

N19863

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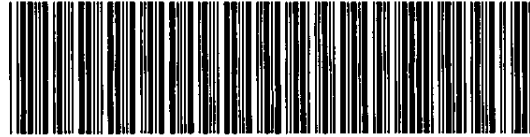
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02/06/15--01014--026 **35.00

FILED
15 FEB 13 PM 3:17
CLERK OF COURT
HARRIS COUNTY, TEXAS

Amend.

02/13/15

DC

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

BANK OF INVERNESS BUILDING
320 U.S. HIGHWAY 41 SOUTH
INVERNESS, FLORIDA 34450

TELEPHONE: (352) 726-6767
FAX: (352) 726-8283
caslaw@tampabay.rr.com

MAILING ADDRESS:
POST OFFICE BOX 250
INVERNESS, FL 34451-0250

February 3, 2015

Office of Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


Re: Foundation Resolution Corporation – Articles of Amendment

Ladies and Gentlemen:

Please find enclosed (1) Articles of Amendment (2) appropriate State forms and (3) my firm check for \$35.00 payable to Florida Department of State to cover cost of filing per online fee schedule. Please review and if satisfactory, please file. Thank you.

Very truly yours,

LAW OFFICE of CLARK A. STILLWELL, LLC



Clark A. Stillwell

CAS/cb
Enclosure

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Foundation Resolution Corporation

DOCUMENT NUMBER: N19863

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

Please return all correspondence concerning this matter to the following:

Clark A. Stillwell

(Name of Contact Person)

Law Office of Clark A. Stillwell, LLC

(Firm/ Company)

P.O. Box 250

(Address)

Inverness, Florida 34451-0250

(City/ State and Zip Code)

caslaw@tampabay.rr.com

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

For further information concerning this matter, please call:

Same

(Name of Contact Person)

at (352) 726-6767

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 10, 2015

CLARK A. STILLWELL
LAW OFFICE OF CLARK A. STILLWELL, LLC
P.O. BOX 250
INVERNESS, FL 34451-0250

SUBJECT: FOUNDATION RESOLUTION CORP.
Ref. Number: N19863

We have received your document for FOUNDATION RESOLUTION CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Bylaws are not filed with this office. Please retain them for your records.

The document must have original signatures.

You failed to sign the form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 415A00002776

ARTICLES OF AMENDMENT
TO THE
RESTATED ARTICLES OF INCORPORATION
OF
FOUNDATION RESOLUTION CORP.
(A Florida Not-for-Profit Corporation)

FILED
15 FEB 13 PM 3:17
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

These Articles of Amendment of Foundation Resolution Corporation, a Florida not for profit corporation (the "Corporation"), are made as of this 2nd day of February, 2015. These Articles of Amendment have been duly executed and are being filed in accordance with Section 617.1006 of the Florida Not For Profit Corporation Act.

1. Article VII, Section 7.1, 7.32, 7.33 and 7.4 of the Corporation's Restated Articles filed with the Florida Division of Corporations on March 8, 2006 (the "Restated Articles") are amended in its entirety to read as follows and Article XII is added:

ARTICLE XII – 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 five (5) Directors.

7.3 DIRECTOR CATEGORIES AND TERM OF OFFICE

There shall be one (1) categories of directors: At-Large Directors.

7.3.1 Hospital Directors. – Deleted

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.

7.3.3 Medical Staff Director. – Deleted

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

NAME	CATEGORY DESIGNATION	TERM
Geraldine Jones	At-Large Director	4 year (2016)
Joseph S. Brannen, Esq.	At-Large Director	4 year (2013)
Sandra Chadwick	At-Large Director	4 year (2018)
Joan Dias	At-Large Director	4 year (2013)
Robert Collins	At-Large Director	4 year (2017)
Carlton Fairbanks	At-Large Director	4 year (2016)
Clark A. Stillwell	At-Large Director	Interim

ARTICLE XIII – MEMBER CONSENT

13.1 Future Amendments. – All future amendments to corporation Articles and Bylaws shall require member consent.

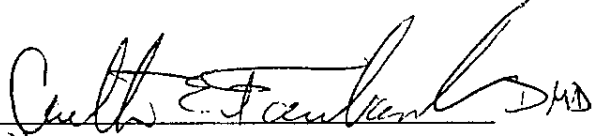
[Signature Page Follows]

CERTIFICATE

Pursuant to Section 617.1006 of the Florida Statutes, the undersigned certifies that these Articles of Amendment of Foundation Resolution Corp. (1) contain amendments that do not require member approval but such was obtained on January 30, 2015 by the member (2) were approved by the directors on November 24, 2014, and February 2, 2015 and (3) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated February 2, 2015.

Foundation Resolution Corp.

By: 
Name: Cynthia E. Faulkner
Title: CHAIRMAN