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LAW OFFICE OF
CLARK A. STILLWELL, LLC
ATTORNEY AT LAW

BANK OF INVERNESS BUILDING
320 U.S. HIGHWAY 41 SOUTH
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March 7, 2006

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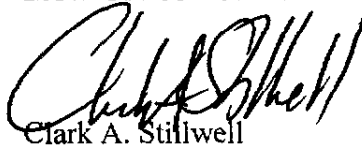
**Re: Citrus Memorial Health Foundation, Inc.
Corporate File # N19863**

Dear Secretary:

On behalf of Citrus Memorial Health Foundation, Inc., we enclose a fully executed original, Restated Articles of Incorporation, along with our check in the amount of \$35.00, representing your filing fee. We are also enclosing our check in the amount of \$8.15. Please provide our office with a certified copy of the Restated Articles of Incorporation. If you have any questions, feel free to contact me.

Very truly yours,

LAW OFFICE of CLARK A. STILLWELL, LLC



Clark A. Stillwell

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TO: Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

NOTICE PER F.S. 617.1007

OF

ARTICLES OF RESTATEMENT

- | | | | |
|----|--|---|---|
| A. | <u>Name of Corporation</u> | - | Citrus Memorial Health
Foundation, Inc. |
| B. | <u>Text</u> | - | See Attached Exhibit "A" |
| C. | <u>Amendments</u> | - | The Restated Articles do
contain Amendments and
said Amendments and Restated
Articles were adopted by the
Board of Directors at a Noticed
Board Meeting per F.S. 617.1002,
on the 25 th day of April, 2005 and
the 23 rd day of January, 2006. |
| D. | <u>Membership Vote</u> | - | No Membership Vote is required
As the corporate entity has no
Members |
| E. | <u>Superseding of Restated
Articles:</u> | - | The Restated Articles, dated
the 23 rd day of January, 2006
shall supersede the original articles
of incorporation and all
amendments |

CITRUS MEMORIAL HEALTH
FOUNDATION, INC.

By: _____

Secretary, V. Reddy

Date: February 27, 2006

Pursuant to unanimous vote of the Board of Directors of Citrus Memorial Health Foundation, Inc., taken on the 2nd day of January, 2006, as authorized by the Articles of Incorporation and further, that there are no members or members entitled to vote on said amendment, CITRUS MEMORIAL HEALTH FOUNDATION, INC., a Florida not-for-profit corporation, through it's undersigned Chairperson, Joseph S. Brannen, Esq., and Secretary, V. Reddy, M.D., hereby adopt the Restated Articles of Incorporation.

RESTATED
ARTICLES OF INCORPORATION
OF
CITRUS MEMORIAL HEALTH FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)

FILED
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The undersigned, a not-for-profit corporation under the laws of the State of Florida, pursuant to F.S. 617.1007(i), hereby certifies as follows the Corporation's Restated Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation (hereinafter called the Corporation) is CITRUS MEMORIAL HEALTH FOUNDATION, INC.

ARTICLE II

PURPOSE

OFFICE AND REGISTERED AGENT

The Corporation shall have and continuously maintain in Inverness, Florida its principal place of business and have a registered agent upon whom process can be served. The address of the registered office is 502 Highland Boulevard, Inverness, Florida, 34452, and the name of the registered agent is Ryan Beaty, or as otherwise designated at the annual meeting of the Corporation

ARTICLE III
PURPOSES OF CORPORATION

3.1 PURPOSES

The purpose of the Corporation shall be:

3.1.1(a) To operate exclusively for charitable, scientific, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, its regulations, or the corresponding provision of any applicable future United States Internal Revenue Law and regulations.

3.1.1(b) To operate and maintain Citrus Memorial Hospital ("Hospital") with permanent facilities for diagnosis and treatment of both inpatients and outpatients and to develop, operate and maintain such other facilities, and to provide such other services to promote health and physical and mental wellbeing, adapted to the accomplishment of the charitable, scientific, and/or educational purposes aforesaid, including, but not limited to conducting educational activities related to the care of the sick and injured or to the promotion of health; developing efficient and practical arrangements for the provisions of extended care and other categories of long-term services through an effective transfer agreement; utilizing home care services whenever feasible; fostering the teaching function of the Hospital in cooperation with health care and educational institutions; and assisting the community served by the Hospital in meeting its responsibility to provide orientation and in-service training programs so that Hospital personnel maintain their skills and learn of new developments in the health field.

Further, to undertake such actions as necessary to acquire, build, construct, maintain, expand, repair, alter, equip, operate and lease any existing, proposed or hospital facility, nursing, or convalescent home within Citrus County, Florida, to include normal and incidental medical related facilities.

3.1.2 To enhance the quality of life and benefit the residents of Citrus County, Florida, by the promotion of efficient and quality health care through involvement in various health care and other activities, the conduct of health planning and resource allocation and all other methods appropriate to the objectives of this Corporation;

3.1.3 To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, loan, sell, convey and otherwise dispose of all such property in furtherance of the objectives and purposes of this Corporation;

3.1.4 To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes; and

3.1.5 To make charitable grants to other corporations operating exclusively for charitable, scientific and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

3.1.6 To engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of Florida, subject to the limitations set forth in Section 3.2 of Article III of the Corporation's Articles of Incorporation.

3.2 LIMITATIONS

The Corporation is organized not-for-profit and no part of the income of said Corporation shall ever be distributed to any Director or Officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to our for the Corporation affecting one or more of its purposes. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as may be hereafter amended, or (iii) by a not-for-profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE IV

POWERS

The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the Corporation, and limited only by the restrictions set forth in these Articles of Incorporation.

ARTICLE V

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VI

MEMBERSHIP

The Corporation shall have one (1) member, the Citrus County Hospital Board, a Florida public body created pursuant to Chapter 99-442, Laws of Florida, as amended by Chapter 01-308, Laws of Florida. The voting rights of the member shall be as defined by the Corporation's ByLaws.

ARTICLE VII

DIRECTORS

7.1 NUMBER, COMPOSITION AND QUALIFICATION

The affairs of this Corporation are to be managed by a Board of Directors consisting of a minimum of ten (10) Directors and a maximum of twelve (12) Directors, plus the Medical Staff Director.

7.2 POWERS

The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation. All Directors shall have the right to vote. Any director serving in two (2) categories simultaneously shall have only one (1) vote.

7.3 DIRECTOR CATEGORIES AND TERM OF OFFICE

There shall be three (3) categories of directors: Hospital Directors, At-Large Directors and a Medical Staff Director.

7.3.1 Hospital Directors. The five (5) members of the Citrus County Hospital Board shall serve as Hospital Directors.

7.3.2 At-Large Directors. There shall be a minimum of five (5) and a maximum of seven (7) At-Large Directors. These Directors shall be nominated by the Board of Directors in the manner as shall be fixed in the ByLaws from time to time. The terms of the

Directors shall be staggered at intervals of four (4) years. Any At-Large Directors holding the office of Chairman or Vice-Chairman of the Citrus County Hospital Board will serve both seats.

7.3.3 Medical Staff Director. The Chief/President of the medical staff shall serve as a voting member of the Citrus Memorial Health Foundation Board representing the medical staff of Citrus Memorial Hospital.

In the event the Chief/President of the medical staff serves on a board of a competing hospital or major healthcare provider, then the Vice Chief/Vice President of the medical staff will serve as a medical staff ex-officio member of the Citrus Memorial Health Foundation Board representing the medical staff of Citrus Memorial Hospital.

7.4 BOARD The names and addresses of the Board of Directors as of the date of these Restated Articles are set forth below, along with their respective category descriptions, if appropriate:

<u>NAME</u>	<u>CATEGORY DESIGNATION</u>	<u>TERMS</u>
V. Reddy, M.D.	At-Large Director	2004 - 2008
Joseph S. Brannen, Esq.	At-Large Director	2005 - 2009
Sandra Chadwick	Hospital Director	2003 - 2007
Debra Fredrick	Hospital Director	2004 - 2008
Robert L. Henigar	At-Large Director	2004 - 2008
James T. Sanders	At-Large Director	2005 - 2009
Marilyn Jordan	At-Large Director	2003 - 2007
C. Phillip Kofmehl	At-Large Director	2005 - 2009
Debra Frankel	Hospital Director	2005 - 2009
David Langer	Hospital Chairperson	2003 - 2007

Alida Langley

Hospital Vice Chairperson

2003 - 2007

**Steven A. Roth, Current Chief
of Medical Staff**

Medical Staff Member

7.5 TERM LIMITS OF AT LARGE DIRECTORS

Commencing with the term(s) of the At Large Directors, as listed in the Restated ByLaws, dated January 23rd 2006, each existing and future At Large Director shall serve no more than three (3) consecutive terms. Nothing herein shall prevent an At Large Director from subsequently serving as a Hospital Board Director's seat nor a Hospital Board Director from subsequently filling an At Large Director's Seat.

ARTICLE VIII

OFFICERS

8.1 NUMBER

There shall be five (5) officers of the Corporation. They are: Chairperson, Vice-Chairperson, President, Secretary, and Treasurer. An individual may hold more than one (1) office; provided, however, that the Chairperson or the President of the Corporation may not concurrently hold the office of Secretary.

8.2 ELECTION AND TERM OF OFFICE

All officers, with the exception of the President, shall be elected for terms of one (1) year by the Board of Directors at the Annual Meeting of the Board each year. The Board shall appoint a Chief Executive Officer who shall serve as the President of the Corporation for as long, and only as long as he holds his position as Chief Executive Officer. The Chairperson and Vice-Chairperson shall be elected from the membership of the Board. The President shall be a member of the Board by virtue of his position as President. The Secretary and Treasurer need not be elected from the membership of the Board.

8.3 ADDITIONAL OFFICERS

The Corporation may, at the discretion of the President, provide for addition categories of Officers, and may have additional Officers including, without limitation, one or more Vice-Presidents, Assistant Secretaries, and/or Assistant Treasurers.

8.4 POWERS AND DUTIES

The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of the Corporation.

8.5 OFFICERS

The names and addresses of the officers as of the date of these restated Articles are:

		<u>Address</u>
Chairperson	Joseph S. Brannen	502 Highland Blvd. Inverness, FL 32652-4754
Vice Chairperson	Robert L. Henigar	502 Highland Blvd. Inverness, FL 32652-4754
President	Ryan Beaty, CEO	502 Highland Blvd. Inverness, FL 32652-4754
Secretary/ Treasurer	V. Reddy, M.D.	502 Highland Blvd. Inverness, FL 32652-4754

ARTICLE IX

INCORPORATORS

The name(s) and addresse(s) of the Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Ryan Beaty, CEO	502 Highland Blvd. Inverness, FL 32652-4754

ARTICLE X

BYLAWS

The power to make, alter, amend, repeal, or adopt the Bylaws of this Corporation shall be vested in the Board of Directors of the Corporation.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

The power to make, alter, amend, repeal, or adopt the Bylaws of this Corporation shall be vested in the Board of Directors of the Corporation.

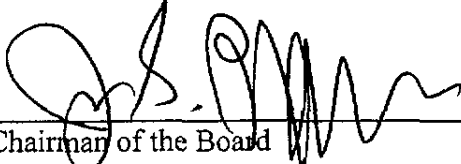
ARTICLE XII

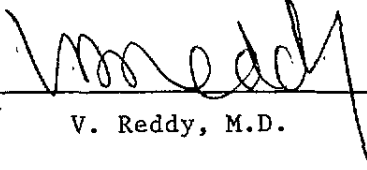
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all other assets of the Corporation to the Citrus County Hospital Board. In the event the Citrus County Hospital Board is no longer in existence at such time, or for any other reason is unable or unwilling to accept any or some of the assets proposed to be distributed to it, then the Board of Directors shall dispose of such non-distributable assets to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and as the Board of Directors shall determine to be best calculated to carry out the objects and purposes for which the Corporation is formed.

Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purpose.

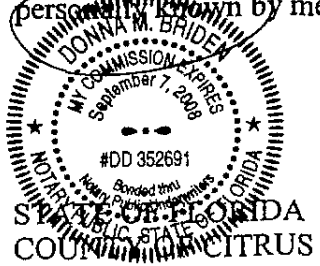
IN WITNESS WHEREOF, the undersigned Chairperson of the Board of Directors and Secretary of this corporation have executed these Revised and Restated Articles of Incorporation this 23rd day of January, 2006, which modify herein the original and all amendments to the Articles which Restated Articles shall supersede and have priority over the original Articles and any prior Amendment.


Chairman of the Board
Joseph S. Brannen, Esq.


Secretary V. Reddy, M.D.

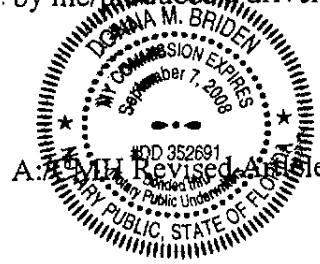
STATE OF FLORIDA
COUNTY OF CITRUS


The foregoing instrument was acknowledged before me this 7th day of March, 2006, by Joseph S. Brannen, Esq. Chairman of the Board, who is personally known by me/produced a driver's license and who did take an oath.




Notary Public Donna M. Briden

The foregoing instrument was acknowledged before me this 7th day of March, 2006, by V. Reddy, M.D. Secretary, who is personally known by me/produced a driver's license and who did take an oath.




Notary Public Donna M. Briden

A: 2004 Revised Articles of Incorporation - 12/23/05