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Account Number FCA000000017

Date

12-15-20

Requestor Name: Carlton Fields

Address: Post Office Drawer 190
Tallahassee, Florida 32302

Telephone: (850) 513-3619 - direct
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

AUTHORIZED AMOUNT TO
DEDUCT FROM ACCOUNT

\$ 43.75

Corporation Name:

Jupiter Medical Center Foundation, Inc

Email Address:

Entity Number:

1733140

Authorization:

Kim Pullen

12-10-20 Amendment

X

Certified Copy

Certificate of Status

New Filings

Plain Stamped Copy

Annual Report

Fictitious Name

X Amendments

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JUPITER MEDICAL CENTER FOUNDATION, INC.
(a Florida not for profit corporation)

The following are Amended and Restated Articles of Incorporation (these "Articles").

ARTICLE I – Name and Address

The name of the corporation is Jupiter Medical Center Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"). The principal office (and mailing address) of the Corporation is located at 1210 S. Old Dixie Highway, Jupiter, Florida 33458. The Corporation's board of trustees may from time to time move the principal office of the Corporation to any other address in the State of Florida.

ARTICLE II – Purposes and Powers

Section 1. Purposes.

(a) The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") to promote, support and enhance the mission and services, activities and objectives of Jupiter Health, Inc., a Florida not for profit corporation, Jupiter Medical Center, Inc., a Florida not for profit corporation, Jupiter Medical Center Pavilion, Inc., a Florida not for profit corporation and any other not for profit corporation as to which Jupiter Health, Inc. is directly or indirectly the sole member and which corporation is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

(b) In furtherance of its purposes set forth in Article II, Section 1(a) above, the Corporation shall solicit, obtain and maintain a fund or funds of money, other personal property and real property and, subject to the restrictions and limitations set forth in these Articles, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its charitable and educational purposes as set forth in Article II, Section 1(a) above.

Section 2. Powers. The Corporation shall have the powers granted under the Florida Not For Profit Corporation Act, as amended.

ARTICLE III – Limitations on Powers

The assets of the Corporation are irrevocably dedicated to the purposes set forth in Article II of these Articles, and no part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, any private person, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not carry on any activities not

permitted to be carried on by a corporation that is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, or by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV – Members

The Corporation shall have such members as are set forth in the Corporation's bylaws (the "Bylaws"); provided, however, that the sole voting member of the Corporation is Jupiter Health, Inc., a Florida not for profit corporation (the "Voting Member").

ARTICLE V – Board of Trustees

The number of trustees shall be as specified in or fixed from time to time in accordance with the Bylaws; provided, however, that the Corporation shall always have at least three trustees.

ARTICLE VI – Term of Existence

The Corporation shall have perpetual existence.

ARTICLE VII – Dissolution

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed exclusively to Jupiter Health, Inc., a Florida not for profit corporation or Jupiter Medical Center, Inc., if either is then in existence, and if neither is then in existence, then the assets of the Corporation shall be distributed to one or more other charitable organizations in Palm Beach County, Florida that provide hospital or other healthcare services and are exempt from federal income taxation under Section 501(a) of the Code as organizations described in Section 501(c)(3) of the Code.

ARTICLE VIII – Bylaws

The Bylaws may be amended or repealed, and new bylaws may be adopted, solely by the Voting Member.

ARTICLE IX – Amendments to the Articles of Incorporation

The Voting Member is entitled to vote on and approve any proposed amendment to these Articles. Alternatively, the Voting Member may amend these Articles without action by the trustees.

[End of Page 2]

CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Jupiter Medical Center Foundation, Inc. (the "Corporation") (a) were approved by the sole voting member of the Corporation on September 3, 2020 at a special meeting held for that purpose, and (b) the member vote for such amendments was sufficient for approval.

Dated as of this 14th day of December 2020.

Jupiter Medical Center Foundation, Inc.

By: 

Name:

Title: PETER A. LUND

CHAIRMAN