

N 93000003445

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

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Special Instructions to Filing Officer:

Office Use Only



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U.S. DEPT. OF JUSTICE
RECEIVED

*Amended
&
Resubmitted*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 30, 2018

JENNIFER M. EINERSEN
NOSTRO JONES, P.A.
2525 PONCE DE LEON BLVD., SUITE 750
CORAL GABLES, FL 33134

SUBJECT: OCEAN REEF MEDICAL CENTER FOUNDATION, INC.
Ref. Number: N93000003445

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 518A00011168

RECEIVED
18 AUG 27 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FL



JENNIFER M. EINERSEN
DIRECT LINE (305) 786-7925

EMAIL ADDRESS:
JEINERSEN@NOSTROJONES.COM

August 16, 2018

Amendment Section
Attention: Susan Tallent, Regulatory Specialist II
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: Ocean Reef Medical Center Foundation, Inc.
Articles of Organization**

Dear New Filing Section:

We received your correspondence dated May 30, 2018. Per the letter, we have updated the Amended Articles of Incorporation of Ocean Reef Medical Center Foundation, Inc. to indicate that there are no members of the Foundation. Enclosed please find a copy of the May 30, 2018 letter along with the updated Amended and Restated Articles of Incorporation of Ocean Reef Medical Center Foundation, Inc.

Please contact my colleague Alexander Nostro at 305-582-1200 if you have any questions. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Jennifer M. Einersen". Below the signature, the name "Jennifer M. Einersen" is printed in a black, sans-serif font.

Jennifer M. Einersen

Enclosure

RECEIVED
18 AUG 27 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FL



JENNIFER M. EINERSEN
DIRECT LINE (305) 786-7925

EMAIL ADDRESS:
JEINERSEN@NOSTROJONES.COM

May 23, 2018

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: Ocean Reef Medical Center Foundation, Inc.
Articles of Organization**

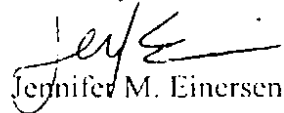
Dear New Filing Section:

Please find the following documents enclosed for filing the Amended Articles of Incorporation of Ocean Reef Medical Center Foundation, Inc.:

- (1) Cover Letter;
- (2) Amended and Restated Articles of Incorporation of Ocean Reef Medical Center Foundation, Inc.;
- (3) Copy of the unanimous written consent of the directors of the Ocean Reef Medical Center Foundation, Inc.; and
- (4) a check in the amount of \$35.00 for the filing fee.

Please contact me if you have any questions. Thank you for your assistance.

Sincerely,


Jennifer M. Eilersen

Enclosure

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ocean Reef Medical Center Foundation

DOCUMENT NUMBER: NA308800 3445

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

Please return all correspondence concerning this matter to the following:

Jennifer M. Einesen
(Name of Contact Person)

Nostro Jones, P.A.
(Firm/ Company)

2525 Ponce de Leon Blvd. Suite 750
(Address)

Coal Creek, FL 33134
(City/ State and Zip Code)

j.einesen@nostrojones.com ✓
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Einesen at 786-347-7925
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$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
OCEAN REEF MEDICAL CENTER FOUNDATION, INC.**

WHEREAS, the Articles of Incorporation of OCEAN REEF MEDICAL CENTER FOUNDATION, INC. (the "Corporation") were filed with the Florida Department of State on July 21, 1993, and amendments to the Corporation's Articles of Incorporation were subsequently filed on December 7, 2005 and February 25, 2014; and

WHEREAS, it is the intention of the Board of Directors of the Corporation that the Articles of Incorporation be amended and restated, effective on the date of filing of these Amended and Restated Articles with the Department of State; and

WHEREAS, there are no members of the Corporation; and

WHEREAS, these Amended and Restated Articles of Incorporation of the Corporation as hereinafter set forth were approved by unanimous written consent of the Board of Directors on December 5, 2017, pursuant to the provisions of Sections 607.1003, 607.0704, and 607.0821 of the Florida Business Corporation Act.

NOW, THEREFORE, these amended and restated Articles of Incorporation (the "Articles") are hereby made and acknowledged by the undersigned, to be filed with the Department of State, Division of Corporations, State of Florida, for the purpose of forming a not for profit corporation in accordance with Chapter 617 of the Florida Statutes.

**ARTICLE ONE
NAME**

The name of the Corporation is Ocean Reef Medical Center Foundation, Inc., a Florida not for profit corporation.

**ARTICLE TWO
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation in the State of Florida shall be located at 50 Barracuda Lane, Key Largo, Florida 33037.

**ARTICLE THREE
PURPOSES; RESTRICTIONS**

(a) Purpose. The Corporation is established, and shall be operated, exclusively for charitable, scientific, literary, or educational purposes. In particular, the purpose of the Corporation is to serve as a supporting organization as described in Section 509(a)(3) of the Internal Revenue Code (the "Code") to benefit The Medical Center at Ocean Reef, Inc., a Florida not for profit corporation. The Corporation shall at all times operate as an

organization exempt from Federal income tax under Section 509(a)(3) of the Code, and nothing in these bylaws shall be construed to the contrary.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

(2) No member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(6) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(7) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(8) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(9) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(10) Notwithstanding any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Code or the corresponding provisions of any

subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE FOUR POWERS

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for not for profit corporations.

ARTICLE FIVE DIRECTORS

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors.

(b) The names and addresses of the current members of the Board of Directors of the Corporation are as follows:

Name	Title	Address
Adelaide Skoglund	Chairman and Director	17 Card Sound Road Ocean Reef Club Key Largo, FL 33037
Christina Fisher	Vice Chairman and Director	63 West Lake Road Key Largo, FL 33037
Tom Davidson	Vice Chairman and Director	7 Sunrise Cay Drive Key Largo, FL 33037
Tim Brammer	Treasurer and Director	24 Dockside Lane #420 Key Largo, FL 33037
Steve Parker	Secretary and Director	111 Andros Road Key Largo, FL 33037
Mike Berman	Director	24 Dockside Lane #390 Key Largo, FL 33037
Dominic Di Napoli	Director	4 Knoll Lane Key Largo, FL 33037
Gretchen Fish	Director	24 Dockside Lane #445 Key Largo, FL 33037
Jay Holmes	Director	42 Spadefish Lane

		Key Largo, FL 33037
Nicola J. Lanni	Director	2 South Marina Drive Key Largo, FL 33037
C. Raymond Larkin, Jr.	Director	24 Dockside Lane #412 Key Largo, FL 33037
Tom Martell	Director	23 Sunset Cay Road Key Largo, FL 33037
Denny Morgan	Director	14 Osprey Lane Key Largo, FL 33037
William Nutt	Director	34 Sunset Cay Road Key Largo, FL 33037
Roy Sutton	Director	14 Halfway Road Key Largo, FL 33037
Carla Wood	Director	24 Dockside Lane #428 Key Largo, FL 33037
Keith Young	Assistant Secretary-Treasurer	50 Barracuda Lane Key Largo, FL 33037

The manner in which future directors are to be elected or appointed shall be as set forth in the bylaws of the Corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the Corporation, but the Corporation shall always have at least three (3) directors and not more than sixteen (16).

ARTICLE SIX BYLAWS

The initial bylaws of the Corporation shall be adopted by the directors of the Corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

ARTICLE SEVEN AMENDMENT OF ARTICLES OF INCORPORATION

The procedure for amending these Articles shall be as prescribed by Florida law.

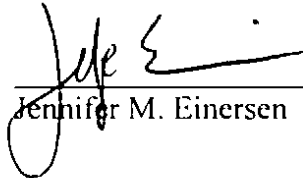
**ARTICLE EIGHT
DISSOLUTION**

In the event of dissolution of the Corporation or the winding up of its affairs, the residual assets of the Corporation will be turned over to (1) one or more organizations which is or are exempt as an organization or organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or (2) the Federal, State or local government for exclusive public purposes.

**ARTICLE NINE
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 2525 Ponce de Leon Blvd., Suite 750, Coral Gables, FL 33134. The name of the Corporation's initial registered agent at that address is Jennifer M. Einersen.

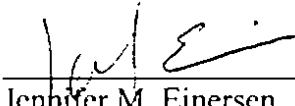
IN WITNESS WHEREOF, I have executed these Articles on August 16, 2018.



Jennifer M. Einersen

CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Sections 617.0501 and 617.0503 of the Florida Statutes.



Jennifer M. Einersen, Registered Agent

Date: August 16, 2018.

OCEAN REEF MEDICAL CENTER FOUNDATION, INC.
(a Florida not-for-profit corporation)

December 5, 2017

The undersigned, the directors of the **OCEAN REEF MEDICAL CENTER FOUNDATION, INC.** a Florida not-for-profit corporation (the "Foundation"), do hereby certify that:

1. By the Written Consent of the directors of the Foundation, the following Resolution was adopted and approved unanimously, in conformity with the Bylaws of the Foundation:

WHEREAS, the Foundation wishes to adopt the attached Amended and Restated Articles of Incorporation of Ocean Reef Medical Center Foundation, Inc.

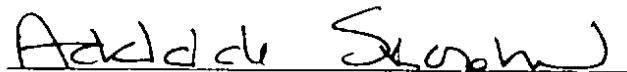
NOW, THEREFORE, BE IT RESOLVED:

The Foundation hereby adopts the Amended and Restated Articles of Incorporation of Ocean Reef Medical Center Foundation, Inc., attached as Exhibit A.

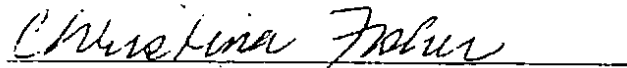
2. The foregoing Resolution is in full force and effect and has not been modified, revised or amended.

IN WITNESS WHEREOF, the undersigned have caused these presents to be acknowledged, signed, sealed and delivered as of the 5th day of December, 2017.

**OCEAN REEF MEDICAL CENTER
FOUNDATION, INC.**



ADELAIDE SKOGLUND, Chairman and Director



CHRISTINA FISHER, Vice Chairman and Director



TOM DAVIDSON, Vice Chairman and Director




TIM BRAMMER, Treasurer and Director



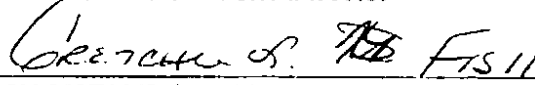
STEVE PARKER, Secretary and Director



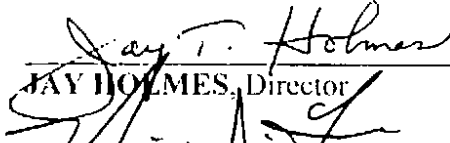
MIKE BERMAN, Director



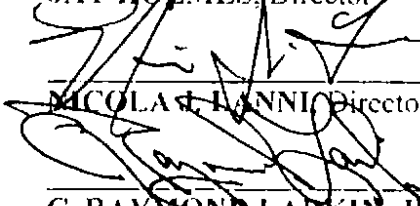
DOMINIC DI NAPOLI, Director



GRETCHEN FISH, Director

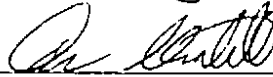


JAY HOLMES, Director

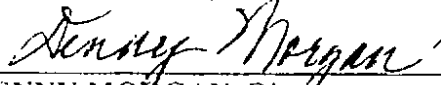


NICOLA LANNINO, Director

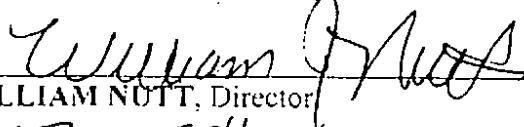
C. RAYMOND LARKIN, JR., Director



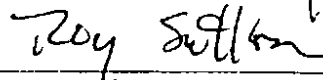
TOM MARTELL, Director



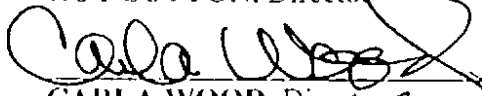
DENNY MORGAN, Director



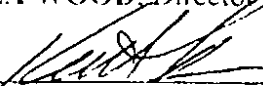
WILLIAM NUTT, Director



ROY SUTTON, Director



CARLA WOOD, Director



KEITH YOUNG, Assistant Secretary-Treasurer