

N930000002130

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

(Document Number)

Certified Copies _____

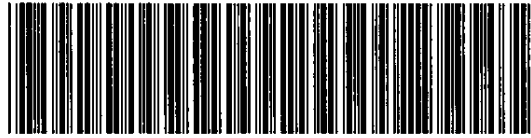
Certificates of Status _____

Special Instructions to Filing Officer:

Adam Dunn
Auth. corrections

4/3/15

Office Use Only



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03/12/15--01007--024 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 APR -3 PM 1:22

Amend
@ 4.3.15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Association of Florida Trauma Coordinators

DOCUMENT NUMBER: N93000002130

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

Please return all correspondence concerning this matter to the following:

Kevin Captain

(Name of Contact Person)

Halifax Health

(Firm/ Company)

303 N Clyde Morris Blvd

(Address)

Daytona Beach, FL 32114

(City/ State and Zip Code)

KEVIN . CAPTAIN @ HALIFAX.ORG
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kevin Captain

(Name of Contact Person)

at (

386)

(Area Code & Daytime Telephone Number)

239 - 7358

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 13, 2015

KEVIN CAPTAIN
HALIFAX HEALTH
303 N. CLYDE MORRIS BLVD
DAYTONA BEACH, FL 32114

SUBJECT: ASSOCIATION OF FLORIDA TRAUMA COORDINATORS, INC.
Ref. Number: N93000002130

We have received your document for ASSOCIATION OF FLORIDA TRAUMA COORDINATORS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

The document must have original signatures.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 615A00005126

RECEIVED
15 APR -3 AM 9:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Articles of Amendment
to
Articles of Incorporation
of
ASSOCIATION OF FLORIDA TRAUMA COORDINATORS

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

N93000002130

(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**)

Kevin Captain

303 N Clyde Morris Blvd

Daytona Beach, FL 32114

C. Enter new mailing address, if applicable:

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

Same as above

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

Kevin Captain

303 N Clyde Morris Blvd

(Florida street address)

New Registered Office Address:

Daytona Beach

Florida

32114

(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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 APR -3 PM 1:22

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)

See attached Amended Articles of Incorporation of
Association of Florida Trauma Coordinators, Incorporation

AMENDED ARTICLES OF INCORPORATION
of
ASSOCIATION OF FLORIDA TRAUMA COORDINATORS,
INCORPORATED

WHEREFORE, we, the undersigned, desiring to organize a corporation not for profit under the laws of the State of Florida, hereby associate ourselves to make, subscribe, acknowledge and filed with the Department of the State of Florida the following Restated and Amended Articles of Incorporation (hereinafter referred to as "Articles").

ARTICLE I:
NAME

The name of the Corporation shall be: "**Association of Florida Trauma Coordinators, Incorporated.**"

ARTICLE II:
DURATION

The duration of the Corporation is perpetual.

ARTICLE III:
PURPOSE

The purpose of this Corporation is as follows:

A. This Corporation is a Not-For-Profit Corporation organized pursuant to Chapter 617, Florida Statutes. It is not organized for the pecuniary profit or private gain of any person or persons. The specific purposes of this corporation are for social welfare purposes within the meaning of Section 501(c)(3).

B. To exercise all rights and power conferred by the laws of the State of Florida upon Not-For-Profit corporations.

C. Provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by not for profit corporation under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its member, directors, or officer; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered and to make payments and distributions in furtherance of tis stated purpose.

D. No substantial part of the activities of this Corporation shall involve itself in carrying on propaganda or otherwise attempt to influence legislation in accordance with Florida Law and the Internal Revenue Code, and the corporation shall not participate in, or

intervene in any political campaign, including publication or distribution of statements, on behalf of any candidate for public office.

ARTICLE IV: **INCORPORATORS**

The original incorporators shall remain the same and are restated herein.

Kim Massey - Bayfront Medical Center, 701 6th Street South, St. Petersburg, FL 33701

Suzanne Holm - Tampa General Hospital, David Islands, PO Box 1289, Tampa FL 33601

ARTICLE V: **MEMBERS**

The Corporation shall have Voting Members whom shall have all the rights and privileges as set forth in Florida Law and as prescribed within the Bylaws. Eligibility to become a Voting Member shall be set forth within the Bylaws. The Bylaws may provide for Non-Voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

Membership in the Corporation shall be open to any person, corporation, or other entity upon receipt of an written submission and payment of an annual fee, if any, to be established from year to year by the Corporation's Board of Executive Directors and any other criteria as set forth within the Bylaws. Members, including Board of Executive Directors, are entitled to voting right. Membership classification shall be based upon classification identified in the approved Bylaws.

ARTICLE VI: **BOARD OF EXECUTIVE DIRECTORS**

The Board of Executive Directors shall have at least three (3) Executive Directors; President, Secretary, and Treasurer. The Board of Executive Directors shall be elected every two (2) years in a manner prescribed in the Bylaws. Any vacancies on the Board of Executive Directors shall be filled in as prescribed in the Bylaws. The number of Executive Directors may be raised or lowered by amendment of the Bylaws but in no event shall be less than four. Eligibility to become an Executive Director shall be as stated in the Bylaws.

ARTICLE VII: **NON-STOCK BASIS**

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act and shall not have the power to issue

share of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

ARTICLE VIII: **BYLAWS**

Bylaws will be hereinafter adopted at the first meeting of the Board of Executive Directors if not so adopted already. Such Bylaws may be amended, modified, or repealed, in whole or in part, by the Board of Executive Directors in the manner provided herein. Any amendments, modifications, or repeals to the Bylaws shall be binding on all members of this Corporation.

ARTICLE IX: **AMENDMENTS**

Amendments to these Restated Articles of Incorporation may be proposed by resolution by the Board of Executive Directors or Voting Members, adopted by the Board of Executive Directors and presented to a quorum of voting members for their vote. Amendments may be adopted by a vote of at least two thirds of a quorum of the Voting Members of the Corporation.

ARTICLE X: **LIMITATION OF LIABILITY**

Each Executive Director, in consideration for their service shall, in the absence of a determination of fraud by a court of competent jurisdiction, be indemnified and held harmless, whether currently in office or out, for the reasonable cost and expenses incurred by them in connection with the defense of, or for advice concerning any claim or proceeding brought against them by reason of being or having been an Executive Director of the Corporation or of any subsidiary of this Corporation, whether or not wholly or partially owned, to the maximum extent permitted by law. This includes but is not limited to due to any statement, vote, decision, or failure to take an action by the Executive Director. The foregoing right of indemnification shall be inclusive of any other rights to which any Executive Director may be entitled as a matter of law.

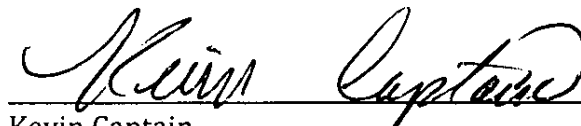
ARTICLE XI: **DISSOLUTION**

This Corporation shall be dissolved and its affairs concluded by a two thirds vote of the Corporation's Voting Members.

All the property and assets of this Corporation are irrevocably dedicated to social welfare purposes meeting the requirements for exemptions provided by Section 501(c)(3) of the Internal Revenue Code, as amended. No part of said property or assets shall ever inure to the benefit of any Member, Executive Director, or any private individual. Upon

dissolution or winding up of the Corporation, any assets remaining after payment and provisions of payment of all debts and liabilities of the Corporation shall be distributed for use and furtherance of the purposes of the Corporation as set forth in this Restated Articles of Incorporation to a non-profit organization whose interest is in trauma health care, if it is then in existence of being operated for charitable purposes and qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed to the Circuit Court of the County in which the principal office of the Corporation is then located to such organization or organizations as the Court deems as being organized and operated exclusively for purposes as meeting or being substantially similar to the purpose of this Corporation.


IN WITNESS WHEREOF, the Board of Directors and Shareholders voted and adopted these Restated and Amended Articles of Incorporation in accordance with Florida Law and the Governing Documents. The undersigned agree and have signed these Restated and Amended Articles of Incorporation this 19 day of February


Kevin Captain
President and
Registered Agent

Statement Accepting Appointment as Registered Agent

I hereby accept the appointment of Registered Agent and agree to act in such capacity consistent with appropriate law.

Date this 19 day of February.


Kevin Captain
President

The date of each amendment(s) adoption: February 19, 2015, if other than the date this document was signed.

Effective date if applicable: _____
(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 2/19/2015

Signature Kevin L. Captain
(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)

Kevin Captain

(Typed or printed name of person signing)

President

(Title of person signing)