

N28193

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.

((H11000152293 3)))



H110001522933ABCY

Note: DO NOT hit the REFRBSH/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 : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH,
Account Number : 076077001702
Phone : (407) 841-1200
Fax Number : (407) 423-1831

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

Email Address: billm@coastalhealth.org

COR AMND/RESTATE/CORRECT OR O/D RESIGN
COASTAL HEALTH SYSTEMS OF BREVARD, INC.

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

JDC 008262/015218

Electronic Filing Menu Corporate Filing Menu

Help

RECEIVED

11 JUN -8 AM 8:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
11 JUN -8 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/15/11
Amend + Restate
KAC

**FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COASTAL HEALTH SYSTEMS OF BREVARD, INC.**

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Fourth Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Coastal Health Systems of Brevard, Inc. "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 486 Gus Hipp Blvd., Rockledge, FL 32955, and the mailing address of the Corporation is P.O. Box 560750, Rockledge, FL 32956-0750.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for such purposes, making contributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, providing responsive, basic and advanced life support ambulance transport, wheelchair and ambulatory transportation services and non-medical stretcher services

FILED
11 JUN -8 AM 9:55
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

to the people and health care institutions of Brevard County, Florida, and areas contiguous thereto, and provide such other transportation, health care and social welfare related services as may be required, in an efficient and cost-effective fashion.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. 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 to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE IV - MEMBERS

The members of the Corporation shall be tax-exempt organizations within the meaning of Code Section 501(c)(3) that are approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin.

ARTICLE V - TERMINATION, WITHDRAWAL OF MEMBER

In the event that a member loses its tax-exempt status pursuant to Code Section 501(c)(3), substantially abandons its operations, or is dissolved, such member's membership in the Corporation shall terminate upon the occurrence of such event.

A member of the Corporation may withdraw its membership at any time and for any reason. If a member decides to withdraw, such withdrawing member shall give thirty (30) days' written notice to the Corporation and to the remaining members thereof of the withdrawing member's intention to withdraw. The withdrawal of such member shall be effective upon the expiration of such thirty-day period. The Corporation will have a period of ninety (90) days from and after receipt of the notice of election of withdrawal within which to pay to the withdrawing member the full amount of contributions or assessments, without interest or accrual, paid by the withdrawing member to the Corporation as an incident to taking or maintaining membership in the Corporation. As a condition to receiving such payment, the withdrawing member shall be a tax-exempt organization within the meaning of Code Section 501(c)(3) in good standing; no payment shall be made to a withdrawing member if it is not a tax-exempt organization within the meaning of Code Section 501(c)(3) at the time of the payment.

ARTICLE VI - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, provided that the Board of Directors shall at all times consist of at least three (3) persons. One-third of the number of directors shall constitute a quorum for the transaction of business provided that a director nominated by each member of the Corporation is at the meeting.

ARTICLE VII - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a unanimous vote of the directors present at any regular or special meeting of the directors called for such purpose in accordance with the Bylaws and at which a quorum is present. Notice setting forth the proposed amendments must be provided to all directors not less than fourteen (14) days prior to such meeting.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed equally to Health First, Inc., a Code Section 501(c)(3) tax-exempt organization, and North

Brevard Medical Support, Inc., a Code Section 501(c)(3) tax-exempt organization; except that in the event that either of the foregoing named organizations is not an exempt organization within the meaning of Code Section 501(c)(3) at such time, the assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county 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 exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 24th day of May, 2011.

Coastal Health Systems of Brevard, Inc.

By: 
William D. McCarthy, President

**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COASTAL HEALTH SYSTEMS OF BREVARD, INC.**

I, William D. McCarthy, being the duly elected, qualified and acting President of Coastal Health Systems of Brevard, Inc., a Florida not for profit corporation, hereby certify in accordance with Section 617.1007 of the Florida Statutes that the Fourth Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate did not require member approval for the amendments reflected therein and were duly adopted and approved by all of the members of the Board of Directors of the Corporation on May 24, 2011, in compliance with Section 617.1002 of the Florida Statutes.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 24th day of May, 2011.

COASTAL HEALTH SYSTEMS OF BREVARD,
INC.

By: 
William D. McCarthy, President