporation shall be: ICU baby, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and street mailing address of this corporation is:

88 W. McIntyre Street
#200
Key Biscayne, FL 33149

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By Laws.

FILED
18 MAY 29 AM 9:07

H18000163232 3

ARTICLE V. REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the registered agent is:

Melissa White
c/o Key Biscayne Community Foundation
88 West McIntyre Street
Suite 200
Key Biscayne, Florida 33149

ARTICLE VI. CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation 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 of 1986, as amended ("Code").

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.


ARTICLES VII. EFFECTIVE DATE

The Effective Date of this amendment shall be upon the filing of the Amended and Restated Articles of Incorporation.

2018/05/29 13:25:20 4 /5

H18000163232 3

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 31 day of May, 2018.

By: 
Elizabeth Simonton, President

2018/05/29 13:25:20 5 /5

H18000163232 3

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

A handwritten signature in cursive script, appearing to read "Melissa White", is written over a horizontal line.

Melissa White, as Registered Agent