

# N25902

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(Requestor's Name)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 DEC 26 PM 3:30

*Amend*

JAN - 3 2013

T. BROWN

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **SF Holding Corp, Inc.**

DOCUMENT NUMBER: **N25902**

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

Please return all correspondence concerning this matter to the following:

**Kathy Self, Executive Assistant**

(Name of Contact Person)

**SF Holding Corp, Inc.**

(Firm/ Company)

**4300 NW 89th Blvd.**

(Address)

**Gainesville, FL 32606**

(City/ State and Zip Code)

**kathy.self@avmed.org**

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

For further information concerning this matter, please call:

**Kathy Self**

(Name of Contact Person)

at ( **352** ) **337-8703**

(Area Code & Daytime Telephone Number)

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

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 DEC 26 PM 3:30

SF Holding Corp., Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N25902

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

\_\_\_\_\_ The new  
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."  
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<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			_____

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

### Amended Article VI - Directors

Changed last sentence to read "The number of directors shall be fixed by the Bylaws but shall not be less than 3".

**The number of directors previously was not less than 5.**

A copy of the amended and restated Articles of Incorporation of SF Holding Corp., Inc. is attached.

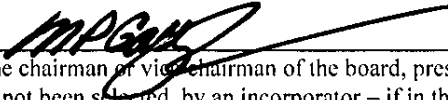
The date of each amendment(s) adoption: November 28, 2012

Effective date if applicable: November 28, 2012  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 18, 2012

Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Michael P. Gallagher

(Typed or printed name of person signing)

President & Chief Executive Officer

(Title of person signing)

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SF HOLDING CORP, INC.**

The undersigned incorporator, a natural person competent to contract, hereby forms a corporation not-for-profit under Chapter 617 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is SF Holding Corp, Inc.

**ARTICLE II - PURPOSES**

The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, for the following purposes:

1. To improve health and health care.
2. To promote cost containment and availability of health services through the development and ownership of health care financing and managed care plans and health care-related facilities.
3. To participate in any activity designed and carried on to promote the general health of the citizens of the State of Florida.
4. To exercise all the powers enumerated in Section 617.021, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.
5. To engage in any activity or business permitted under the laws of the State of Florida to not-for-profit corporations.

This Corporation is organized exclusively for the purposes expressed above as a not-for-profit corporation, and its activities shall be conducted exclusively for such purposes in such a manner that no part of its net earnings shall inure to the benefit of, and no part of its income shall be distributable to, any member (except for a member which is

an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law ("Code"), director, officer, or individual. In addition, the Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the not-for-profit purposes for which it has been organized.

### **ARTICLE III - MEMBERSHIP**

The sole member of the Corporation shall be SantaFe HealthCare, Inc., a Florida not-for-profit corporation.

The sole member expressly reserves the power, exercisable by it in its sole discretion:

1. To select or replace and to remove, with or without cause, the directors, officers, or agents of the Corporation; and
2. To make and approve the Articles of Incorporation and the Bylaws of the Corporation and to adopt amendments thereto without any action on the part of the Board of Directors.

In addition, the sole member of the Corporation may reserve other powers to it by amendment to these Articles of Incorporation or by the Bylaws of the Corporation.

### **ARTICLE IV - TERM**

The term of the Corporation shall be perpetual.

### **ARTICLE V - INCORPORATION**

The incorporator is Ann T. Liddell, 720 S.W. 2nd Avenue, Suite 555, Gainesville, Florida 32601.

### **ARTICLE VI - DIRECTORS**

The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors, who shall be elected by the sole member for one (1) year terms. Directors may be removed, with or without cause, by the sole member. The number of directors shall be fixed by the Bylaws but shall not be less than three (3).

Notwithstanding anything to the contrary herein, however, the Board of Directors may not, without the prior approval of the sole member:

1. Adopt or amend any annual or long-term capital or operational budget;

2. Authorize the Corporation to enter into any contract or other transaction which is not provided for in an annual or long-term capital or operational budget approved by the sole member, where the amount of proposed expenditure exceeds one percent (1%) of the current annual operating budget or which requires the Corporation to engage in any financing;
3. Adopt or change any long-term or master institutional plans of the Corporation, including the implementation of new programs and services;
4. Authorize the Corporation to engage in, or enter into, any transaction requiring a Certificate of Need;
5. Adopt any plan of sale, dissolution, merger, or consolidation of the Corporation or the disposition of any of the Corporation's assets;
6. Authorize the Corporation to enter into any contract, transaction or other agreement which requires the grant of a security interest, guaranty, mortgage, or other interest in the revenues or property, plant and equipment of the Corporation;
7. Adopt, alter, or change any plan of insurance for the Corporation;
8. Authorize the organization or acquisition of, or organize or acquire, any subsidiary or affiliate of the Corporation ("Affiliate" shall include any corporation, association, partnership, trust, joint venture, or other entity which directly or indirectly controls, is controlled by, or is commonly controlled with the Corporation);
9. Authorize the disposition of, or dispose of, any interest in any subsidiary of the Corporation; or
10. Authorize the employment or appointment of an auditor for the Corporation.

#### **ARTICLE VII - INITIAL DIRECTORS**

The initial directors are as follows: (All addresses are 720 SW 2nd Avenue, Suite 555, Gainesville, Florida 32601).

Scottie Butler  
E. T. York.  
Glenna Carr  
Joe Dunlap  
Ed Peddie

### **ARTICLE VIII - DISSOLUTION**

Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to such organization or organizations which are described in Section 501 (c) (3) of the Code, or to such political subdivision of the State of Florida for a public purpose, as the sole member shall determine, and none of the assets will be distributed to any member (except for a member which is an organization described in Section 501 (c) (3) of the code), officer or director of the Corporation.

### **ARTICLE IX - REGISTERED AGENT**

The street address of the registered office of the Corporation shall be 4300 NW 89<sup>th</sup> Blvd., Gainesville, Florida, and the name of the registered agent of the Corporation at the address is **Steven M Ziegler.**