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C. Lewis
10-28-14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GOOD SAMARITAN HEALTH CLINIC OF PASCO, INC.

DOCUMENT NUMBER: N40271

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

Please return all correspondence concerning this matter to the following:

MELISSA R FAHY

(Name of Contact Person)

GOOD SAMARITAN HEALTH CLINIC OF PASCO, INC.

(Firm/ Company)

5334 Aspen Street

(Address)

New Port Richey, FL 34652

(City/ State and Zip Code)

mfahy@goodsamclinic.org

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

For further information concerning this matter, please call:

Melissa R Fahy

(Name of Contact Person)

at (727) 848-7789

(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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

GOOD SAMARITAN HEALTH CLINIC OF PASCO, INC.

N40271

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Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned Corporation, under Articles of Incorporation filed on 10/3/1990 and amended on 2/8/1995 and 6/11/2001, pursuant to a resolution duly adopted by its Board of Directors, hereby amends its Articles of Incorporation and further restates the same as follows:

ARTICLE I: NAME

The name of the Corporation shall be **GOOD SAMARITAN HEALTH CLINIC OF PASCO, INC.** (hereinafter referred to as the "Corporation").

ARTICLE II: DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III: PURPOSE

The purposes for which this Corporation is formed are as follows:

1.01 This Corporation is organized exclusively to acquire or erect, and to equip, conduct and maintain on the broadest humanitarian principles, a health clinic for the care and treatment of human diseases and ailments and for sick, infirm, injured and disabled persons of every creed, and nationality who are otherwise unable to afford to pay for such care and treatment; to furnish medical and dental attendants in the clinic in the care of the sick, injured, disabled, afflicted and infirm; to accept donations or private charity for the support, in whole or in part of the Corporation and to devote all of its income after paying the expenses thereof, to the purposes of this Corporation.

1.02 To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering distributions to organizations qualified as tax exempt.

ARTICLE IV: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall pertain:

4.01 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 3 hereof.

4.02 Activities. 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.

4.03 Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions which are deductible under Section 170 (c)(2) or such Code and regulations, or by a corporation organized under Florida Statute Chapter 617.

ARTICLE V: MEMBERS

The Corporation shall have no voting members

ARTICLE VI: BOARD OF DIRECTORS

6.01 The Corporation shall be governed by a Board of Directors. Directors of the Corporation shall be elected at a meeting of the members of the Corporation in the manner determined by the bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner determined by the bylaws. The Board of Directors may be increased or decreased as provided in the bylaws but in no case shall the number of Directors be less than seven (7) nor more than twenty-one (21).

6.02 A quorum of the Board shall consist of seven (7) members.

ARTICLE VII: OFFICERS

7.01 Defined. The affairs of the Corporation shall be administered by the Officers designated in the bylaws.

7.02 Election. Officers of the Corporation shall be elected in the manner provided for in the bylaws. All officers shall continue to serve until the election of their successors or their resignation, whichever comes first.

ARTICLE VIII: DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operate exclusively for the charitable, educations, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in Pasco County to such organization or organizations as said Court shall determine, which are organized and operated exclusively for purposes similar to that of the Corporation.

ARTICLE IX: DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless to the extent permitted by law, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and expenses reasonably incurred by him or her in connection with any action, suite, proceeding or claim by reason of his or her having been a director or officer or agent under procedures established in the bylaws. The foregoing rights shall not be exclusive of other rights to which he or she may be entitled.

ARTICLE X: ADOPTION AND AMENDMENT OF BYLAWS

The bylaws may be amended by vote of a majority of the Directors fixed in the Bylaws at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed bylaw amendment is furnished to each Director at least five (5) days prior to such meeting.

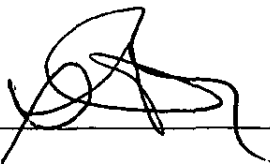
ARTICLE XI: AMENDMENT OF ARTICLES OF INCORPORATION

Amendment of the Articles of Incorporation shall be adopted by a majority vote of all elected directors at any regular or special meeting provided that written notice of such meeting containing the text of the proposed amendments is furnished each member not less than ten (10) days prior to such meeting.

The foregoing restated Article of Incorporation restate, integrate and amend in accordance with the Florida Not For Profit Corporation Act the provisions of the Corporation's Article of Incorporation as theretofore amended, and with the exception of new amendments included herein and omitted matters of historical significance only, there is no discrepancy between these provisions and the provisions of the restated Article of Incorporation.

DATED this 10 day of Sept., 2014.

GOOD SAMARITAN HEALTH CLINIC OF PASCO, INC.

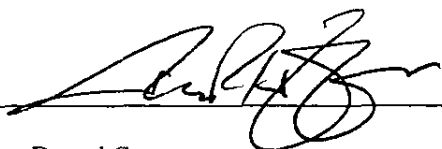
By: 
Board Chair

CERTIFICATE

It is hereby certified that the Board of Directors, who are the only members of the Corporation, unanimously adopted the foregoing amended and restated Articles of Incorporation on 9-10, 2014.

DATED this 10 day of Sept., 2014.

GOOD SAMARITAN HEALTH CLINIC OF PASCO, INC.

By: 
Board Secretary

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