

# N35919

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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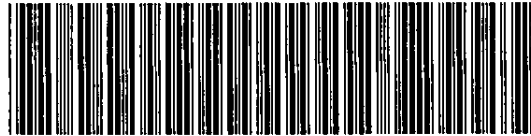
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Amend*

NOV 14 2012

T. BROWN

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Bay Pines Foundation, Inc.

**DOCUMENT NUMBER:** N35919

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

Please return all correspondence concerning this matter to the following:

Dale Looyengood

(Name of Contact Person)

Bay Pines Foundation, Inc.

(Firm/ Company)

PO Box 416

(Address)

Bay Pines, FL 33744-0416

(City/ State and Zip Code)

Dale.Looyengood@va.gov

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

For further information concerning this matter, please call:

Dale Looyengood

(Name of Contact Person)

at ( 727 )

398-6661

(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 &<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 NOV 13 PM 2:51

Bay Pines Foundation, Inc,

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

N35919

(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)

Department of Veterans Affairs Healthcare System

10000 Bay Pines Boulevard

Bay Pines, Florida

**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:

\_\_\_\_\_  
(City)

\_\_\_\_\_, Florida

\_\_\_\_\_  
(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><br>(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)*

Article IV - in the first sentence add the words "and objects" after purposes  
delete the word "formed" and replace with "organized"

Article IV (a) - delete all words and replace with the following "To facilitate  
and carry out a program of healthcare research (including biomedical,  
prosthetic, and health care services research) and education in conjunction  
with the Department of Veterans Affairs Healthcare System, Bay Pines, Florida."

Article IV (b) - delete all words and replace with the following " In furtherance  
of the above purpose, it is expressly provided that the Corporation is  
organized exclusively for scientific research, educational, and charitable purposes,  
including, for such purposes, the making of distributions to organizations that qualify as  
exempt organizations under section 501 ( c ) (3) of the Internal Revenue Code (or the  
corresponding provision of any future United States Internal Revenue Law). The activities  
permitted under these purposes will be to support and perform healthcare research and  
healthcare educational activities. The results of these activities will be made available to the  
scientific and general public in the form of research communications in recognized journals  
widely distributed to libraries and the biomedical community. Among the possible  
educational activities, scientific lectures and open meetings may be organized by the Corporation."

Article IV (c) - delete in its entirety.

Article V Title - Delete "NON STOCK STATUS" replace with "MEMBERSHIP"

Article V body - delete all words and replace with the following "The Corporation  
will have no members."

Article VI Title - Delete "BOARD OF DIRECTORS" replace with  
"REGULATION OF INTERNAL AFFAIRS"

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

Article VI - first two sentences delete all words and replace with the following  
"The Corporation's internal affairs will be regulated in the following manner:"

Article VI (a) - delete all words and replace with "The Corporation shall have  
a Board of Directors of not less than six (6) members, which will include:  
the Director, Chief of Staff, and Associate Chiefs of Staff for Research and Education,  
of the Department of Veterans Affairs Healthcare System, Bay Pines, Florida;  
and at least two members who are not officers or employees of the federal government and  
who have backgrounds or business, legal, financial, healthcare, or scientific expertise of benefit to  
Corporation operations. Directors will be elected in accordance with the bylaws.

Article VI (b) - delete all words and replace with "The Board of Directors will appoint,  
with the concurrence of the Under Secretary for Health of the Department of Veterans Affairs,  
an executive director who shall be responsible for the operations of the Corporation  
and shall have the duties and responsibilities specified in the by-laws."

Article VI (c) - delete all words and replace with "The internal affairs of the Corporation  
shall be otherwise provided for in the by-laws. If the Corporation should ever be dissolved,  
the Board of Directors shall, after paying or making provision for the payment of all of the  
liabilities of the Corporation, transfer and convey all of the assets of the Corporation  
to the Department of Veterans Affairs Healthcare System, Bay Pines, Florida, or to such other  
organization or organizations organized and operated exclusively for scientific, educational  
or charitable purposes as at the time shall qualify as an exempt organization or organizations under  
section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of  
any future United States Internal Revenue Law), as the Board of Directors shall determine.  
Any assets not so disposed of shall be disposed of by a plan of distribution adopted by the

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

Board of Directors, that is consistent with the provisions of the Nonprofit Corporation Act."

Article VI (c), (d), (e) and final two (2) paragraphs delete in entirety.

Article VII Title - delete "EARNINGS AND ACTIVITIES OF THE CORPORATION"

replace with "AMENDMENT OF THE BY-LAWS"

Article VII Body - delete all words replace with "Subject to the limitations contained in the By-Laws

of this Corporation, and any limitation under the laws of the State of Florida

where not inconsistent with federal law, the By-Laws of this Corporation may be made, altered,

rescinded,. amended, or new By-Laws may be adopted, either by a resolution of the

Board of Directors, or by following the procedure set forth therefore in the By-Laws."

Article VIII Title - delete "DEDICATION OF ASSETS" replace with

" AMENDMENT OF THE ARTICLES OF INCORPORATION"

Article VIII Body - delete all words replace with "Subject to any limitations

under the laws of the State of Florida where not inconsistent with federal law,

amendments to these Articles of Incorporation may be proposed by resolution adopted

by the Board of Directors and approved by a majority of the Directors present at a

special meeting or regularly scheduled annual meeting of the Board of Directors at which a

a quorum is present."

Article IX - delete entire Article

Article X - delete entire Article

Article XI - delete entire Article

Article XII - rename as Article IX

Article XIII - rename as Article X

The date of each amendment(s) adoption: September 13, 2012

Effective date if applicable: September 13, 2012

*(no more than 90 days after amendment file date)*

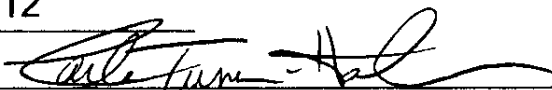
Adoption of Amendment(s)

**(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 November 8, 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)

Carla Turner-Hahn, Esquire

*(Typed or printed name of person signing)*

Secretary of the board of directors

*(Title of person signing)*