

Division of Corporations

<https://efile.sunbiz.org/scripts/efilcovr.exe>

NI 8000356389

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.

((H19000356389 3)))



H190003563893ABCB

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: Account Name : NASON, YEAGER, GERSON, WHITE & LIOCH, P.A.
Account Number : 073222003555
Phone : (561) 686-3307
Fax Number : (561) 290-1590

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

Email Address: bmann@nasonyeager.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
BROWARD MEDICAL STAFF ASSOCIATES, INC.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$43.75

FILED
19 DEC 10 AM 9:17
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
2019 DEC 10 PM 4:02

DEC 11 2019
S. YOUNG

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BROWARD MEDICAL STAFF ASSOCIATES, INC.**

- FIRST:** The name of the corporation is BROWARD MEDICAL STAFF ASSOCIATES, INC.
- SECOND:** The corporation was registered with the Florida Department of State on May 9, 2019 and assigned Document No. N18000005239.
- THIRD:** The Articles of Incorporation are hereby amended and restated to read:

I, the undersigned incorporator, hereby make, acknowledge and file these Amended and Restated Articles of Incorporation for the purpose of forming a nonprofit corporation, organized solely for general charitable, religious educational, and scientific purposes pursuant to the Florida Corporations Not For Profit Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE I
CORPORATE NAME

The name of the Corporation is:
BROWARD MEDICAL STAFF ASSOCIATES, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office and the mailing address of the Corporation is:
c/o Holy Cross Hospital Medical Staff Office
4725 North Federal Highway
Fort Lauderdale, FL 33308

ARTICLE III
DURATION

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE IV

FILED
19 DEC 10 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIFIC AND GENERAL PURPOSES

The specific and general purposes for which the Corporation is formed are as follows:

(a) To assist in the delivery of quality medical care at Holy Cross Hospital, and to provide assistance to its medical staff in doing so through Continuing Medical Education, Medical Staff Leadership Training, and all other available means, activities, and methods. The Corporation shall further serve the public and community through educational presentations, literature, and related community activities, and

(b) To operate exclusively in any other manner for such charitable, religious, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

ARTICLE V

MEMBERSHIP

The Corporation may, but need not, admit any person as a member of the Corporation upon such conditions and with such privileges as approved by a resolution of the Board of Directors. Any member so admitted shall have no right to receive notice of, vote in, or otherwise participate in any meeting concerning the operations of the Corporation unless otherwise provided in the Bylaws.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The name, street address and city of the registered agent of the Corporation is as follows:

Richard Levenstein
3001 PGA Boulevard, Suite 305,
Palm Beach Gardens, FL 33410

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be no less than three, and shall otherwise be established and regulated by the Bylaws. Directors of the Corporation shall be elected in the manner provided in the Bylaws.

ARTICLE VIII
DIRECTORS

The names and addresses of the persons who are to serve as directors (which may be expanded or changed pursuant to the Bylaws) are:

<u>NAME</u>	<u>ADDRESS</u>
Jon Kotler, M.D.	c/o Holy Cross Hospital Medical Staff Office 4725 North Federal Highway Fort Lauderdale, FL 33308
Luis Barreras, M.D.	6405 North Federal Highway Fort Lauderdale, FL 33308
John Cunha, M.D.	2221 NE 43 rd Street Lighthouse Point, FL 33064

The Directors named herein as the Board of Directors shall hold office until their successors are elected and qualified. Additional Directors may be added as provided in the Bylaws.

ARTICLE IX
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

ARTICLE X
EARNINGS AND ACTIVITIES OF THE CORPORATION

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article IV hereof.

(B) 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 any candidate for public office.

(C) Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding

provision of any future United States Internal Revenue Law).

(D) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE XI

DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to charitable, religious, educational, and scientific purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual except as provided in Article X.

ARTICLE XII

DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, to an exempt organization described in this paragraph.

ARTICLE XIII

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Amended and Restated Articles of Incorporation in Palm Beach Gardens, Florida, and these Amended and Restated Articles of Incorporation were approved by the Board of Directors, and there are no members entitled to vote on amendments. For such uses and purposes aforesaid, we have subscribed our names.

DATE: 12-8, 2019.

DIRECTORS:

Signature: [Signature]

Print Name: [Signature]

(Jack Rottler MD), President

John C. [Signature]

John C. [Signature] DO

Mark Caputo MD

Joshua R. [Signature]

Travis [Signature]

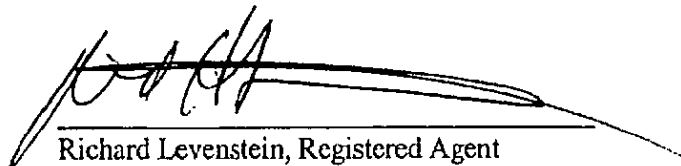
Alan [Signature]

Joshua M. Lared MD

Leis [Signature]

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all the Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.



Richard Levenstein, Registered Agent