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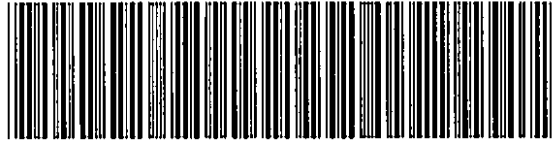
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2021 SEP 10 PM 6:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 23 2021

S. PRATHER

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Health First Foundation, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Tracy G. Cummings c/o Health First Legal Dept.
Name (Printed or typed)

6450 US Highway 1

Address

Rockledge, FL 32955

City, State & Zip

321-434-4182

Daytime Telephone number

tracy.cummings@hf.org

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

NOTE: Please provide the original and one copy of the document.

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TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the corporation is:

Health First Foundation, Inc.

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows:

See attached Amended and Restated Articles of Incorporation.

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

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) <input type="checkbox"/> Change	_____	_____	_____
<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			_____

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Name: _____

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☒ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was August 19, 2021, and the votes cast were sufficient for approval

☐ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE: August 19, 2021
Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

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.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: SEPTEMBER 1, 2021

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)

Nicholas W. Romanello

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

FILED
2021 SEP 10 PM 6:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEALTH FIRST FOUNDATION, INC.
(a Florida Not-For-Profit Corporation)**

This is to certify that the undersigned hereby amends and restates the Articles of Incorporation of the foregoing not-for profit Corporation, pursuant to Sections 617.1007 and 617.1002, Florida Statutes, which amendment and restatement includes one or more amendments to the Articles and requires Member approval. Such restatement or amendments do not require approval of the Corporation's Board of Trustees. Such Amended and Restated Articles restate and further amend the provisions of the Articles of Incorporation.

These Amended and Restated Articles of Incorporation were approved by the Board of Trustees of the Member, Health First Shared Services, Inc., on the 19th day of August, 2021. The number of votes cast was sufficient for approval. The Amended and Restated Articles of Incorporation shall become effective upon filing with the Department of State and shall supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I – NAME

The name of the corporation shall be Health First Foundation, Inc. (the "Corporation").

ARTICLE II – PURPOSE

The Corporation is organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Code"). Consistent with the foregoing, the specific purpose or purposes for which this Corporation is organized are:

1. To support the exempt purposes of Health First Shared Services, Inc. and its tax-exempt affiliated entities.
2. To provide charitable, medical, scientific, educational and research support to tax-exempt, not-for-profit medical institutions affiliated with Health First Shared Services, Inc., and to promote the general health and welfare of the community.
3. To develop community support, to provide direction and expertise, and to assist in acquiring funds and resources for the provision of a health care delivery system designed to find, treat and manage community health care needs with preventive programs or treatment.
4. To facilitate community relationships among community service organizations to address health and health-related community issues and to identify special needs of the community, which would be better served by coordinating existing services.
5. To do everything necessary, suitable or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or

connected with, the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Florida upon a not-for-profit corporation organized under the laws of the State of Florida and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a not-for-profit corporation organized under the laws of the State of Florida.

This Corporation is organized exclusively for charitable, scientific, and educational purposes for which a corporation may be formed under the not-for-profit corporation law and not for pecuniary profit or financial gain; and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, trustees, director, officer, or individual. 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 any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities that are either (i) not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code; or (ii) that are not in the furtherance of the purposes expressly stated in Section 1 of this Article II.

ARTICLE III – TERM

The period of existence of the Corporation shall be perpetual.

ARTICLE IV – MEMBER

The sole member of the Corporation shall be Health First Shared Services, Inc., a Florida not-for-profit corporation (the “Member”). Provisions relating to the Member including voting and other rights shall be set forth in the Bylaws of the Corporation.

ARTICLE V – BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees, which shall consist of such number of Trustees as shall be fixed by the Bylaws. The manner of selection, classification, qualification, removal, terms of office and all other provisions relating to Trustees shall be as provided in the Bylaws.

Subject to the limitations of these Articles of Incorporation of the Corporation, the Bylaws and the laws of the State of Florida, the Board of Trustees shall not take any action with respect to the following without approval of the Member:

1. Any change in the mission, purpose or scope of the Corporation and its operation.
2. The incurring of debt or guaranteeing the debt of another;
3. The approval of the sale, lease, purchase, conveyance or other disposition of any real property or any personal property of the Corporation having a fair market value in excess of \$100,000;

4. The approval of the sale, lease, purchase, conveyance or other disposition of all or substantially all of the assets of the Corporation;
5. The approval of annual operating and capital expenditure budgets of the Corporation and any material deviations from such budgets;
6. The approval of the appointment or engagement of all auditors and legal counsel and the engagement of consultants involving expenditures in excess of \$50,000 annually;
7. The approval of any significant changes of human resource and employee benefit, accounting, financial and other policies and procedures;
8. The approval of strategic and long-range plans, major fund-raising programs and financial commitments (over and above those contained in approved budgets) in excess of \$100,000;
9. The creation, acquisition, sale, purchase, dissolution or other disposition of any affiliated or controlled entity or any joint venture or any interest in any such entity;
10. The relocation, implementation or discontinuation of a major program or service; and
11. The repeal amendment or restatement of Articles of Incorporation and Bylaws of the Corporation.

ARTICLE VI – BYLAWS

The Board of Trustees of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE VII – AMENDMENTS

These Articles of Incorporation may be amended only by the Member in the manner now or hereafter provided in the Florida Statutes.

Any amendment of these Articles of Incorporation shall become effective when, and only when, such amendment has been filed with the Florida Department of State, approved by it and all filing fees have been paid in accordance with applicable provisions of Chapter 617 of the Florida Statutes.

ARTICLE VIII – DISSOLUTION

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to the Member, provided that the Member is then recognized as an organization described in Section 501(c)(3) of the Code. If, at the time of the dissolution or winding up of this corporation, the Member is not an organization which is organized and operated exclusively for charitable purposes which at such time has established its tax-exempt status under Section 501(c)(3) of the Code, then upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to an organization which is organized and operated exclusively for charitable purposes which at such time has established its tax-exempt status under Section 501(c)(3) of the Code or shall be


distributed to the Federal, state or local government exclusively for a public purpose. 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, exclusively for such purposes.

ARTICLE IX – ADDRESS

The principal address of the Corporation is 6450 US Highway 1, Rockledge, Florida 32955. The name and address of the registered agent is Nicholas W. Romanello, Esq., 6450 US Highway 1, Rockledge, Florida 32955.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 1st day of September, 2021 for the purposes hereinabove expressed.

HEALTH FIRST FOUNDATION, INC.


By: 
Nicholas W. Romanello, Assistant Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgment, personally appeared Nicholas W. Romanello, who is personally known to me and known to be the Assistant Secretary of Health First Foundation, Inc., who executed the foregoing Amended and Restated Articles of Incorporation, and acknowledged before me that he executed it in the name of and for the Corporation, and that he was duly authorized by said Corporation to do so.

Witness my hand and official seal in the County and State aforesaid this 1st day of September, 2021.

(NOTARY SEAL)


Notary Public

